

BYLAWS ADOPTED APRIL 1, 1986:  
ROEBLING CHAPTER, SOCIETY FOR INDUSTRIAL ARCHEOLOGY, INC.

ARTICLE I: NAME

The name of this corporation shall be the Roebling Chapter, Society for Industrial Archeology, Inc., and it shall constitute the recognized local chapter of the Society for Industrial Archeology for the Metropolitan New York/New Jersey area.

ARTICLE II: PURPOSES

Separately and in cooperation with the Society for Industrial Archeology, the purposes of the Roebling Chapter are to:

Advance and disseminate knowledge of our industrial heritage and the work of industrial archeology by conducting lectures, conferences, field investigations, tours, and the like, and by encouraging scholarly research in the field;

Provide a forum for the interchange of information and ideas relating to industrial archeology;

Foster the preservation and documentation of our industrial heritage, including sites, structures and artifacts.

Further,

a) no part of the income of the chapter shall inure to the benefit of, or be distributed to, its members, trustees, or officers, except as reasonable compensation for services rendered to the corporation, or reimbursement for expenses incurred in furtherance of the purposes set forth above;

b) no substantial part of the activities of the chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the chapter shall not participate in any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

c) the chapter shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code as amended.

ARTICLE III: MEMBERSHIP

Any person who wishes to further the purposes of the Chapter may become a member on payment of annual dues. Membership is for the calendar year. There shall be two classes of members: voting and non-voting. To be a voting member a person must, in addition to joining the Chapter also be a member in good standing of the Society for Industrial Archeology (the national organization). All others are "non-voting members."

The voting members elect officers and trustees, decide the amount of dues, and may direct the Board to develop policies, and the officers to carry out programs, etc. Such business shall be voted upon at the regular Annual Business Meeting, at special meetings called by the trustees with due notice or by petition of the members, or by mail ballot.

Membership in the Chapter may be terminated for cause by a two-thirds majority vote of the Board of Trustees, or by two-thirds of those voting in a special referendum amongst the Voting Members, which may be initiated by a petition signed by at least 20 Voting Members. A member so terminated may request a referendum to be conducted by a party agreeable to both the member and the Board; a two-thirds majority of those voting is sufficient to reinstate the member.

Removal of an officer or trustee may be accomplished by terminating the officer or Trustee's Chapter membership, following the procedures above; since a non-member is ineligible for those positions, termination of membership also entails removal from office. In addition, an officer or Trustee who is demonstrably unable or unwilling to perform any substantial part of his or her duties shall be removed by unanimous consent of all other officers and Trustees.

#### ARTICLE IV: BOARD OF TRUSTEES

The activities of the corporation shall be managed by a Board of Trustees (the "Board") which shall consist of five trustees of which four will be elected to one year terms by the Voting Members at the Annual Business Meeting and the fifth will be appointed by the remaining four at their first meeting. Trustees must be members in good standing of the Chapter as well as of the (national) Society for Industrial Archeology, and must be willing to serve in the position. It shall be customary for the four Chapter officers to serve as trustees, and toward this end it shall be customary at the Annual Business Meeting after electing the four officers to nominate them as candidates for the position of Trustee. Other nominations may then be made as well, after which the Voting Members shall cast their ballots for four persons. Trusteeships that become vacant during a term shall be filled by majority vote of the remaining trustees until the next regular election.

The Board shall meet at least once per year, shortly after their election at the Annual Meeting, and at other times as necessary. At such meetings they shall transact corporate business, and decide corporate policy, guided by any motions adopted by members at the Annual Meeting and at other Chapter meetings. A majority of the Trustees is required to decide upon any act. All actions taken by the Trustees are to be recorded in minutes of their meetings and such minutes are to be published in the Roebbling Chapter's newsletter.

ARTICLE V OFFICERS: The President, Vice-President, Secretary, and Treasurer of the Roebbling Chapter shall be elected by the Voting Members at the annual meeting for a one-year term, renewable at the pleasure of the members, except that no person may serve more than four consecutive terms as president. At each Annual Business Meeting a slate with one or more candidates for each office will be proposed by a Nominating Committee. Nominations from members present at the Meeting will also be accepted. All nominees must be voting members of the Chapter and must have agreed to serve if elected. If an officers' position becomes vacant between elections it shall be filled by majority vote of the trustees; such an appointee shall serve until the next regular election. A Nominating Committee shall be appointed by majority vote of the Trustees at least five months prior to any election; its function is to search for persons willing to serve as Chapter officers and prepare a slate of nominees, which shall be published before the Annual Business

Meeting. The Committee shall consist of a Chairman and such additional members as the Board shall appoint. Members of this committee must also be Voting Members and willing to serve. The Nominating Committee Chairman may not simultaneously serve as one of the four elected officers.

#### ARTICLE VI DUTIES OF THE OFFICERS:

The President shall preside over all meetings of the chapter. He or she shall represent the Chapter for most purposes (but not as the corporation's registered agent), including representation of the Chapter at meetings of the Board of the parent group, the Society for Industrial Archeology. He or she is responsible for insuring that the Chapter has an ongoing program of activities that are consistent with the Chapter's purposes. The President shall be responsible for the creation and mailing of the chapter newsletter four or more times a year, to inform the membership of coming activities, actions taken by the Trustees and officers, and other news. This newsletter also constitutes the Chapter's record of activities and informs the national organization about them. The President may delegate work to others as necessary but remains responsible for the above.

The Vice-President shall assist the President as requested, and in general shall familiarize himself or herself with the work of the President. It will be customary for the Vice-president to become a nominee for the presidency when the latter office becomes vacant.

The Secretary of the Chapter shall maintain the list of members' names, addresses, dues-paying status, and date of becoming member. He/she shall receive applications for membership and record them. The Secretary shall also aid in the Chapter's mailings, and shall record or cause to be recorded the minutes of the Chapter's meetings.

The Treasurer of the Chapter shall have custody of all money of the Chapter, keeping regular accounts and records of the expenditures, and shall annually submit a written report to the membership and the national society. The Treasurer shall also act as the registered agent of the Chapter for purposes of regulation of the Chapter by the State and the Internal Revenue Service. The Treasurer is responsible for all Corporation filings required by the State and the Internal Revenue Service.

Either the Treasurer or the President may issue checks drawn on the Chapter's treasury, except that both must authorize in writing any check drawn for more than \$1000, such authorization to become a part of the Chapter's financial records.

#### ARTICLE VII. FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year.

#### ARTICLE VIII: MEETINGS AND ACTIVITIES

There shall be at least one business meeting per year, the Annual Business Meeting, held in January of each year. Written notice of the date and place of this meeting shall be given at least 20 days in advance; a prominent notice in the Chapter Newsletter will suffice for this purpose if it is mailed to every member. At the Annual Business Meeting will be held the election of trustees and officers, as described above. The number of Voting Members present shall constitute a quorum. A majority of the Voting Members present is necessary to elect an officer. The President shall then conduct a business meeting at which issues may be discussed and voted upon.

Special meetings of the members or the Board may be called at any

time by the president or by any three of the Trustees, or by petition of at least 20 voting members, with written notice of at least 20 days for members' meetings, or 10 days for Board meetings, to deal with such business as cannot wait for the Annual Meeting.

There shall be at least one other general membership meeting each year, in addition to the Annual Business Meeting.

#### ARTICLE IX COMPENSATION

No part of the income of the Chapter shall inure to the benefit of its members, officers, or trustees except as reasonable compensation for services rendered to the Chapter, or reimbursement for expenses incurred, in furtherance of the purposes set forth above, as per requirements of the Internal Revenue Code applicable to this organization.

#### ARTICLE X CONFLICT OF INTEREST

Authorization of any compensation to an officer or trustee, except for reimbursement for expenses directly incurred in carrying out duties assigned by these Bylaws, shall require a majority vote of those members of the Board of Trustees not receiving the compensation. Any Trustee who may derive any financial benefit from any proposed expenditure of Roebling Chapter funds must disclose such interest and refrain from voting on the measure.

#### ARTICLE X FORCE AND EFFECT OF BYLAWS

These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act and the Certificate of Incorporation as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in either of the above, the Certificate or Act shall govern to the extent of such inconsistency.

#### ARTICLE XI AMENDMENTS TO THE BYLAWS

These bylaws may be altered, amended or repealed by the voting members of the Chapter. New bylaws and changes in the bylaws may be proposed by the Board, by the President, or by any group of at least 20 Voting Members, and to be adopted must be approved by two-thirds of those members voting. Written notice of any such bylaw change to be voted upon by the members shall be given not less than 20 days prior to the meeting at which such change shall be proposed. The vote may also be conducted by mail ballot, giving members at least sixty days to respond.

#### ARTICLE XII DISSOLUTION

In the event of the dissolution of the RCSIA, the board of trustees shall, after providing for payment of all liabilities of the Chapter, transfer all assets of the Chapter by gift to the Society for Industrial Archeology, the chapter's parent organization.

In the event the Society shall refuse or be unable to accept the assets of the Chapter, such assets shall be transferred by gift only to such other donee as shall enjoy tax exemption under section 501(c) of the Internal Revenue Code as the same may be amended and supplemented from time to time.