

PRINCETON BATTLEFIELD SOCIETY

BY-LAWS

An Officially Recognized Friends Organization of
Princeton Battlefield State Park

ARTICLE I: Name

1. The name of the organization shall be The Princeton Battlefield Society associated with the Princeton Battlefield State Park administered by the State of New Jersey, Department of Environmental Protection, Division of Parks and Forestry, State Park Service.

ARTICLE II: Statement of Purpose

1. The mission of this organization is set forth in the Constitution.

ARTICLE III: Membership

1. Members are those individuals who are current on their dues to the organization. All members who have been members for no less than a month shall be entitled to vote at a membership meeting. The amount of dues shall be as determined by the Board of Trustees.
2. The corporation shall have annual subscribing members in such categories as may be designated by the Board of Trustees from time to time shall designate.

ARTICLE IV: The Board of Trustees

1. The Board of Trustees shall conduct the business and set policy for the organization. The Board Members shall not be paid for their services, but may be reimbursed for any expenditure at the discretion of the Board..
2. State employees may serve as Ex-Officio members of the Board. These ex-officio members shall be appointed by the Director, Division of Parks and Forestry, and may include:
 - A. The Superintendent in charge of the site, or designee appointed by that official to serve on his/her behalf;
 - B. The Supervisor of the Office of Historic Sites, or designee appointed by that official to serve on his/her behalf;
 - C. The Historic Preservation Specialist/Caretaker/Site Administrator.
 - D. The Park Naturalist.

3. Elected citizens Trustees serving on the Board of Trustees shall serve for terms of three years.
4. Each citizen member of the Board of Trustees shall be duly elected by the membership at the regular annual meeting of the membership as provided in these bylaws or in the Constitution. State appointed Trustees shall serve until replaced by the Director, Division of Parks and Forestry.

ARTICLE V: Officers of the Board of Trustees

1. The officers of this organization shall include a President, two Vice Presidents, a Treasurer and a Secretary and such other officers and assistant officers as the needs of this organization may require as determined by the Board in its sole discretion. The officers shall have such authority and shall perform such duties as are provided in the Constitution and Bylaws and as are prescribed by the Board of Trustees.
2. The officers shall be selected by the Board of Trustees from among its members at the first Board member following each annual membership meeting, each to serve until the following annual meeting or until his or her successor is elected, whichever is later or until his or her earlier death, incapacity, resignation, or removal by the Board of Trustees. The Board of Trustees shall fill any elected citizen Board vacancy occurring on the Board by appointment, such appointee to serve until the next annual meeting and until his or her successor is elected, whichever is later, or until his or her earlier death, incapacity or resignation.
3. The President shall be the chief executive officer of the corporation; shall preside at all meetings of the Board of Trustees; shall be responsible for the general management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Trustees to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers on the corporation.

The President shall execute all documents requiring a seal, under the seal of the corporation.

The President shall chair the Executive committee and be ex-officio a member of all other committees and shall have the general powers and duties of supervision and management usually in the office of the President.

The President shall submit an annual report to the State of New Jersey, outlining the activities of the organization.

4. The Vice Presidents shall all in act cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be prescribed by the Board of Trustees or the President.

5. The Secretary shall attend all meetings of the Board of Trustees and act as clerk thereof, and record all the votes of the corporation and minutes of all transactions in a book to be kept for the purpose; and shall perform like duties for all committees of the Board of Trustees when required.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or President.

The Secretary shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the funds of the corporation in a separate account to the credit of the corporation

The Treasurer shall receive all funds due to the corporation, and shall pay all proper obligations of the corporation.

ARTICLE VI: Committees

1. Committees shall be established by the Board of Trustees to carry out the purposes set forth in the Constitution. Committees cannot obligate the organization to any action or commitment. Committees recommend action to the Board of Trustees, which then considers the recommendations of the committee and accepts, rejects or tables it for future consideration.

The chairperson of a standing committee must be a member of the Board of Trustees. The membership of the committee may consist of other Trustees, members of the organization, or individuals outside the organization, selected for their expertise and/or interest in the assigned tasks of the committee. At least one member of the board must serve on each committee.

2. The President shall appoint the following standing committees to accomplish the ongoing operations of the corporation at the annual meeting. In addition, the President and the Board of Trustees may appoint such other committees as are deemed necessary.

- A. There shall be an Executive Committee, which shall consist of those officers specified in the Constitution. The Executive Committee shall have the power to act for the Board of Trustees between meetings of the board of Trustees and to perform such other duties as may be necessary for the efficient accomplishment of the goals and objectives of the Board of Trustees. The President shall serve as Chair of the Executive Committee.

- B. There shall be a Nominating Committee, which shall be responsible for finding and designating appropriate persons for nomination as citizen members of the Board of Trustees
3. The Board of Trustees may establish, by resolution, one or more committees to consist of one or more Trustees of the corporation and other members. No such committee shall have any power or authority as to the following:
- A. The adoption, amendment, or repeal of the By-laws;
 - B. The amendment or repeal of any resolution of the Board of Trustees; and
 - C. Action or matters committed by the By-laws or resolution of the Board of Trustees to another committee of the Board of Trustees.
4. The President may establish additional standing and ad hoc committees as the needs of the organization demand. Other standing committees that may be created, and their duties, include:
- A. A Development Committee, that shall be responsible for planning and implementing all fund-raising efforts of the Board of Trustees, including the assessment of annual subscriptions, development and maintenance of memberships, applications for grants, and organization of fund-raising events.
 - B. A Planning and Land Acquisitions Committee, that shall be responsible for developing longer-range plans for the organization. It shall coordinate its planning efforts with the Division of Parks and Forestry.
 - C. A Programs Committee, that shall arrange or sponsor a calendar of programs and educational events to raise the awareness of the general public, elected and corporate officials, and the members of the organizations itself, to the unique qualities of the organization and site.
 - D. A Public Affairs and Promotion Committee, that shall handle all matters of publicity concerning the general promotion of the organization and its members, as well as specified activities of the Board of Trustees.
 - E. A Collections and Interpretation Committee, which shall assist in collections management, curatorial care, and interpretation of the site. The Supervisor, Office of Historic Sites or designee appointed by that official to serve on his or her behalf shall serve as advisor to the Collections and Interpretation Committee.

- F. A Structures Committee, which shall be responsible for assisting the State Park Service, Division of Parks and Forestry in routine and cyclical operations and maintenance of the site building/buildings and restoration/rehabilitation of the physical fabric of all buildings as deemed necessary by the State Park Service. The Superintendent in charge of the site, or designee appointed by that official to serve on his or her behalf shall serve as liaison to the Structures Committee.
- G. A Volunteer Coordination Committee, which shall assist the Superintendent and/or Site Administrator in the housekeeping maintenance of the site, maintaining days and hours open to the public, and train and schedule volunteer docents as are deemed necessary, and develop assistance of other volunteer support help as may be necessary and beneficial to the site. The Superintendent, Site Historic Preservation Specialist/Site Administrator, or designee appointed by that official to serve on his or her behalf shall serve as liaison to the House Committee.
- H. Others, as the needs of the organization demand.

ARTICLE VII: Parliamentary Authority

- 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Trustees may adopt.

ARTICLE VIII: Fiscal Year

- 1. The fiscal year of the corporation shall end on December 31st of each year. The Annual Report shall be prepared and submitted to the Director, Division of Parks and Forestry within three months of the end of the previous fiscal year.

ARTICLE IX: Meetings

- 1. Notice of each meeting of the Board of Trustees shall be given to each Trustee at least ten days prior to the day named for the meeting. Notice of a special meeting shall also specify the general nature of the business to be transacted.

ARTICLE X: Transacting Business

1. The presence in person (or by means of a conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other) of a majority of the sitting Board of Trustees or six members thereof, whichever is more, shall constitute a quorum for the transaction of business and the acts of a majority of the Trustees present at the meeting shall be the acts of the Board of Trustees, except as otherwise herein provided or required by law.

2. Any action that may be taken at a meeting of the Trustees may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all the Trustees in office and shall be filed with the Secretary of the corporation.

3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Trustees designate.