



**BYLAWS OF
PRESERVATION NEW JERSEY, INC.**

Prepared and presented by the
Board of Trustees

July 22, 2023

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ARTICLE I: ORGANIZATION

Section 1: Name

The name of the corporation shall be “Preservation New Jersey Incorporated,” a New Jersey Nonprofit Corporation (hereinafter referred to as the “Corporation”).

Section 2: Seal or Letterhead

The seal or letterhead to represent the Corporation shall be established by the Board of Trustees and designed to represent the Corporation’s mission and function.

Section 3: Office Location

The Corporation shall have its principal office located within the State of New Jersey and may establish and maintain brick-and-mortar offices at locations as authorized by the Board of Trustees.

ARTICLE II: PURPOSE AND POWERS

Section 1: Mission

The Preservation New Jersey Incorporated, A New Jersey Nonprofit Corporation, shall promote the economic vitality, sustainability, and heritage of New Jersey’s diverse communities through advocacy and education.

Section 2: Purpose

The purpose of the Corporation shall be education to exclusively benefit the public set forth in Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future United States Internal Revenue Law. The Corporation’s purpose shall be limited to raising funds and conducting related public education programs, which shall be dedicated to raising awareness of historic preservation in the State of New Jersey.

Section 3: Corporation Status

The Corporation shall not take any action or exercise any power that would prevent it from obtaining and maintaining exemption from federal income taxes as a nonprofit corporation as described in Section 501 (c)(3) of the Internal Revenue Code. Specifically, the Corporation shall

not:

1. Engage in trade or business for profit;
2. Participate or intervene in any political campaign on behalf of any candidate for public office;
3. Disseminate assets, income or property acquired by the Corporation to any organization. Upon dissolution of the Corporation, all of its assets shall be distributed in such a manner as to further the purpose of the Corporation, and, as such, upon dissolution of the Corporation, any and all assets will be distributed to an exempt, non-profit, or governmental entity to be used for the public benefit.

Section 4: Fiscal Calendar Operations

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in any year.

ARTICLE III: MEMBERS

Section 1: Membership

Any individual or organization interested in supporting the purposes of the Corporation may become a member of the corporation by filing an application in such form as the Board of Trustees shall prescribe, and subject to the payment of such dues as the Executive Committee shall establish from time to time. Each member shall be entitled to one vote. The first members of the Corporation shall consist of the members of the Board of Trustees first elected at the organization meeting of the Corporation.

Section 2: Voting

Notwithstanding any other provisions of these By-Laws, voting by members on all matters, including the election of Trustees shall be done only at the annual meeting, except, that a Trustee vacancy may be filled by a vote of two-thirds (2/3) of a quorum of the Board of Trustees.

The Board of Trustees may in its discretion suspend the voting privileges of any member who

has been and remains in default on his/her/their dues to the Corporation for a period of six (6) months.

Section 3: Dues

A member shall be considered in good standing if payment of dues is current. If membership dues are not paid within a time period of six (6) months, the member shall no longer be current and shall be considered lapsed. Lapsed payment of membership dues shall constitute notice of resignation to the Secretary.

ARTICLE IV: MEETING OF MEMBERS

Section 1: Purpose

Meetings of members shall be held in-person, telephonically, or virtually, as determined by the Board of Trustees from time to time.

Section 2: Annual Meetings

An annual meeting shall be held at approximately the same time each year, and written notice sent to the entire membership at least thirty (30) days prior to the day cited. A report of the meeting and of the activities of the Corporation for the preceding year shall be sent to members following the annual meeting upon request. The business of the annual meeting shall include the election of Trustees and such other business as may be laid before the members by the President who shall preside at the meeting.

Section 3: Special Meetings

Special meetings of the members may be called by the President, the Executive Director, the Secretary, by one third (1/3) of the Trustees, or upon written request of one third (1/3) of the membership. Special meetings shall be preceded by at least a ten (10) day written notice to the membership.

Section 4: Quorum

At least five percent (5%) of the members must be present at any annual or special meetings of

the members in order to achieve a quorum for the transaction of business of the Corporation. Members may vote on the transaction of business by returning a signed absentee official ballot of the Corporation which shall be counted for purposes of constituting a quorum. The favorable vote of two-thirds (2/3) shall be required for adoption of any proposal submitted to members in good standing provided that a quorum is present.

ARTICLE V: BOARD OF TRUSTEES

Section 1: Governance

The Corporation shall be governed by a Board of Trustees (hereinafter called the “Board”) of not less than eleven (11) persons nor more than seventeen (17) persons, which shall include a President, Vice President, Secretary, and Treasurer. In proposing new board members, the Governance Committee shall endeavor to maintain a board that is representative of all regions of New Jersey.

The first Board shall be elected by the incorporators of the Corporation named in the Certificate of Incorporation, and thereafter the Board shall be elected by members of the Corporation. The term of office for each Trustee shall be three (3) years, except that the term of the office for the first Board shall be determined by the incorporators. One-third (1/3) of the Board shall be elected annually for a three (3) year term. Nominations for Board members shall be made by the Governance Committee and recommendations shall be set forth in the notice for the annual meeting to the members who will elect the Board members. A Trustee may hold no more than three (3) consecutive terms.

Section 2: Vacancy & Resignation

The Board shall have the power to fill, on an interim basis, a vacancy created in the Board either through resignation, death, or termination by an affirmative vote of two-thirds (2/3) of the then remaining members of the Board, with not less than a quorum of the Board present for such a vote, until such vacancy can be filled. A Trustee selected to fill a vacancy shall be elected for the unexpired term of his/her/their predecessor in office. Any Trustee may resign by submitting written notice of resignation to the Secretary.

Section 3: Removal

Any Trustee may be removed from office at any time with or without cause by the affirmative vote of two thirds (2/3) of the Trustees in office. All Trustees must be a member in good standing of the Corporation during the entirety of their term. Failure to attend three (3) consecutive regular meetings of the Board shall, except for good cause shown, entitle the Board to terminate the term of office of any Trustee. Any such Trustee proposed to be removed from office shall be given at least fifteen (15) days advance written notice of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 4: Rules & Regulations

The Board may adopt rules, regulations, and policies. Any Rules, regulations or policies adopted by the Board cannot be inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation.

ARTICLE VI: MEETINGS OF THE BOARD OF TRUSTEES

Section 1: Meeting Requirements

The Board shall hold no fewer than four (4) regular meetings a year. Regular meetings of the Board shall be held upon not less than fourteen (14) days' notice and special meetings shall be held upon not less than seven (7) days' notice either personally, by mail, electronically, or by telephone. Special meetings of the Board may be held at the discretion of the President or by written request of one-third (1/3) of the Board. Meetings may be virtually on a case-by-case basis.

Section 2: Quorum

The lesser of one-half (1/2) or seven (7) of the number of the Trustees currently sitting on the Board shall constitute a quorum for the transaction of business. The act of the majority of Trustees present at a meeting at which a quorum is present shall be the act of the Board. For the purposes of establishing a quorum, a Trustee can be included in a meeting via telephone or electronic conferencing technology.

ARTICLE VII: RULES OF ORDER

Meetings of the Board shall be governed by the current edition of Robert's Rules of Order unless otherwise provided herein or by law.

ARTICLE VIII: COMMITTEES & TASK FORCES

Section 1: Purpose & Structure

The Board may establish as many committees as necessary to adequately perform the duties of the Corporation. To the extent possible, these committees shall be established, and its members appointed at the annual organizational meeting. The purpose, responsibilities, and goals of each committee are established by written charters approved by the Board.

Committees are not authorized to take official action on behalf of the Board unless authorized or directed to do so in advance by a vote of two-thirds (2/3) of the Board. The Board shall not be barred from taking action at any time on any topic that is under committee review when absent a committee's report and/or its recommendations. If a committee report is available, it shall be delivered to the Board in writing or orally for deliberation at a regular meeting of the Board. A committee report may be made in the form of a motion that formally comes to the floor and is handled accordingly.

Section 2: Standing Committees

Standing committees of the Board are as follows: Executive, Governance, Finance, Marketing & Development, and Programs & Events.

Section 3: Committee Appointments

Committees shall consist of at least three (3) members appointed by the Committee Chairperson. Each of the standing committees shall consist of at least one Trustee.

Section 4: Committee Chairperson

The President of the Board shall have the power to designate the chairperson and deputy

chairperson of any standing committee from amongst the Board of Trustees. A committee chairperson shall be appointed by the President at the time of the annual meeting. Chairpersons will serve at minimum, a one (1) year term, coinciding with the fiscal year. Chairpersons can be appointed by the President to serve on the same committee year after year.

Section 5: Ad-hoc Committees/Task Forces

Task Forces and ad hoc committees may be established by the Board, as needed, to accomplish certain limited functions or tasks as specified by the Board at the time of its establishment. Membership of Task Forces shall be determined at the time its creation. Task forces/Ad hoc committees shall consist of at least one Trustee and such other members or Trustees as the designated chairperson of the said committee shall appoint. Task forces/Ad hoc committees shall report to the Board.

Section 6: Committee Meetings

Committees shall meet as often as necessary outside of Board meetings to accomplish its goals set forth for the fiscal year. It is the duty of the chairperson to call the committee together, but, if he/she/they is absent, or neglects or declines to call a meeting of the committee, it is the duty of the committee to meet on the call of any two of its members. In the absence of the chairperson at a committee meeting, a vote on who shall preside over the meeting will take place. The frequency, length and location of meetings shall be the responsibility of the Chairperson or others who call the meeting, provided a quorum is maintained. Committee meetings represent the conduct of its official business. A quorum must be present for a committee meeting, consisting of a majority of its membership. Minutes shall be kept by the Chairperson or a member who otherwise accepts responsibility to do so.

Section 7: Committee Quorum

A majority of the numbers of members constituting any committee established pursuant to this section shall constitute a quorum for the transaction of business and the affirmative vote of two-thirds (2/3) of such committee members present at the meeting of such committee shall be required for any action of such committee, unless the act of a greater number is required by the

Board establishing such committee. The Board shall have the power at any time to fill vacancies in or change membership of, and to discharge any committee.

ARTICLE IX: OFFICERS

Section 1: Election & Officer Terms

The officers of the Corporation shall be elected every other year by the Board of Trustees and shall consist of a President, a Vice President, a Secretary and a Treasurer, and such other officers and assistant officers as may be deemed necessary. All officers shall be members in good standing of the Corporation.

Each officer shall be elected by a plurality of the votes cast and may succeed him/her/themselves in office for no more than two (2) consecutive two-year terms. The Board may choose to hold elections of one-half (1/2) of the officers annually. The Board may choose to extend consecutive terms by a two-thirds (2/3) vote.

Section 2: Officer Vacancy

The Board shall have the power to fill, on an interim basis, an officer vacancy either through resignation, death, or termination by an affirmative vote of two-thirds (2/3) of the then remaining members of the Board, with not less than a quorum of the Board present for such a vote, until such vacancy can be filled. A Trustee selected to fill an officer vacancy shall be elected for the unexpired term of his/her/their predecessor in office.

Section 3: Removal

Any elected officer may be removed from office by the affirmative vote of two-thirds (2/3) of the members of the Board at any regular or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance, for refusal to render reasonable assistance in carrying out the purposes of the Corporation, or whenever in the judgment of the Board the best interest of the Corporation would be served thereby. Any officer proposed to be removed shall be entitled to at least fifteen (15) days advance written notice of the meeting of the Board at which such removal

is to be voted upon and shall be entitled to appear before and be heard by the Board at such a meeting. Any officer who is also a Trustee may not vote on his/her/their own removal, and two-thirds (2/3) voting requirement shall be calculated as if the officer were not a serving Trustee for this purpose. Removal of an officer shall be without prejudice to the contract rights of any of the persons so removed.

Section 4: President

The President shall be the Chief Executive Officer of the Corporation and shall preside at meetings of the Board and at the meetings of members. The President shall be an ex-officio member of all committees of the Board.

Section 5: Executive Director

An Executive Director shall be appointed by the Board and may be removed by a vote of two thirds (2/3) vote of the Board and shall be the Chief Operating Officer of the Corporation. The Executive Director shall have active and general management of the affairs and property of the Corporation and shall see that all orders and resolutions of the Board are carried out. The Executive Director shall have authority to hire and discharge employees and agents, and shall have power and authority to perform all other duties incident to his/her/their office within the general policies established by the Board. The Executive Director shall be compensated for his/her/their services at a rate which shall be determined by the Board. The Executive Director shall be an ex-officio member of all committees of the Board and shall serve at the pleasure of the Board.

Section 6: Vice President

The Vice President shall respectively have such powers and perform such duties as may be assigned to them by the Board or by the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the power of the President.

Section 7: Secretary

The Secretary shall maintain the minutes of all meetings of the Board, of all meetings of the

committees of Trustees appointed, and of all meetings of members. He/she/they shall give or cause to be given, such notice of all meetings of the Board and all meetings of the members as may be required by the By-Laws and shall perform such other duties as shall be assigned to him/her by the Board or the President.

Section 8: Treasurer

The Treasurer shall have the responsibility of assuring the safe custody of the corporate funds and securities; and supervise full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall regularly report to the Board and Executive Committee about the financial situation of the Corporation. He/she/they shall be responsible for the disbursement of funds of the Corporation in accordance with the *Financial Management Policies & Accounting Procedures Manual* of the Board, and shall render to the Board, at each regular meeting or when the Board so require, an account of Corporation transactions and of the financial condition of the Corporation.

Section 9: Immediate Past President

The Immediate Past President shall be an Officer for a one (1) year term after their term as President has expired. Should the Immediate Past President have completed three (3) consecutive terms on the Board, then they will serve as an Ex-Officio member of the Board of Trustees and Executive Committee for the one (1) year term.

Section 10: Transfer of Powers of Officers

In case of the absence of any Officer or for any other reason that the Board shall deem sufficient, the Board may transfer the powers or duties of that officer to any other officer or to any Trustee or employee of the Corporation.

ARTICLE X CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: Signatory Authority

Except as the Board may generally, or in particular cases, authorize the execution thereof in some other manner all checks, drafts and other instruments for the payment of money shall be signed

on behalf of the Corporation by the Treasurer, President or Executive Director of the Corporation as may from time to time be designated by the Board. The Board may authorize and empower at a regular or special meeting, one (1) or more officers or agents to do other acts or things on behalf of the Corporation, including signing of contracts and agreements, and any acts or things required or convenient in dealing with Governmental authorities.

Section 2: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 3: Receipt of Funds

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE XI: DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII: INDEMNIFICATION

Any Trustee or officer (hereinafter referred to as a “corporate agent”) of the Corporation shall be indemnified by the Corporation against the reasonable costs, disbursements and counsel fees and liabilities paid or incurred in satisfaction of any judgment, fine, penalty or settlement in connection with any pending, threatened or completed civil, criminal, administrative or arbitrate action, suit or proceeding, and may appeal therein, including an action by or in the right of the corporation, involving the corporate agent by reason of his or her being or having been such as corporate agent, to the extent permitted by applicable law. Expenses incurred by a corporate agent in connection

with a proceeding may be paid by the Corporation in advance of the final disposition of the proceeding if authorized by the Board, upon receipt of an undertaking by or on behalf of the corporate agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as provided in these Bylaws.

ARTICLE XIII: AMENDMENTS TO THE BY-LAWS

These Bylaws may be amended only by a vote of two-thirds (2/3) of the Board of Trustees, previous notice of the nature of any proposed amendment having been given at least ten (10) days before action thereon shall be taken.

ARTICLE XIV: NON-DISCRIMINATION

The Corporation shall not discriminate in any manner against any person by reason of race, color, sex, sexual orientation, gender identity, age, disability, veteran or military status, national origin, or religious or political affiliation.

ARTICLE XV: CONFLICT OF INTEREST

Each member or Trustee shall disclose any matter in which said member has a direct or indirect pecuniary or personal interest. Disclosure shall take place prior to the meeting at which any discussion concerning the matter in which the member has an interest will take place, at the beginning of such meeting, and at the beginning of each subsequent meeting during which the matter will be discussed or voted upon.

If any member or Trustee has a question concerning whether or not he/she/they, or another member/Trustee is disqualified from participation in the discussion of any issue, such member/Trustee shall work with the President or Executive Director to obtain a legal opinion prior to the meeting during which discussion on the issue in question is scheduled.

All Board members must agree and refer to the Board's Conflict-of-Interest Policy and complete and sign a conflict-of-interest form before starting his/her/their term.