

THE TRENTON MUSEUM SOCIETY BYLAWS

Adopted March 25, 1992

Amended May 21, 1999

Amended March 13, 2010

Amended May 21, 2014

Amended May 20, 2015

Amended May 15, 2019

ARTICLE I.

NAME, PURPOSE AND OFFICES

SECTION 1. NAME. The name of this corporation shall be The Trenton Museum Society, hereafter referred to as the Society.

SECTION 2. PURPOSES. The purposes of the Society include but are not limited:

- a) to support and to foster interest in the collections under the custody of the Society; b) to locate and acquire items for the collections; c) on behalf of the citizens of Trenton, to support and to foster interest in the programs and projects of the Trenton City Museum at Ellarslie Mansion in Cadwalader Park, hereafter referred to as the Museum, and to assist in increasing its effectiveness and in achieving its objectives; d) to support, conduct and sponsor exhibitions, live performances, films, publications, demonstrations, traveling and loan exhibitions and related education programs; e) to contribute talent and services to enrich the programs of the Trenton City Museum; f) to seek and secure financial support for implementing and increasing programs, projects and collections; and
- g) to receive money and property of every kind and to maintain a fund or funds of real or personal property or both for the objectives herein recited.

SECTION 3. OFFICES. The principal office of the Society shall be located at the Museum.

ARTICLE II.

MEMBERS

SECTION 1. MEMBERSHIP. The members of the Society shall consist of persons, corporations and organizations that support the aims of the Society and have paid dues to the Society.

Society members may designate one or more honorary lifetime members who shall be members without payment of dues. They shall be elected at the annual membership meeting, upon nomination by the nominating committee, in the same manner as provided in these bylaws for trustees. Persons wishing to propose names of persons for election as honorary members shall make known their interest to the nominating committee with pertinent information forty-five days before the annual meeting. Honorary lifetime members shall be so designated in all listings of members.

SECTION 2. CLASSES OF MEMBERSHIP. The Society shall have such classes of membership as the Board of Trustees shall determine.

SECTION 3. RIGHTS OF MEMBERS. Each member shall be entitled to one vote. Each corporation or organization membership shall be entitled to one vote. The privileges of the various classes of membership shall be determined by the Board of Trustees. Membership shall not be transferable or assignable.

SECTION 4. RESIGNATION OF MEMBERS. Any member may resign from the Society by sending a written resignation on paper or by email to an officer of the Society. A resignation shall take effect at the date of receipt of the resignation or at any later date specified therein. Unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective. Resignation from the Society shall not relieve the resigning member of the obligation to pay dues, assessments, or other charges theretofore accrued and unpaid. No dues shall be prorated or returned to resigned members.

SECTION 5. REMOVAL OF MEMBERS. Any member may be removed from membership or office by the affirmative vote of two-thirds of the membership voting either in person or by proxy at any regular meeting, or special meeting called for that purpose, for conduct detrimental to the interests of the Society. Any member proposed to be removed shall be entitled to at least twenty-one (21) days written notice by certified mail of the meeting at which removal is to be voted upon and shall be entitled to appear before and be heard at the meeting.

ARTICLE III
MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held in May at a date and time to be established by the Board, for the purpose of electing trustees and for the transaction of such other business as may come before the meeting. If the election of trustees shall not be held on the day designated herein for an annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called by the President, the Board of Trustees, or at the written request of twenty-five members. The request shall state the purpose or purposes of the proposed meeting. No business may be transacted at any special meeting of the members except that referred to in the notice of the meeting and such business as may be germane or supplemental to that stated in the notice.

SECTION 3. PLACE OF MEETINGS. All meetings of the Society shall be held at the Museum, except such meetings as the Board expressly determines shall be held elsewhere.

SECTION 4. NOTICE OF MEETINGS. The corresponding secretary shall send to each member, at least twenty-one (21) days before any meeting of the members, written notice on paper or by email giving the place, date, and time of the meeting and the purpose or purposes for which the meeting is called. The notice shall list any nominations recommended by the nominating committee for election at that meeting, and the availability of the text of any amendments to the bylaws proposed for adoption at that meeting.

SECTION 5. QUORUM. At any meeting of the members of the Society, the presence of ten (10) percent of members in person or by written proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by statute.

SECTION 6. VOTING. At every meeting of members a member shall be entitled to vote in person or by proxy. Unless otherwise specifically regulated by statute or the provisions of the Certificate of Incorporation or these bylaws, all voting at meetings of members shall be *viva voce* or by show of hands, except that, upon the demand of any member, the vote upon any question shall be by secret ballot. All elections and all questions shall be decided by a majority vote of the members present in person or by proxy.

SECTION 7. TERMS OF TRUSTEES. The terms of Trustees elected at the annual meeting in May shall commence on July 1. If the annual meeting is held after July 1 pursuant to Section 1 above, the terms of Trustees elected at the annual meeting shall commence as of the date of election.

ARTICLE IV

BOARD OF TRUSTEES

SECTION 1. GENERAL POWERS. The affairs of the Society shall be managed by the Trenton Museum Society Board of Trustees, hereafter referred to as the Board.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS OF TRUSTEES. The number of trustees shall be no more than twenty-five, not to include honorary or ex-officio trustees. Trustees will be elected for terms of three (3) years on a rotating basis with an equal number of trustees elected and qualified each year. No Trustee may be re-elected to more than two consecutive three (3)-year terms. However, a Trustee may be elected to an additional one (1)-year term upon an affirmative vote of two-thirds of the members voting in person or by proxy at any regular meeting or special meeting called for that purpose where such additional term has been determined by the Trustees to be in the best interests of the Society. Trustees shall be of legal age and be members in good standing of the Society. At least one member of the Board must be a resident of the City of Trenton, State of New Jersey.

SECTION 3. DUTIES. Trustees shall be committed to at least one of the stated purposes of the Society. They shall attend business meetings held in accordance with these bylaws, accept committee assignments, support exhibitions and attend openings. They shall be responsible, on a rotation, for Sunday staffing of the Museum and providing hospitality at receptions.

SECTION 4. ELECTIONS. The nominating committee shall present to the executive committee not later than four weeks before the annual meeting a report presenting nominations for trustees and honorary trustees to be elected at the annual Society meeting. The corresponding secretary shall include such report in the notice of the annual meeting sent on paper or by email to all members. Any qualified member, not nominated by the nominating committee, may be nominated by a written petition signed by at least ten members and presented to the President of the Board at any time prior to the day of the annual Society meeting.

If there are more nominations than places to be filled, the election of trustees shall be by secret ballot. Trustees shall be elected by a majority vote of the members present in person or by proxy.

SECTION 5. TRUSTEES MEETINGS. An annual meeting of the Board shall be held immediately following the annual meeting of the Society. A minimum of four additional stated regular meetings of the Board shall be held each year at such time and place as the Board may determine and announce. Special meetings of the Board may be called by or at the request of the president or any two trustees. All meetings of the Board shall be held at the Museum except such meetings as the board expressly determines shall be held elsewhere.

SECTION 6. NOTICE OF MEETINGS. The corresponding secretary shall send to each trustee at least seven days before any meeting of the Board written notice on paper or by email giving the place, date, and time of the meeting and the purpose or purposes for which the meeting is called.

SECTION 7. QUORUM. A majority of trustees shall constitute a quorum for the transaction of business of the Board.

SECTION 8. VOTING. At every meeting of the Board each trustee shall be entitled to one vote. At a meeting at which a quorum is present, all questions shall be decided by a majority vote of the trustees present, unless the vote of a greater number is required by statute or by these bylaws.

SECTION 9. RESIGNATION. Any trustee may resign by sending a written resignation on paper or by email to the President of the Board. A resignation shall take effect at the date of receipt of the resignation or at any later date specified therein. The acceptance of the resignation shall not be necessary to make it effective.

SECTION 10. REMOVAL. Any trustee may be removed from office by the affirmative vote of two-thirds of the membership voting either in person or by proxy at any regular meeting, or special meeting called for that purpose, for conduct detrimental to the interests of the Society or for refusal to render reasonable assistance in carrying out its purposes. Any trustee proposed to be removed shall be entitled to at least twenty-one (21) days written notice by certified mail of the meeting at which removal is to be voted upon and shall be entitled to appear before and be heard at the meeting. Any trustee who through unexcused absence misses three consecutive regular stated meetings of the Board shall be deemed to have resigned.

SECTION 11. VACANCIES. Any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining trustees at a regularly scheduled meeting of the trustees or at a special meeting called for that purpose. A trustee elected to fill a vacancy shall hold office until the next annual meeting of the Society.

SECTION 12. HONORARY TRUSTEES. Honorary trustees shall be persons with a demonstrated interest in, and a wish to support, one of the stated purposes of the Society, but who, for reasons such as the pressure of other commitments or the inability to attend meetings, are unable to accept full trustee responsibilities.

Honorary trustees may attend business and committee meetings, but shall not conduct business or vote. There shall be no limit on the number of honorary trustees, and they shall be included in all listings of trustees.

They shall be elected at the annual membership meeting, upon nomination by the nominating committee, in the same manner as provided in these bylaws for trustees. Honorary trustees will be elected for terms of three (3) years. No honorary trustee may be re-elected to more than two consecutive three (3)-year terms. Persons wishing to propose names of persons for election as honorary trustees shall make known their interest to the nominating committee with pertinent information forty-five (45) days before the annual meeting.

SECTION 13. EX-OFFICIO TRUSTEES. The director of the Museum; the director, or designee, of the Trenton Free Public Library; and the superintendent, or designee, of the Trenton Public Schools shall be members of the Board, *ex officio*. The Board may invite such other representatives of institutions or organizations with allied goals or purposes to serve as trustees, *ex officio*, as it shall deem desirable, from time to time.

SECTION 14. EXPENSES. No trustee may receive any salary or other compensations from the Society, but a trustee may be reimbursed as authorized by the Board for reasonable expenses incurred in the performance of his or her duties as a trustee.

ARTICLE V.

OFFICERS

SECTION 1. OFFICERS. The officers of the Society shall be a president, one or more vice presidents as determined by the Board, a recording secretary, a treasurer, a corresponding secretary, and such other officers as may be elected in accordance with the provisions of this article. The Board may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board. An individual may not hold the

position of president and the position of treasurer simultaneously. All officers shall be trustees and Society members in good standing.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers shall be elected by the Board at its meeting after the annual meeting of the members. The nominating committee shall present to the executive committee not later than four weeks before the annual meeting a report presenting nominations for officers to be elected at the Board meeting after the annual meeting of members. The corresponding secretary shall include such report in the notice of the annual meeting sent to all trustees. Additional nominations for any office may be made by a trustee at such meeting. All contested elections for officers shall be by secret ballot and no such officer shall be deemed elected unless he or she shall have received a majority of the votes cast in such election. New offices may be created and filled at any meeting of the Board. The term of officers shall run from July 1 until June 30 of the following year. Every officer shall be a member of the Board.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board may be removed by the Board in an affirmative vote of two-thirds of the trustees voting in person or by proxy at any regular meeting or special meeting called for that purpose, for failing to carry out the duties of the office or for conduct detrimental to the interests of the Society. Any officer proposed to be removed shall be entitled to at least twenty-one (21) days written notice by certified mail of the meeting at which removal is to be voted upon and shall be entitled to appear before and be heard at the meeting.

SECTION 4. VACANCIES. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall be the principal executive officer of the Society and shall, in general, supervise and control all of the business and affairs of the Society. He or she shall cause to be called regular and special meetings of the members in accordance with these bylaws. He or she shall preside at all meetings of the members and of the Board, and shall serve as an *ex officio* member of all committees. He or she shall present at each annual meeting of the members a report on the activities and the condition of the affairs of the Society.

The president may sign with the recording secretary or any other proper officer of the Society authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer

or agent of the Society; and in general, he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.

SECTION 6. VICE PRESIDENT. In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform all of the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions of the president. If there be more than one vice president, the Board shall indicate seniority for purposes of acting as president. Any vice president shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board.

SECTION 7. TREASURER. The treasurer shall have charge and custody of and be responsible for all funds, property, and securities of the Society subject to such regulations as may be imposed by the Board. He or she may endorse checks, notes, and other obligations, and shall deposit the same to the credit of the Society, together with any other funds of the Society, in such depositories as the Board may designate. He or she shall pay all administrative bills upon certification of their correctness by the president or such individuals as the president shall designate and make other payments when authorized by the Board.

The treasurer shall maintain full and accurate accounts of all moneys and obligations received and paid or incurred by the Society. All original financial documents and records must remain in the principal office of the Society at all times. At all reasonable times, the treasurer shall make the books and accounts available for inspection by any trustee or member. He or she shall submit a financial statement at each regular meeting of the Board and at such other times as the president or Board may require, and a full financial report at the annual meeting of the members. He or she shall perform all duties incident to the office of treasurer and such other duties as may be assigned by the president or the Board.

SECTION 8. RECORDING SECRETARY. The recording secretary shall keep the minutes of the meetings of the members and of the Board, be custodian of the Society records, these bylaws, and in general perform all duties incident to the office of recording secretary and such other duties as may be assigned by the president or the Board.

SECTION 9. CORRESPONDING SECRETARY. The corresponding secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by statute, keep a register of the post office and email addresses of each trustee which shall be furnished to the corresponding secretary by such trustee, maintain the correspondence of the

Society, and in general perform all duties incident to the office of corresponding secretary and such other duties as may be assigned by the president or the Board.

SECTION 10. ADDITIONAL OFFICERS. Any additional officers shall perform all duties incident to that office and such other duties as from time to time may be assigned to him or her by the president or by the Board.

SECTION 11. EXPENSES. No officer may receive any salary or other compensations from the Society, but an officer may be reimbursed as authorized by the Board for reasonable expenses incurred in the performance of his or her duties as such officer.

SECTION 12. BOND. Every officer, agent, or employee of the Society who may receive, handle, or disburse money for its account or who may have any property of the Society in his or her custody and be responsible for its safety or preservation, may be required, at the discretion of the Board, to give such security for the faithful performance of the duties of his or her office and for the restoration to the Society, in the event of death, resignation, or removal from office, of all books papers, vouchers, moneys, and other property belonging to the Society and in his or her custody. The expenses of any such bond shall be borne by the Society.

ARTICLE VI

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE. An executive committee consisting of the officers of the Board and the director of the Museum, serving *ex-officio*, shall draw up an annual budget for the Board to be presented at a meeting of the Board for its approval not later than four weeks before the beginning of the fiscal year. The executive committee shall have and exercise, when the Board is not in session, the authority and power of the Board in the management of the Society, provided, however, that the executive committee shall not have the authority of the Board in reference to amending or repealing the bylaws; electing, approving the appointment of, or removing any member or any trustee or any officer; amending the articles of incorporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all the property and assets of the Society; authorizing the dissolution of the Society; or amending or repealing any resolution of the Board which by its terms provides that it shall not be amended or repealed by such committee. The executive committee shall report to the next regular meeting of the Board all actions taken by it since the preceding regular meeting of the Board. Four members of the executive committee shall constitute a quorum.

SECTION 2. GOVERNANCE COMMITTEE. The governance committee shall consist of not fewer than three trustees, including a chair, appointed annually by the Board. It shall be the duty of the committee, in consultation with the President, to assess Board performance and evaluate its needs, recommend a slate of officers for election at the annual meeting, develop policies and procedures, recruit and orient new Board members, and provide for ongoing Board professional development. To stand for election to office, a committee member must recuse himself or herself.

SECTION 3. FINANCIAL COMMITTEE. The financial committee shall consist of not fewer than three Society members appointed annually by the Board. The treasurer shall serve as chair. It shall be the duty of the committee, in consultation with the President to examine and assess the fiscal health of the Society and make recommendations to the Executive Committee for discussion by the full Board. The committee shall meet quarterly and shall report its findings to the next regular meeting of the Board and make an annual report to the Society at the annual meeting.

SECTION 4. COLLECTIONS MANAGEMENT COMMITTEE. The committee shall consist of the director of the Museum, serving *ex-officio*, and six additional members appointed annually by the Board. All shall be members in good standing of the Society. The committee shall have the power to locate and acquire items for the Society collections within the annual acquisitions appropriation. Purchases exceeding the annual acquisitions appropriation shall be recommended to the Board for its approval.

When a signature is required involving the collection held in trust by the Trenton Museum Society, the signatures of the president and the chair of the Collections Management Committee are herein authorized and one of those signatures must be affixed to any such document.

SECTION 5. STANDING COMMITTEES. The Board may establish such standing committees as it believes necessary to further the objectives of the Society. The president shall appoint the chairperson, subject to the approval of the Board. All chairpersons of standing committees shall be trustees in good standing and hold office until their successors are appointed in conformity with these bylaws.

SECTION 6. TEMPORARY COMMITTEES. The president may from time to time appoint such temporary committees as he or she may deem desirable to further the objectives of the Society. The president shall report the appointment or the termination of each such temporary committee at the next regular meeting of the Board.

SECTION 6. QUORUM. Unless otherwise provided in a resolution of the Board establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. REMOVAL. Any member of a standing or temporary committee may be removed by the Board whenever the best interests of the Society shall be served thereby.

SECTION 8. BOOKS AND RECORDS. Each committee shall submit a written report of its actions at the next regular meeting of the Board. Each committee shall submit all proceeds and invoices to the treasurer.

ARTICLE VII.

FINANCIAL AFFAIRS

SECTION 1. CONTRACTS. The Board, except as otherwise provided in these bylaws, may authorize any officer or agent of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances; and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Society or to pledge its credit, or to render it financially liable for any purpose or to any amount.

The trustees and officers of the Society may be interested directly or indirectly in a contract relating to or incidental to the operations conducted by the Society, and may freely make contracts, enter transactions, or otherwise act for the Society, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, or otherwise; provided however, that any contract, transaction, or act on behalf of the Society in a matter in which the trustees or officers are personally interested shall not be violative of the proscriptions in the certificate of incorporation against the corporation's use or application of its funds for private benefit. In no event, however, shall any person or other entity dealing with the trustees or officers be obligated to inquire into the authority of the trustees and officers to enter into and consummate any contract, transaction, or other action.

SECTION 2. SIGNATURES. When a signature is required involving Trenton Museum Society funds, the signatures of the president, vice president, and treasurer are herein authorized and one of those signatures must be affixed to any such document.

SECTION 3. DEPOSITS. All funds of the Society shall be deposited within five (5) business days to the credit of the Society in such banks, trust companies, or other depositories as the Board may select.

SECTION 4. FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

SECTION 5. AUDIT OF ACCOUNTS. A complete audit of the financial affairs of the Society shall, unless expressly waived by the Board, be made on a biennial basis by a certified public accountant of good standing to be named from time to time by the Board. Such certified public accountant's report shall be submitted to the Board and shall be available for examination by each member of the Board.

ARTICLE VIII DUES

SECTION 1. ANNUAL DUES. The Board may determine from time to time the amount of dues to be paid by Society members of each class.

SECTION 2. PAYMENT OF DUES. Payment of dues shall be on an annual basis on the anniversary date of each member.

ARTICLE IX

MISCELLANEOUS

SECTION 1. CONFLICT OF INTEREST. No member, trustee, officer, agent, employee, or representative of the corporation, or person connected with the Society, or any other private individual shall receive at any time any of the receipts, net earnings or pecuniary profit of the Society, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Society in effecting any of its purposes as shall be determined by the Board.

SECTION 2. DISSOLUTION. Upon the dissolution of the corporation the Board shall, after payment of all liabilities, dispose of all the assets of the corporation, conclusively, for the purposes and in such manner or to such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954. No member, trustee, officer, agent, employee, or representative of the Society or person connected with the Society, or any other private individual, shall be entitled to share in the distribution of any of the corporate property upon the dissolution of the Society.

SECTION 3. RULES OF ORDER. Robert's Rules of Order (Newly Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by any rules of procedure adopted by the members or the Board.

ARTICLE X

AMENDMENTS

POWERS OF MEMBERS TO AMEND BYLAWS. The bylaws of this corporation may be amended or new bylaws may be adopted by a majority of the members of the Society attending the annual meeting or special meetings of the Society convened pursuant to Article III of these bylaws.