

**The Old Mill Hill Society**  
**Constitution and Bylaws**  
As Amended 7/2010

**Constitution**

**Article 1. Name**

The organization shall be known as the "Old Mill Hill Society, Inc."

**Article 2. Purpose**

The purpose of this organization is the historic preservation and restoration of properties within the Mill Hill area and the promotion of the advancement and protection of the interest and rights of property owners, business people and residents of the Mill Hill area, and the general good and welfare of the community.

The corporation is organized exclusively for charitable, literary, scientific and educational purposes as provided for under Section 501 (c)(3) of the Internal Revenue Code of 1986 and does not contemplate pecuniary gain or profit, incidental or otherwise.

**Article 3. Membership**

Section 1. Any person or corporation owning property or residing in or operating a business, church, social service or cultural facility in Mill Hill shall be eligible for membership in the Society.

Section 2. Entitlement of membership shall be actuated upon payment of dues and be within the limitations established in the bylaws.

**Article 4. Meetings**

Section 1. Regular monthly meetings shall be held as prescribed by the bylaws.

Section 2. Special meetings may be held at the discretion of the Executive Board or upon written petition of any ten members in good standing which petition shall be filed with the President of the Society at least ten days before the date set for said meeting.

Section 3. Notice of regular and special meetings shall be given to the membership at least three days before the date set for the meeting.

**Article 5. Officers**

Section 1. The Executive Board of the Society shall consist of the officers of the Society.

Section 2. The officers of the Society shall be a President, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, and Treasurer.

Such officers shall serve for one year or until their successors have been elected.

Section 3. A member shall be eligible to be nominated for an officer position after having been a member in good standing for one year.

**Article 6. Duties of Officers**

Section 1. The President shall preside at all meetings of the Society. The President shall have the authority to appoint such standing or temporary committees, as the President,

Executive Board or the members deem necessary. The President, or his or her designee, shall be the official spokesperson for the Society.

Section 2. In the absence of or death of the President, the First Vice President shall perform the President's duties until the next annual election. Should neither be present at any meeting, the Second Vice President shall preside.

Section 3. The Recording Secretary shall keep the minutes and other official reports of the Society.

Section 4. The Treasurer shall keep account of all monies received and deposit same in the name of the Society, preferably in a financial institution in the Mill Hill area. The Treasurer, with the approval of the Executive Board, shall determine the type of accounts appropriate for such monies. The Treasurer shall not payout or disburse any monies of the Society except in such manner and for such purposes as shall be approved by the proper officers of the

Society and the membership. All checks or vouchers shall be signed by the Treasurer and the President or First Vice President unless otherwise determined by the membership. At each regular meeting of the Society, said Treasurer shall submit a detailed report of the financial condition of the Society. The Treasurer shall submit a final report at the last meeting of his or her term, which report shall be audited by a committee appointed by the President.

#### **Article 7. Board of Trustees**

Section 1. The Board of Trustees shall consist of the President and Immediate Past President of the Society and three (3) at-large members elected at regular elections by the members of the Society. .

Section 2. The terms of the trustees shall be three years except for the first election. For the first election of at-large Trustees, one Trustee shall be elected until the first subsequent election, one Trustee shall be elected until the second subsequent election, and one Trustee shall be elected until the third subsequent election.

Section 3. If a vacancy should occur on the Board of Trustees, the membership of the Society shall elect a Trustee for the remainder of the vacant term.

Section 4. To qualify to be an at-large Trustee a person must have been a member in good standing of the Society for a minimum of five years.

Section 5. The Chairperson of the Board of Trustees shall be elected by the Board from among the at-large members.

Section 6. Duties of the Board of Trustees:

a. To advise and assist the Executive Board in any way requested by the Executive Board.

b. To provide continuity to the Society at any time when offices of the Executive Board of the Society cannot be filled.

c. To oversee the Society for any breach of fiduciary responsibility and to report any such breaches with remedial recommendations.

Section 7. The Executive Board shall notify the New Jersey Department of State of any changes in trustees at the time of filing of the Annual Report.

Section 8. Trustees shall not enjoy any specific or independent powers or authority or assume any duties other than the powers, duties and authority granted by the membership or set forth in the Constitution and Bylaws.

## **Article 8. Quorum**

A quorum of the membership shall consist of at least ten members in good standing present at any meeting of the Society.

## **Article 9. Amendments to the Constitution**

Section 1. Amendments to the Constitution may be proposed by:

1. The Executive Board, who shall present the proposed amendment to the general membership at its regular meeting;
2. Any ten members in good standing, who by written petition present a proposed amendment to any member of the Executive Board at least five days before the regular meeting; in such event the Executive Board shall place the item on the agenda and present said amendment at the next regular meeting of the Society. Should such proposed amendment be presented later than five days before the regular meeting, the Executive Board, at its discretion, may place it on the agenda of either the next regular meeting or the following meeting.

Section 2. Notice that a proposed constitutional amendment will be presented shall be given to the membership at least three days before the regular meeting.

Section 3. After proposed amendments have been presented to the general membership, said amendments shall be voted on at the next regular meeting of the Society and shall become effective upon receiving affirmative votes of two-thirds of the members attending and voting.

## **Bylaws**

### **1. Elections**

Elections for President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and one at-large Trustee shall be held at the regular monthly meeting in December. The nomination period shall begin at the regular monthly meeting in November. At least three days before the regular monthly meeting in December, the names of those already nominated shall be publicized to the membership. The nomination period shall close when the presiding officer calls for the election to take place at the regular monthly meeting in December. Nominations may be made from the floor at the November and December meetings and by communicating with any sitting officer between those meetings.

### **2. Dues**

Annual~ dues are \$10.00 per year, payable the first of each year. Dues for new members joining after July 1 shall be \$5.00.

### **3. Boundaries**

The Mill Hill area is defined as the Freeway east to the Clay Street Circle, north on the west side of Stockton Street to Front Street, Front Street to Broad Street, Broad Street to the Freeway.

### **4. New Members**

- a. A *new* member is defined as a person who joins and has never been a member.

- b. A person who has been a member and rejoins shall be considered a reinstatement.

### **5. Voting Eligibility**

- a. Members lose all voting privileges when dues are more than three months in arrears.
- b. The membership in good standing at the time of the regular meeting in October is eligible to vote in the election of officers.
- c. New members are eligible to vote on issues, except constitutional or bylaw changes, one month after payment of dues.
- d. New members shall not be eligible to vote on constitutional or bylaw changes until the third consecutive regular meeting after payment of dues.
- e. Any person residing in the Mill Hill area shall have one vote, provided all other requirements of membership are fulfilled. Any person, partnership, unincorporated association or corporation owning property, or operating a business, church, social service or cultural facility in the Mill Hill area shall have one vote, provided all other conditions of membership are fulfilled. This provision shall not be construed, however, to give any person more than one vote.

### **6. Meetings**

- a. Regular meetings will be held on the first Wednesday of each month unless that date is a State Holiday, in which event the meeting date will be the second Wednesday of the month.
- b. The Board of Trustees will meet at least two times per year and at any other times called for by the Chairperson of the Board.

### **7. Conduct of Meetings**

Meetings will be conducted according to Robert's Rules of Order, Revised.

### **8. Dissolution of the Corporation**

In the event of the dissolution of the Society, its assets shall be distributed to the Trenton Historical Society, provided same enjoys exempt status within the provisions of Section 501 (c)(3) of the, Internal Revenue Code of 1986; If the Trenton Historical Society is not in existence or is no longer a qualified distribute, or is unwilling or unable to accept the distribution; then the assets of this corporation shall be distributed to a Trenton historical fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c)(3) of the Internal Revenue Code of 1986.