



BY-LAWS

BLAIRSTOWN MUSEUM, INC.

Approved September 15, 2016

Amended June 23, 2017

ARTICLE I

Purposes

A. Mission Statement: Acquire, collect, research, document, protect, preserve, exhibit and promote the unique history and heritage of the Township of Blairstown, New Jersey for the benefit of residents and visitors.

B. The Primary Purposes of the Corporation are as follows:

1. Establish a museum or similar facility to display artifacts owned by loaned to, or otherwise held by the Blairstown Museum (hereafter, the "Museum"); and
2. Exercise all rights and powers conferred upon nonprofit corporations by the laws of the state of New Jersey, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise, either absolutely or in trust, any property of any sort or nature, without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, donate or otherwise dispose of such property, and the income, principal and proceeds of sale thereof for any of the purposes herein set forth; provided however, that any disposition of a work included in the original collection shall require the affirmative vote of all Trustees of the Museum then in office.

C. Said Museum, a non-profit corporation of the State of New Jersey, is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. The Museum's corporate entity has been formed pursuant to the laws of the State of New Jersey. These By-Laws shall be construed in accordance with the New Jersey Nonprofit Corporation Act and any other applicable laws.

ARTICLE II



Board of Trustees

The activities and affairs of the Museum shall be managed by a Board of Trustees which shall consist of three (3) trustees (the “Board”). The authorized number of trustees may be changed by majority vote of existing trustees. The initial trustees shall serve for either a one or two year term, as noted below, with all subsequent terms for all trustees to be two year terms:

Jeanette Iurato (2 year term)

XXXXXXXXXX
XXXXXXXXXXXX

Anthony Iurato (2 year term)

XXXXXXXXXX
XXXXXXXXXXXX

David Warren Knipp (1 year term)

XXXXXXXXXX
XXXXXXXXXXXX

The Board of Trustees shall hold monthly meetings at a location, time and date as determined by the Board, in accordance with the notice provisions of Articles III, IV, V, and VI. The Board of Trustees, among other duties, shall establish a Museum Collections Management Policy, as well as other policies, rules and regulations for the day-to-day management of the Museum. These policies, rules and regulations shall take the form of amendments to the By-Laws.

ARTICLE III

Annual Meeting of Trustees

The annual meeting for the election of trustees shall be held during the first week in January, upon not less than ten days’ written notice of the time, place, and purposes of the meeting; such notice may be provided by email. The meeting shall be held at The Blairstown Museum, located at 26 Main Street, Blairstown, NJ 07825, or another time and place as shall be specified in the notice of the meeting.

ARTICLE IV

Special Meetings of the Board



Special meetings of the Board for any purpose or purposes may be called at any time by the President or by any two (2) trustees. Special meetings of the Board shall be held upon not less than two days' notice given personally or by telephone or by email, or upon not less than four days' notice given by depositing notice in the United States mails, postage prepaid. This notice shall specify the time and the place of the meeting.

ARTICLE V

Waivers of Notice of Board Meetings and Adjournments

Notice of a meeting need not be given to any trustee who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to that member or trustees of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of the notice of the meeting. Notice of an adjourned meeting need not be given if the time and place are announced at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.

ARTICLE VI

Action without Meeting

The Board or any committee of the Board may act without a meeting if, prior or subsequent to the action, each trustee or committee member shall consent in writing to the action, which consent may be given by email. The written consent or consents shall be filed with the minutes of the meeting.

ARTICLE VII

Quorum

A majority of the trustees shall constitute a quorum for the transaction of business. The act of the majority of the trustees at a meeting at which a quorum is present shall be the act of the meeting except that the act of two-thirds (2/3) of the entire Board shall be required with respect to any amendment to these By-Laws or the Certificate of Incorporation, or the making of any grant or distribution of funds.

ARTICLE VIII

Registered Agent

The initial Registered Agent shall be:



Jeanette Iurato

XXXXXXXXXXXX

XXXXXXXXXXXX

Email: XXXXXXXXXXXX

Phone: XXXXXXXXXXXX

ARTICLE IX

Committees of the Board

A. The Board, by resolution approved by a majority, may appoint from among the trustees one or more committees of one or more trustees, each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board. The Board may also appoint non-trustee committee members from among the community to any committee. However, no committee may take the following actions:

- (1) Make, alter, or repeal any By-Laws of the corporation;
- (2) Elect or appoint any officer or trustee, or remove any officer or trustee;
- (3) Make any grants or distribution of funds;
- (4) Amend or repeal any resolution previously adopted by the Board.

B. The Board, by resolution adopted by a majority, may take the following actions:

- (1) Fill any vacancy in a committee;
- (2) Appoint one or more persons to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members of the committee;
- (3) Abolish any committee at its pleasure; or
- (4) Remove any members of a committee at any time with or without cause.

A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of that committee.

C. Each committee shall appoint from among its members a chairperson unless the resolution of the Board establishing the committee designates the chairperson. A vacancy in the position of chairperson shall be filled in the manner of the original appointment.



D. Actions taken at a meeting of any committee shall be kept in a record of its proceedings. This record shall be reported to the Board at its next meeting following the committee meeting, except that when the meeting of the Board is held within two days after the committee meeting, the report shall be made to the Board at its second meeting, if not made at the first meeting.

E. The following committees, if authorized by the Board by resolution, are suggested as the initial committees.

1. **Nominating Committee.** The President may, with the advice and consent of the board, appoint a nominating committee of one or more trustees, provided that at least one member of the nominating committee shall be a trustee. The nominating committee shall recommend to the board the names of persons to be submitted for election as trustees. The trustees shall be elected at the annual meeting.
2. **Executive Committee.** The Executive Committee, if formed, shall consist of the President (as Chair), Secretary, Treasurer, and past President (if available) and shall serve as an assisting review body for the President in matters expected to be brought before the full Board for deliberation and/or action. The Executive committee shall have the power to act for the Board within its accepted policies on matters that require immediate action and would otherwise require the attention of the full Board. Such action taken shall be reported at the next meeting of the Board. A simple majority of the Executive Committee shall constitute a quorum.
3. **Collections Management Committee.** The Collections Management Committee, if formed shall be responsible for collection management and exhibit development and shall adhere to the Museum Collections Management Policy. The committee shall be responsible for reviewing potential acquisitions and deaccessions, proper care and documentation of accessioned items, and regular assessment of preservation and conservation needs. The committee shall provide for and oversee public access to the collections. The committee shall be responsible for maintaining current exhibits and creating new exhibits and may recommend to the President that an ad hoc committee be established for specific exhibits. Proper procedures shall be followed for removal and return of exhibit items, such that the location of each item is known at all times. The committee shall consist of no less than 3 members, one-third of which may be non-Trustee volunteers.



- 4. Publications and Marketing Committee.** The Publications and Marketing Committee shall maintain and review all Museum publications, including brochures, newsletters, the Museum website, and social media site communications. All printed documents shall be reviewed at least annually for accuracy and quality. The website and social media sites(s) shall be updated as needed to ensure the timely presentation of information and that all dates and information are accurate. A sustained effort shall be made to engage the community in learning and caring about its history. The committee shall consist of no less than 3 members, one-third of which may be non-Trustee volunteers.
- 5. Ways and Means Committee.** The Ways and Means Committee shall be responsible for identifying sources of funding and fundraising activities for the operation, maintenance, and enhancement of the Museum. The committee shall present ideas to the Board for approval and will lead the development of approved fundraising activities or advise an appointed leader. The committee shall consist of no less than 3 members, one-third of which may be non-Trustee volunteers.
- 6. Facilities Committee.** The Facilities Committee shall be responsible for identifying the maintenance and repair needs of the museum's structures to ensure their long term preservation and integrity. The committee shall regularly inspect museum facilities and report needs and make recommendations to the Board. An annual assessment of needs, to be submitted to the Board, shall be conducted each summer to allow for prioritization of projects. The committee shall consist of no less than 3 members, one-third of which may be non-Trustee volunteers.
- 7. Landscape Committee.** The Landscape Committee shall be responsible for ensuring the beauty of the Museum's landscape during all seasons. The Committee shall consist of no less than 3 members, one third of which may be non-Trustee volunteers.

The above listed committees are intended to be illustrative, but not limiting.

ARTICLE X

Membership and Donor Recognition

A. In order to provide a means of attracting interest in and support for the activities of the Museum, the Board of Trustees may establish from time to time one or more classes of



membership as it deems fit, on such terms and conditions that the Board by resolution shall determine.

B. In order to recognize donors who have made substantial contributions to the Museum, either monetarily or otherwise, the Board of Trustees may establish, from time to time one or more special societies or groups as it deems fit, on such terms and conditions that the Board by resolution shall determine.

ARTICLE XI

Compensation

A. Neither trustees, nor officers shall receive any fee, salary, or remuneration of any kind for their services as trustees and/or officers, provided, however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

ARTICLE XII

Museum Funds

A. No part of the net earnings of the Museum shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the Museum shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Museum shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. Notwithstanding any other provision of these articles, the Museum shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Museum.



C. Contributions. The Museum shall have the right to solicit and accept contributions from third parties. All monies thus received will be used in furtherance of the Museum's purposes as hereinabove stated. The Museum shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses, including payment of salaries for support staff.

D. The Museum's fiscal year will be January 1 through December 31.

E. All Officers shall be authorized to sign checks. Signatures of two Officers shall be required for expenditures equal to or exceeding \$1,000.00.

F. Financial records shall be reviewed by an audit committee which may be established by the Board, or by an independent certified public accountant, at the end of each fiscal year.

ARTICLE XIII

Officers

A. At its annual meeting, the Board shall elect a President, a Treasurer, a Secretary and other officers as it shall deem necessary. The Board, by resolution adopted by a majority of the entire board, may remove any officers, with or without cause. The Board may, at its option, choose to elect a Vice President.

B. The position of any two or more officers may be held by the same person; however no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by these By-Laws to be executed, acknowledge, or verified by two or more officers.

C. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the following duties and authority:

Section 1. The President shall be the chief executive officer of the corporation, shall have general charge and supervision over and responsibility for the affairs of the corporation, and shall preside at all meetings of the Board. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the President. The President may enter into and execute in the name of the corporation contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board.



The President shall have the general powers and duties of management usually vested on the office of President of a corporation. From time to time the President may delegate to any other officer any or all of these duties and authority.

Section 2. The Vice President, if elected, shall have duties and possess authority as may be delegated to the Vice President by the President.

Section 3. The Treasurer shall have custody of the funds and securities of the corporation and shall keep or cause to be kept regular books of account for the corporation. The Treasurer shall perform other duties and possess other powers that are incident to the office or that shall be assigned by the President or the Board.

Section 4. Assistant treasurers, if elected, shall have duties and possess authority as may be delegated to them by the Treasurer.

Section 5. The Secretary shall cause notices of all meetings to be served as prescribed in these By-Laws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have charge of the seal of the corporation and shall perform other duties and possess powers as are incident to the office or as shall be assigned by the President or the Board.

Section 6. Assistant Secretaries, if elected, shall have duties and possess authority as may be delegated to them by the Secretary.

ARTICLE XIV

Limitation of Liability

The Museum shall indemnify all of its officers, trustees, employees and agents against expenses and liabilities in accordance with and pursuant to the provisions of Section 15A:3-4 of the New Jersey Nonprofit Corporation Act.

ARTICLE XV

Amendment or Repeal of By-Laws

The Board has the power to make, amend, or repeal any By-Law, by a two-thirds (2/3) vote of all Trustees. Written notice of any By-Law change to be voted on by the members or the Board shall be given not less than ten days prior to the meeting at which the change shall be proposed.



ARTICLE XVI

Dissolution

Upon the dissolution of the Museum, assets shall be distributed to the New Jersey Historical Society for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.