



THE CENTER FOR HISTORIC AMERICAN BUILDING ARTS

**BRIDGETON, NEWJERSEY
BYLAWS**

ADOPTED BY THE BOARD:

October 5, 2009

Amended June 19, 2012

THE CENTER FOR HISTORIC AMERICAN BUILDING ARTS BRIDGETON, NEW JERSEY BYLAWS

ARTICLE I. NAME

The name of this organization shall be the Center for Historic American Building Arts.

ARTICLE II. THE CORPORATION AND THE BOARD OF DIRECTORS

Section 1: Purpose of the Corporation

This corporation, called the **Center for Historic American Building Arts**, operating under the laws of the State of New Jersey as a private, non-profit corporation, shall work to enhance historic Bridgeton and its National Register Historic District (hereinafter referred to as “the District”). The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- A. To promote the historic preservation, protection, use and interpretation of the cultural and architectural wealth of Bridgeton and especially of Bridgeton’s National Historic District;
- B. To take action toward remediating the physical, economic, and social deterioration of Bridgeton and the District, and thereby promote historic preservation, heritage tourism, and community betterment;
- C. To disseminate information of, and promote interest in the preservation, history, culture, architecture, and public use of the District; to use the cultural, architectural and social history of the District to publicize it as a heritage tourism destination; also as a study laboratory of historic preservation theory and practice and of American building arts and crafts over the centuries; to create practical instructional programs for teaching and demonstrating historic American building arts and crafts that will draw people to Bridgeton to study and appreciate Bridgeton’s cultural and historical wealth;
- D. To use publications, websites and all other media of public education and public information to awaken awareness of District history and re-connect historical structures with lived lives, and the lived American experience, past and present;
- E. To develop educational programs and projects in salvage, curation, archiving, hands-on craftsmanship, historic carpentry and design, and the use of old as well as new and non-historic building materials in restoration and preservation of structures; to engage craftspeople, artisans, and specialists in teaching and transmitting these skills, offering programs and projects at multiple levels from apprentice to artisan, from large-scale development to individual homeowner or renter, and at all levels of potential impact;
- F. To create pilot and demonstration projects within this and other communities that exemplify economically and physically sustainable heritage preservation and adaptive re-use, highlighting, wherever possible, green methodologies and the use of local resources—material, social and cultural—in practical, low-cost, and futuristic ways;
- G. To hold instructional meetings, seminars, and other activities for the public that promote and encourage an appreciation of history and the historic built environment, especially those that use

the resources of the District; and also that teach and transmit the theory and practice of American building arts and crafts, especially to the young, in a manner that helps connect past and future and to show how historic local themes of multiculturalism and adaptation connect with futurist ideas of socially creative and environmentally friendly reuse;

H. To aid, work with, and partner with individuals and organizations and with public and private entities located within and outside Bridgeton that share goals of bettering Bridgeton and the District, or that see such betterment as a means to other socially beneficial goals; or that can assist the Center's educational endeavors and help engage diverse cultural communities in the efforts of the Corporation to promote the theory and practice of historic American building and design arts and crafts;

I. To solicit, receive, and administer funds for educational and charitable purposes and, to that end, to take and hold by bequest, devise, gift, grant, purchase, lease, and otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any property and to invest, reinvest, or deal with the principal or the income thereof in such a manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the Bylaws of the Corporation, or any laws applicable thereto.

Section 2: Powers and Duties

- A. The Board shall establish the goals of the Center for Historic American Building Arts [the Corporation], determine policies for the achievement of those goals, and evaluate their effectiveness and the effectiveness of the Corporation.
- B. The Board shall adopt the annual budget and establish all necessary procedures to properly discharge the responsibility of sound financial management.
- C. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, except as an insubstantial part of its activities.
- D. The Corporation shall not engage in any transaction or permit any act or omission that shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code.
- E. The Corporation shall not in any manner, or to any extent, participate in, or intervene in any political campaign on behalf of any candidate for public office, including the publishing and/or distribution of statement.
- F. The Corporation shall not engage in any "prohibited transaction" as defined in Section 503(b) of the Code.
- G. In the event of dissolution or liquidation of the Corporation qualifying at the time as an exempt organization under Code Section 501 (c)(3) as the Board shall determine, such assets will be used for purposes consistent with those described in the preceding Sections 1 and 2.
- H. No part of the net earnings of the Corporation shall inure to the benefit of any participant in the Corporation or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the Corporation shall be distributed directly or indirectly to any member of the Corporation except in fulfillment of its charitable and educational purposes enumerated herein.
- I. The Corporation also has such powers, as are now or may hereafter be granted under the laws of New Jersey, that are in furtherance of the Corporation's exempt purposes within the

meaning of Section 501 (c)(3) of the Code or the corresponding section of any future federal tax codes.

Section 3: Composition and Selection of the Board of Directors

- A. The Corporation shall be governed by a Board of Directors of not less than five (5) or more than twelve (12) Directors. The exact number of Directors shall be fixed by resolution of the Directors from time to time.
- B. The term of office for each Director shall be three (3) years. One third of the Director positions shall be elected each year at the Annual meeting. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Directors in office may be reelected for one consecutive term.
- C. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director elected to fill an unexpired term may stand for election to the Board. Once elected by the membership for a three-year term, the Director may be reelected for one consecutive term. Any Director may resign by submitting written notice of resignation to the Chairman. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from two consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors.
- D. Any vacancy that occurs on the Board other than the expiration of a term of office may be filled by appointment by the Board of Directors.
- E. Term expirations of one, two, and three years shall be assigned as equally as may be among the directors elected in 2009. The inaugural Board of Directors shall serve until July 2010 without regard to the term limits.
- F. Any one or more members of the Board of Directors may participate in a regular or special meeting of the Board of Directors by, or conduct the meeting through the use of any means of conference telephone or similar communication equipment by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present at the meeting.
- G. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation in their capacity as Directors except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by or in accordance with policies approved by a majority of the entire Board.
- H. The Corporation will indemnify its Officers and Directors to the fullest extent allowed by New Jersey law.

Section 4: Executive Director

- A. The Board shall appoint an Executive Director to guide the Corporation within the framework of established policies.
- B. The Board shall determine the duties of the Executive Director in accordance with enunciated standards, and internally review the Director's performance.
- C. The Executive Director shall be a nonvoting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

- D. The Executive Director of the Corporation shall manage the daily operations of the Corporation. The Executive Director shall be responsible for coordinating the implementation of the Corporation's policies and projects, and such other duties as the Board may require.

ARTICLE III. MEMBERSHIP AND DUES

Section 1: Membership

The Corporation shall be a non-membership organization.

Section 2: Participation

The educational and preservation projects and programs defined under "Purposes" shall be open to all.

Section 3: Dues

The Board of Directors may elect to charge participation dues.

ARTICLE IV. MEETINGS

Section 1: Board Meetings

- A. There shall be at least six (6) meetings of the Board of Directors annually. A quorum for the transaction of business at a Board meeting shall be a majority of the voting members.
- B. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.
- C. At all meetings of the Board of Directors, a majority of the voting members thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 2: Corporation Meetings

- A. There shall be an Annual Meeting of the Corporation in June of each year for the purpose of electing officers and board members and voting on the budget. [Amended to read "in October of 2012" for that year, to be reconsidered thereafter.]
- B. Roberts Rules of Order Newly Revised shall govern the parliamentary procedures of the Corporation when not in conflict with the Bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the members present.

ARTICLE V. FINANCES

- A. All checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by an officer of the Board, specifically the President or the Treasurer, except that if there is an Executive Director, the Executive Director alone may execute checks, drafts, or other instruments for the payment of money less than a certain dollar amount as resolved by the Board.
- B. The Board each year shall approve a Corporation budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.
- C. The fiscal year of the Corporation shall begin on the first day of January, and end on the last day of December each year.

- D. An annual audit shall take place within six months of the end of the Corporation's fiscal year.
- E. All funds of the Program shall be deposited on a regular basis to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI. OFFICERS AND COMMITTEE STRUCTURE

Section 1: Officers: The Board of Directors [the Board] shall elect annually, by majority vote from a slate of current members presented by the Nominating Committee: a Chair, Vice-Chair, Treasurer and Secretary.

- A. The duties of the Chair shall be to head the Executive Committee, to develop the agenda of regular or special meetings in consultation with the Executive Director and Executive Committee; and to chair any regular or special meetings of the Board in accordance with accepted rules of order.
- B. The duties of the Vice-Chair shall be to act as Chair in the absence of the regular Chair.
- C. The duties of the Secretary are to maintain accurate minutes of actions taken at regular and special meetings, or to see that they are maintained; to work with staff to assure the maintenance of an adequate archive of the meetings and actions of the Board; and to research such minutes for necessary information when called upon by the Board to do so.
- D. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall:
 - (a) Have charge of and be responsible for the maintenance of adequate books of account for the corporation and provide a report to the Board at every regular meeting thereof.
 - (b) Have charge and custody of all funds and securities of the Corporation and be responsible thereof, and for the receipt and disbursement thereof, and
 - (c) Perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman of the Board of Directors, or the Board of Directors.

Section 2: Regular and Special Committees

- A. The Officers of the Board shall constitute an Executive Committee to consult with one another and with staff between meetings, and to develop an agenda for each meeting and provide guidance on resolutions on which Board action should be taken;
- B. The Board shall, at its first annual meeting, create other regular committees needed for its efficient operation, as a Nominating Committee (for proposing new Board membership and Board officership), a Personnel Committee (for developing personnel policies and for evaluation of and interface with staff), and a Finance Committee (for maintaining an accurate and routine overview of the finances of the Corporation). The Board may more precisely define the charters of such regular committees, as needed, by resolution and majority vote.
- C. The Board may create special or ad-hoc committees as the need arises by assigning a charter and a term of commission by majority vote. Upon expiration or at any other time, the Board may renew the term or dissolve the committee.

Section 3: Selection of Committee Chairs

- A. Regular or special committee chairs may be designated by the Board Chair; however, the Board Chair may also delegate this privilege to the members of the committee itself.
- B. The Executive Committee shall serve from Annual Meeting to next Annual Meeting.

- C. A vacancy that occurs in either the chairmanship or membership of a regular or special committee other than by the expiration of a term of office shall be filled by appointment by the Board Chair.

ARTICLE VII. CONFLICT OF INTEREST

- A. Conflict of Interest shall be defined as any circumstance that involves both the Corporation and the governmental body or private business or organization that the board member or staff member is elected or appointed to, which could cause a financial or other adverse impact on the Corporation.
- B. Board members shall recuse themselves from taking action on any issue involving a conflict of interest. A majority of the Board of Directors may direct the secretary to exclude the vote of any Board member who has a perceived conflict of interest on the issue being voted upon and who refuses or fails to self-recuse from voting on that issue.
- C. The Board of Directors will adopt a conflict of interest policy which is incorporated by reference to these bylaws. Each year all Board members shall read and sign the conflict of interest policy.

ARTICLE VIII. AMENDMENTS

- A. These bylaws may be amended by the Board of Directors by a two-thirds (2/3) vote of the Board provided that written notice shall have been sent to each Board member at least twenty-five (25) days in advance of the meeting.
- B. The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt the Bylaws by a two-thirds vote of the Directors present at any duly called meeting of the Board [as per article 8A above], provided that no such action shall be taken if it would in any way adversely affect the Programs qualification under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

ADOPTED BY THE BOARD:

Flavia Alaya PhD _____

Thomas D'Arrigo, AIA _____

Maria Cerda-Moreno, AIA _____

Originally adopted:
October 5, 2009 and Amended June 19, 2012