



BYLAWS OF
GREATER CAPE MAY HISTORICAL SOCIETY
A NON-PROFIT ORGANIZATION

ARTICLE ONE -INTRODUCTION

1.01 Definition of By-Laws. These Bylaws constitute the code of rules adopted by Greater Cape May Historical Society (the "Society") for the regulation and management of its affairs.

1.02 Powers. This Society will have the powers as stated in its Articles of the Corporation, and whatever powers are or may be granted by the New Jersey Nonprofit Corporation Act, or any successor legislation.

1.03 Purpose. The purpose of the Greater Cape May Historical Society is to collect, preserve, utilize, publish and interpret the history of the Greater Cape May area for the benefit of the public and to offer public programs and services related to aspects of the same. Additionally, the purpose of this Society is to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations set forth in this article, to use and apply the whole or any part of the income from these funds and the principal of these funds exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by constitutions to Internal Revenue Code and its Regulations as they now exist or as they may be amended, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Society shall operate so as to not commit any act which would result in its losing its tax exempt status.



ARTICLE TWO - OFFICES AND AGENCY

2.01 Principal Office. The principal place of business of this Society in New Jersey will be located at 653 ½ Washington Street, Cape May City, New Jersey.

2.02 Location of Registered Office. The location of the registered office of this Society is stated in the Articles of Incorporation. This office will be continuously maintained in the State of New Jersey for the duration of this Society. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

ARTICLE THREE - MEMBERSHIP

3.01 Members. Any person interested in the purposes of the organization who applies for membership in an appropriate classification of membership and who tenders the necessary dues shall thereby become a member.

3.02 Membership Dues. Annual dues for members and for any classification thereof, shall be set annually, by the Board Directors.

ARTICLE FOUR – BOARD DIRECTORS

4.01 Definition of Board of Directors. The Board of Directors is that group of persons vested with the powers to manage the business and affairs of this Society.

4.02 Term of Office. The term for each Board Director will be three years, and no Board Director will serve for more than three consecutive three-year terms. Thereafter, a Board Director will be eligible for reelection only after the passage of one year following completion of the Board Director's final term. The limitation on terms may be modified for specific individuals to provide continuity of leadership. Regular Board of Director terms will begin on January 1 and terminate on December 31.

4.03 Fiduciary Duties. A Board Director of the Society will stand in a fiduciary relation to the Society; and will perform the duties of a Board Director; including the duties of a member of any committee of the Board of Directors upon which such Board Director may serve in good faith in a manner he or she reasonably believes to be in the best interests of the Society; and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

4.04 Number of Board Directors. The number of Board Directors of this Society will not be more than nine nor fewer than five.



4.05 Election of Board of Directors. At the Annual Meeting of the Board of Directors, the Board shall elect that number of Board Directors equal to the number of vacant seats (existing as a result of: resignation; removal; or expiration of term) anticipated for the term succeeding the Annual Meeting. The Board Directors will consider for election only those nominated in accordance with Section 4.06 below. At least two weeks prior to the Annual Meeting, the Secretary shall disseminate to the Board the list of any persons nominated by the Governance and Nominating Committee, along with any biographical information submitted by the candidate in support of the nomination.

4.06 Nomination of Board Directors. The Governance and Nominating Committee shall identify and recommend to the Board, nominees for all vacancies on the Board of Directors. If, after votes on each of the recommended nominees, there remain vacant seats on the Board because some or all nominees failed to be elected by the Board in accordance with these Bylaws, then nominations shall be made from the Board upon the sponsorship of such nominees by at least two (2) Board Directors.

4.07 Mid Term Vacancies. In the event a vacancy is created for any reason and that vacancy is effective at a time other than the end of a term, the Board shall fill the vacancy at its next Board meeting (or as soon as is reasonably practical) by way of an election in accordance with Section 4.05 above except that such an election may, but need not, occur at the Annual Meeting.

4.08 Removal of Board of Directors. Any Board Director may be removed by the Board whenever in the Board's judgment the best interests of the Society will be served.

4.09 Quorum of Board of Directors. A majority of the Board of Directors will constitute a quorum.

4.10 Action by Board of Directors. In all cases, where the Board may, or must, take action pursuant to these Bylaws; such action shall require the affirmative vote of a majority of the Board Directors at a meeting at which a quorum is present (but in no event shall fewer than the affirmative vote of three Board Directors relative the New Jersey Nonprofit Corporation Act, or any successor legislation), unless a greater number is required under the provisions of the Articles of Incorporation of this Society, or any provision of these Bylaws.

4.11 Action by Board of Directors Without a Meeting. Any action required by law, or under, the Articles of Incorporation of this Society, or these Bylaws; or any action which otherwise may be taken at a meeting of the Board of Directors; may be taken without a meeting; if a consent in writing, setting forth the action taken, is signed by at least 75% of the Board Directors entitled to vote with respect to the subject matter of the consent and filed with the Secretary of the Society. The aforementioned written consents may be delivered to the Secretary by any reasonable means, including electronic mail and facsimile.



4.12 Ex Officio. Notwithstanding the election procedures set forth in Section 4.05 above, the President of the Greater Cape May Volunteers' Organization will serve as an ex-officio member of the Board of Directors, holding one of the seats identified in Section 4.04 during his or her term of office as volunteer president with the same voting rights as elected Board Directors.

ARTICLE FIVE - OFFICERS

5.01 Roster of Officers. The Officers of the Society will consist of the following personnel:

1. President
2. Vice President
3. Secretary and Administrator
4. Treasurer

5.02 Selection of Officers. Each of the Officers of this Society will be elected and appointed annually by the Board of Directors at the first Board meeting following the election of the new Board Directors. The President and Vice President will each be elected for concurrent terms of two years, notwithstanding the amount of time remaining in their unexpired terms as Board Directors. Secretary and Administrator along with the Treasurer will be elected for a one year term at the annual meeting of the Board.

5.03 President. The President will preside at Board meetings, and will perform such other duties as from time to time may be assigned to the President by the Board of Directors. The President, jointly with the Vice-President, appoints all committees and committee chairs. The President will be an *ex-officio* member of all committees and shall chair the Executive Committee. The president shall be the chief administrative and executive officer.

The president shall serve as advisor to the officers of the Board and shall assemble information and data and prepare special reports as directed by the Board. The president shall attend all meetings of the Board of Directors, the Executive Committee, and all committees. The president shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board. The president shall be responsible for hiring, discharging, directing, and supervising all employees.

The president shall be responsible for the preparation of an operating budget covering all activities of the Society, subject to approval of the Board. The president shall also be responsible for all expenditures within approved budget allocations and within compliance with any procurement policy adopted by the Board.

5.04 Vice President. The Vice President will, in the absence of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may be assigned to the Vice President by the Board of Directors or the President. The Vice President will be an *ex-officio* member of all committees.



5.05 Secretary and Administrator. The Secretary and Administrator will keep minutes of all meetings of the Board of Directors, be the custodian of the Society records, give all notices as are required by these Bylaws; and, generally perform all duties incident to the office of Secretary and Administrator and any other duties, as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned by the Board of Directors. The Secretary shall chair the Nominating and Governance Committee.

5.06 Treasurer. The Treasurer will have charge and custody of all funds of the Society, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Society's properties and business transactions, render reports and accountings to the Board Directors as required by the Board of Directors or by law. The Treasurer will perform all duties incident to the office of the Treasurer and any other duties, as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned by the Board of Directors. The Secretary shall chair the Finance Committee.

5.07 Removal of Officers. Any officer elected or appointed to office may be removed by the Board whenever in their judgment the best interests of the Society will be served. However, any removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE SIX - MEETINGS

6.01 Regular Meetings of Directors. Regular meetings of Board of Directors shall be held at least once per calendar quarter on dates and times to be set by the Secretary.

6.02 Notice of Regular Meetings. The Board shall make reasonable efforts at each regular Board meeting to schedule the next regular board meeting. Attendance at a meeting at which the following meeting is scheduled shall constitute notice of said meeting. In the alternative, the Secretary shall send written notice to all Board Directors of a Regular Meeting at least 21 days in advance of such a meeting.

6.03 Special Meetings of Board Directors. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors.

6.04 Notice of Special Meetings. Notice of a special meeting shall be sent no fewer than fourteen (14) days prior to the time fixed for such meeting by the Secretary, and shall state in general terms the reason for the Special Meeting and the business to be transacted thereat.

6.05 Waiver of Notice. Excepting notice of Board meetings, whenever any notice is required to be given under the provisions of the New Jersey Nonprofit Corporation Act, the Articles of Incorporation of this Society, or these Bylaws, a waiver of the notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice.



6.06 Form of Notice. Any notices required under these bylaws shall be valid if sent via regular first class mail, to a facsimile number on the books and records of the Society for such recipient, or by electronic mail identified on the books and records of the Society for such recipient. In the case of first class mail, notice shall be deemed to have been received on the third day following sending such mail. In the case of facsimile or electronic mail notice, notice shall be deemed to have been received on the day the facsimile or electronic mail was sent.

ARTICLE SEVEN - COMMITTEES

7.01 Appointment of Committees. The Board may designate and appoint one or more Committees and delegate to these Committees the specific and prescribed authority of the Board of Directors to exercise in the management of this Society. However, the creation of such Committee will not operate to relieve the Board of Directors, or any individual Board Director, of any responsibility imposed by law. Except as specifically set forth herein, the officers shall nominate the a Board Director to serve on each Committee, which nominations shall then be presented to the Board for approval.

7.02 Executive Committee. The Society shall have an Executive Committee consisting of the four officers and two other Board Directors chosen by the Chairman. The Executive Committee shall be authorized to act for the Board in emergency situations only, subject to the following:

- a. emergency situations shall- include actions which must be taken prior to the next Board meeting or prior to a Special Meeting, if reasonable attempts to schedule a Special Meeting of the Board have failed; and
- b. the Executive Committee shall inform all Board Directors of the nature of the emergency and the action to be taken as soon as is reasonable under the circumstances.

7.03 Finance Committee. The Society shall have a Finance Committee consisting of the Treasurer as its Chair and four other Board Directors chosen by the Treasurer. The Finance Committee shall be responsible for recommending policy and be responsible for the supervision and direction of the care and custody of all assets of the Society. The Finance Committee shall advise staff in the preparation of the budget for the calendar year which shall be presented annually to the Board of Directors for adoption. The Finance Committee shall review with staff and the independent public accountants then serving the Society audit policies and the proposed annual audit report to be submitted to the Board.

7.04 Nominating and Governance Committee. The Society shall have a Nominating and Governance Committee consisting of the Secretary as its Chair, four other Board Directors chosen by the Chair and Vice Chair and up to two members of the Greater Cape May community that are not Board Directors chosen by the Chair and Vice Chair. The Nominating and Governance Committee shall be responsible for administering the procedures for electing Board Directors and officers as provided for herein.



ARTICLE EIGHT - GIFTS TO THE SOCIETY

8.01 Method of Administration. Donors may make gifts to the Society by naming or otherwise identifying the Society to hold the property contributed. Gifts shall vest in the Society upon receipt and acceptance by it (whether signified by an officer, employee or an agent of the Society). All gifts made to the Society shall be administered either by:

- (i) the Board of Directors, which shall directly hold and invest such gifts exclusively for the Society's charitable purposes;
- (ii) banks or trust companies acting, or appointed as Board Directors, agents or custodians of funds of the Society; or,
- (iii) a combination of the Board and such banks or trust companies.

8.02 Donor's Conditions. Any donor may, with respect to a gift made by such donor to the Society, provide at the time of the gift conditions which are not inconsistent with the charitable purposes of the Society and the provisions of sections 8.01, 8.05, and 8.06 of this Article Eight and Section 9.01 of Article Nine of these Bylaws and the Articles of Incorporation, as to:

- (i) the field of charitable purposes or particular charitable organization or purposes to be supported;
- (ii) the manner of distribution, including amounts, times and conditions of payment, and whether from principal and/or income;
- (iii) the geographical limits or use of the gift;
- (iv) the name, as a memorial or otherwise, for a fund given, or addition to a fund previously held, or anonymity for the gift, and;
- (v) reasonable limits on or additions to investment powers of an agent having custody of the gift for the Society.

8.03 Investments. No gift shall be required to be separately invested, or held unless so provided by a condition imposed by the donor; or unless, it is necessary in order to follow any other condition imposed by the donor as to purpose or investment; or in order to prevent Federal or state income, estate or gift tax disqualification; or unless, required by law. Conditions involving the naming of a fund as a memorial, or otherwise, may be satisfied by keeping under such name accounts reflecting appropriately the interest of such fund in each common investment.

8.04 Application of Gifts. Each gift and fund of the Society shall be used only for charitable purposes as described in the Articles of Incorporation of the Society and in such manner as not to disqualify the gift or fund from deduction as a charitable contribution, gift or bequest in computing any Federal or state income, gift or estate tax of the donor or his estate and not to disqualify the Society from exemption from Federal or state income or other tax as qualified charitable organization described in Section 170(b) (1) (A) (vi) and c(2) and 501 (c)(3) of the Internal Revenue Code; and each gift and fund shall not be otherwise applied. The investment of gifts shall be accomplished without consultation with the donor.



If a condition imposed by the donor, however expressed, would, if allowed, result in contrary use; or, if the Board of Directors is advised by counsel that there is substantial risk of such result; the condition shall not be followed, but shall be varied by the Board of Directors so far as necessary to avoid such result; except that if a donor has clearly stated that compliance with the condition is a condition of the gift; then the gift shall not be accepted in case of such advice, unless an appropriate judicial or administrative body first determines that the condition need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses.

8.05 Variance. Whenever the Board decides that circumstances are such, or have so changed, since a condition was imposed by a donor that literal compliance with the condition is unnecessary, incapable of fulfillment, or inconsistent with the purpose of the Society, it may, by the affirmative vote of a majority of the Board, order such variance from the condition and such application of any part of the principal or income of the fund as in its judgment is then necessary to more effectively serve the charitable purposes of the Society and the best interests of the Greater Cape May area.

ARTICLE NINE - OPERATIONS

9.01 Fiscal Year. The fiscal year of the Society will end on December 31.

9.02 Execution of Documents. Except as otherwise provided by law, or by Section below, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of this Society will be signed by the Treasurer, or President and countersigned by a designated Board Member. Contracts, leases or other instruments executed in the name of and on the behalf of the Society will be signed by the Treasurer or Secretary and countersigned by the President or Vice President, and will have **attached copies of the resolution of the Board** certified by the Secretary authorizing their execution.

9.03 Disbursements. Upon approval of the budget, the Board shall pass a resolution identifying Society staff that shall be authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursements shall be made by check.

9.04 Procurement. The Board shall adopt a policy of procurement of goods and services for the Society that shall include, at a minimum, regulations for securing competitive bids, transacting business with Board Directors, or, Society staff, and Board approval of contracts.

9.05 Books and Records. This Society will keep correct and complete books and records of account and will keep minutes of the proceedings of its Board of Directors and Committee(s). The Society will keep at its registered office the original, or a copy of its Bylaws, including amendments to date certified by the Secretary of the Society.



9.06 Inspection of Books and Records. All books and records of this Society may be inspected by any Board Director, or his agent or attorney for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

9.07 Nonprofit Operations. This Society will not have or issue shares of stock. No dividend will be paid and no part of the income of this Society will be distributed to its Board Directors or Officers.

9.08 Audit. The accounts of the Society shall be audited annually as of the close of business on December 31 by a certified public accountant. This audit shall at all times be available to members of the organization within the office of the Society.

ARTICLE TEN - LIABILITY AND INDEMNIFICATION

10.01 General Rule. To the fullest extent permitted under the laws of the State of New Jersey, as now or hereafter in effect, the Society shall indemnify any person (and his heirs, executors and administrators) who was or is a party, witness or other participant or is threatened to be made party, witness or participant to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (including, without limitation action by or in the right of the Society) by reason of the fact that he is, or was a Board Director, or officer of the Society, against all expenses (including attorneys' fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses), judgments, fines penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

10.02 Advance Payment of Expenses. The Society may advance all reasonable expenses (including attorney's fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses) reasonably incurred in connection with the defense of or other response to any action, suit or proceeding referred to in Subsection 10.01 above upon receipt of an undertaking by or on behalf of the person seeking the advance to repay all amounts advanced if it shall be determined ultimately upon final disposition of such action, suit or proceeding that he is not entitled to be indemnified by the Society.

10.03 No Duplication of Payments. The Society shall not be liable under this Article to make any payment of amounts otherwise indemnified hereunder if and to the extent that the person seeking indemnification has otherwise actually received payment therefore under any insurance policy, contract, agreement or otherwise. In the event that the Society makes an advance payment of expenses to a person such person shall repay the Society the amount so advanced, of and to the extent that he subsequently receives payment therefore under any insurance policy, contract, agreement or otherwise.



10.04 Insurance. The Society may purchase and maintain at its own expense one, or more policies of insurance to protect itself and to protect any Board Director; officer; employee, or agent of the Society or of another Society, partnership, joint venture, trust or other enterprises against any expense, liability, or loss incurred by such person in such capacity, whether or not the Society would have the authority to indemnify such person against any such expense, liability or loss under this Article or under the laws of the State of New Jersey.

10.05 Indemnification Agreements. The Society shall have authority by vote of a majority of the Board of Directors to enter into an Indemnification Agreement with any person who may be indemnified by the Society pursuant to the provision of this Article or otherwise. Any such Indemnification Agreement may contain such terms and conditions as a majority of the Board of Directors shall determine in the exercise of their discretion to be necessary or appropriate. Such terms and conditions may include provisions for greater or lesser indemnification than provided for this Article, provisions establishing procedures for the processing or approval of indemnification claims, and other provisions. The fact that the Society has not entered into an Indemnification Agreement with any person shall not in any way limit the indemnification rights of such person under this Article or otherwise.

10.06 Non-Exclusivity. The right to indemnification and to the payment of expenses incurred in defending against, or otherwise responding to any action, suit or proceeding in advance of its final disposition set forth in this Article, shall not be exclusive of any other rights which any person may now have, or hereafter acquire under any agreement, vote to members, vote of disinterested Board Directors, or under any applicable law or under Articles of Incorporation of the Society, or otherwise.

10.07 Survival of Rights. The indemnification rights provided to a person under the provisions of this Article shall continue after such person ceases to be a Board Director, or officer of the Society, or of another entity, as to any action taken, any failure to take action, or any event which occurred while such person was a Board Director or officer of the Society or of another entity.

10.08 Employees. The Society may, but shall not be required to, indemnify employees of the Society. A decision on whether to indemnify an employee in any instance shall be made by the Board of Directors at its discretion.

10.09 Modification or Repeal. The provisions of this Article may be modified or repealed in accordance with the procedures for amending these bylaws provided, however, that any such modification or repeal shall not have any effect upon the indemnification rights of any person as they relate to any action taken, any failure to take action or events which occurred prior to the effective date of such modification or repeal.



ARTICLE ELEVEN-PARLIAMENTARY AUTHORITY

11.01 Parliamentary Authority. The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the governing documents of the Society.

ARTICLE TWELVE -DISSOLUTION

12.01 Procedure. The Society may be dissolved upon the affirmative vote of seventy- five percent (75%) of the then-sitting Board Directors. Upon dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in IRS Section 501 (c)(3), to be selected by the Board of Directors.

ARTICLE THIRTEEN-AMENDMENT

13.01 Modification of Bylaws. The power to alter, amend or repeal these bylaws, or to adopt new Bylaws, to the extent allowed by law, is vested in the Board of Directors by the affirmative vote of at least two thirds of the Board. Any proposed alteration, amendment, repeal to the Bylaws shall be presented at a regular or special Board Meeting and shall be voted on at the next regular or special Board Meeting.