

NEW JERSEY HISTORIC TRUST

Created by Chapter 124, Public Laws of 1967
and amended by Chapter 562, Public Laws of 1983
and by Chapter 217, Public Laws of 1995
and by Chapter 152, Public Laws of 1999.
(N.J.S.A. 13:1B-15:111 et seq.)

BY-LAWS

Article I. General Provisions

1. Purpose

The mission of the New Jersey Historic Trust is to advance historic preservation in New Jersey for the benefit of future generations through education, stewardship and financial investment programs that save our heritage and strengthen our communities.

2. Powers

To further its purpose, the Trust will exercise its powers to accept and manage gifts, appropriations and grants and cooperate with and assist governmental agencies, private agencies and individuals to preserve New Jersey's historic, architectural, cultural and archaeological resources.

Article II. Trustees

1. Membership

Membership and terms of office are prescribed in N.J.S.A. 13:1B-15.112a.

2. Board of Trustees

Under the statute, Trust members ("Trustees") comprise a Board of Trustees ("Board"). Citizen Trustees shall possess a minimum of five years' experience in historic preservation.

3. Vacancies

Any vacancies occurring among the members of the Board by reason of death, resignation, disqualification, incapacity to serve, removal from office in accord with law, or otherwise, shall be filled in the manner provided for by the Laws governing the Trust's creation. No vacancy in the membership of the Board shall impair the right of a quorum to exercise all the rights and perform all the duties of the Board.

4 Attendance.

The Board may request the resignation of any Trustee who fails to attend three consecutive meetings and/or arrives more than twenty minutes late three or more times in a calendar year

5. Compensation

Each member of the Board may be reimbursed for expenses necessarily incurred in the performance of Board duties, under P.L.1967, c. 124; P.L.1983, c. 562; and P.L.1995, c.217. Expenses claimed in any fiscal year must be submitted within 45 days of the close of the fiscal year.

6.Seal.

The Board shall have a seal bearing the words "New Jersey Historic Trust – Established 1967." to be of a design determined by the Board.

7 Consultant Services.

The Board shall name and appoint, from time to time, additional consultants, attorneys, architects, engineers, real estate counselors, appraisers, and employees as it may require, and shall, by resolution or amendment of the By-laws, designate their duties, and under whose supervision or direction they serve.

Article III. Officers

1. Office

a. Designated Offices

At its annual meeting, the Board shall elect from among the Trustees a chair, vice-chair, a secretary, a treasurer, and other officers it deems necessary. The Board may elect someone other than a Trustee to fulfill the duties of the secretary.

b. Vacancies

The Board shall elect officers to fill vacancies, as they occur.

c. Terms

The term for each elected office of the board is one year. No Trustee may serve in a given office more than two consecutive terms.

2. Duties

a. Chair

The chair shall preside at all Board meetings, represent the Board, approve an agenda for each meeting, submit timely reports and be responsible for the general supervision of Trust affairs. The chair may enter into and execute contracts or other instruments that are authorized either generally or specifically with the approval of the Board. The chair may delegate occasional duties to another officer or Trustee or the Executive Director.

b. Vice-Chair

The vice-chair shall preside at Board meetings in the chair's absence, submit timely reports and perform other duties designated by the chair of the Board.

c. Secretary

The secretary shall keep or supervise the keeping of Board meeting minutes, a record of Trustee's names, residence and business addresses, and Trustee's terms of office; shall serve or supervise service of all notices of meetings, submit timely reports and perform other appropriate duties as designated by the chair.

c. Treasurer

The Treasurer shall supervise receipt of, and disbursement of all Trust monies unless delegated by the Board to the Executive Director, and recommend changes in accounts and shifts of funds among accounts to the Board for approval, submit timely reports representing bi-monthly and annual financial activity in accounts, develop the annual operating budget in coordination with the Executive Director, chair the Fiscal Oversight Committee and perform other appropriate duties as designated by the Chair.

d. Immediate Past Chair

The immediate past chair shall serve as an officer and member of the executive committee for the purposes of continuity and consistency in carrying out the mission and objectives of the Trust

Article IV. Executive Director

1. Office

The Board shall appoint an Executive Director who shall be responsible for staff supervision and the daily administration of Trust policies and programs. The Executive Director shall serve as Chief Administrative Officer. The Executive Director shall assist the Secretary and shall maintain the official records of the Board, minutes of the actions taken at the meetings of the Board, the seal of the Board, and shall certify, when required, copies of records, and shall from time to time, perform other duties as assigned by the Board. Under the direction and approval of the Board, the Executive Director shall prepare the annual report to be submitted to the Governor and the Legislature under P.L.1967, c.124; P.L.1983, c.562 and P.L.1995, c.217. The Executive Director may adopt a facsimile signature to be used under supervision in the performance of assigned responsibilities. A detailed account of expenses shall be provided in writing to the Board at each regular meeting pursuant to the annual budget approved by the Board. The Executive Director shall have all the power and authority so delegated in accord with these By-laws, actions of the Board, or otherwise under P.L. 1967, c.124; P.L. 1983, c.562; P.L. 1995, c.217.

2. Authority

a. Personnel

The Executive Director shall have the authority to hire and supervise all staff. Employees hired to review or monitor projects funded through the Trust's Historic Preservation Bond Program and Garden State Historic Preservation Trust Fund must meet the Secretary of the Interior's *Professional Qualifications* standards for architectural history, architecture or historic architecture, or archaeology as appropriate within the Executive Director's discretion.

b. Donations

The Executive Director shall have the authority to act on behalf of the Board, in accord with its general policies, including soliciting and investigating donations of real or personal property; however, all negotiations or terms of donation shall be subject to Board approval and in accordance with the NJ Conflict of Interest Law N.J.S.A. 52:13D-12.

c.. Legal Advice and Litigation

The Executive Director shall have the authority to request counsel for the Board to provide advice and, subject to Board approval, request counsel to initiate, intervene, or take any other action with regard to litigation on behalf of the Board, provided that when

it is not practical to seek that approval, request counsel to take actions after consulting with the Chair.

d. Final Certification

The Executive Director shall have the authority to make final certification for payment, in accord with established procedures, for duly authorized and authenticated items of expenditures, from any Board funds from whatever source derived.

e. Deeds of Conveyance

The Executive Director shall have the authority to sign all deeds of conveyance when authorized by the Board.

f. Transfer of Funds

The Executive Director shall have the authority, subject to law, to transfer funds among items of the budget in accord with State of New Jersey law and Office of Management and Budget directives, and Board authorization.

g. Authorization of Contracts

The Executive Director shall have the authority to sign all contracts on behalf of the Trust when such contracts are approved by the Board.

h. Ethics Liaison Officer

The Executive Director shall serve as the Trust's Ethics Liaison Officer in accordance with Executive Order No. 1, Section V. Enforcement and Sanctions, Number 3, signed by Governor Jon S. Corzine on January 17, 2006.

Article V. Code of Conduct

All Trustees and the Executive Director shall conduct themselves in accordance with the New Jersey Uniform Conflict of Interest Law N.J.S.A. 52:13D-23 and Uniform Code of Ethics. Disclosure statements must be updated and filed with the State Ethics Commission annually, at a minimum. The Executive Director must be notified immediately if a conflict, or appearance of a conflict of interest arises.

Article VI. Board Meetings

1. The New Jersey Historic Trust is a “Public Body” under the “Open Public Meetings Act” (P.L. 1975, c.231) and is subject to that statute. *Robert’s Rules of Order* shall govern meetings to the extent applicable and not inconsistent with the by-laws.

2. The ANNUAL MEETING will be held in September. At each Annual Meeting: the dates of the regular meetings for that year and the date of the next Annual Meeting shall be set by Resolution; officers shall be elected; and all committee members and committee chairs shall be appointed by the Board Chair, subject to Board approval. The Annual Report of the Trust shall be approved before submission to the Governor and Legislature either during the annual meeting or at the next regularly scheduled meeting thereafter.

3. A minimum of three REGULAR MEETINGS each year shall be held at times and places which the Board shall determine by resolution. The Chair may postpone or cancel any regular meeting for lack of business or quorum. The Secretary shall give adequate notice, as defined under the “Open Public Meeting Act,” P.L. 1975, c.231.

4. SPECIAL MEETINGS may be called on the Chair’s own initiative; or on a written request from three Trustees. The Secretary shall notify all Trustees of the time and place of any special meeting, at least 7 days in advance if by electronic mail or by post, or at least 3 days in advance if personally or by phone. The only business to be considered will be what is specified in the notice.

5. The order of business at Board annual and regular meetings is:

- Roll Call
- Action on minutes of prior meetings
- Communications
- Reports of Officers
- Reports of Standing Committees
- Reports of Special Committees
- Unfinished Business
- New Business
- Public Comment
- Adjournment

6. Eight Trustees shall constitute a quorum of the Board. In accord with N.J.S.A. 13:1B-15.112a, concurrence of eight Trustees shall be necessary to validate all Board acts.

7. The Board may hold a meeting by a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other. The Secretary shall give adequate notice, as defined under the “Open Public Meeting Act,” P.L. 1975, c.231.

Article VII. Executive Committee

The executive committee shall consist of the chair, vice-chair, secretary, treasurer and the immediate past chair. The executive committee may convene as deemed necessary, other than during regularly scheduled meetings, for the purposes of furthering the goals and objectives of the Trust, however may not take any formal action. The executive committee may not make, alter, or repeal any by-law; appoint or remove any officer; amend or repeal any Board resolution. The executive committee shall annually review the performance of the Executive Director.

Article VIII. Other Committees

1. Standing & Special Committees

a. Standing Committees.

The following standing committees shall be established:

- Grants and Loans
- Acquisitions and Easements
- Legislation and Policy
- Education and Outreach
- Fiscal Oversight

b. Special Committees.

The Board may establish special ad hoc committees

c. Leadership & members

Committee Chairs shall be appointed by the Board Chair, must be Trustees, and shall be subject to Board approval. Members shall be appointed by the Board Chair, need not be Trustees, and shall be subject to Chair's approval. No committee shall have a majority of non-members.

d. Meetings

Any standing committee or special ad hoc committee may convene at its own discretion. The Chair and Executive Director shall be provided notice of any committee meeting, meeting summaries and any formal recommendations formulated by the committee.

e. Actions

Recommendations formulated at a committee meeting shall be reported to the Board at the first meeting following the committee meeting. (If the first Board meeting is held within two days after the committee meeting, the committee's action may be reported at the Board's second meeting.)

2. Functions

a. Grants and Loans

Formulates policy for the implementation of the grants and loans programs administered by the NJ Historic Trust; annually reviews program guidance and application and periodically recommends revisions to ensure efficiency and effectiveness. Establishes criteria for evaluation, and recommends special initiatives to be considered. Formulates policy and establishes schedule for the historic preservation programs administered by the Cultural Trust.

b. Acquisitions and Easements

Advises the Board on suitability of historic property for acquisition and/or placement of easement, consistent with goals created for the Gifts of Legacy and Historic Preservation Easement programs. Makes recommendations to the Board for potential expenditures from the easement fund.

c. Legislation and Policy

Provides advice and guidance to the Board on proposed state and federal legislation and policy that may impact upon historic preservation. Makes recommendations to the board consistent with the Trust's mission and authority.

d. Education and Outreach

Develops an agenda for seminars, workshops, and conferences and any additional outreach activities that will further the Trust's goals within its broader statutory mission.

e. Fiscal Oversight

Chaired by the Treasurer, the Fiscal Oversight Committee oversees the preparation of the annual budget, the quarterly Treasurer's Report and the development of policies and procedures to guide disbursements from Trust's accounts.

f. Ad Hoc

Designated as needed to advise the Board on specific and current topics.

Article IX. Finances and Assets

1. The Board may establish a permanent endowment fund to accept gifts or devises of cash, securities, or other forms of investments. The corpus of the permanent endowment fund shall be invested and reinvested as prescribed by law. The Trustees shall approve expenditures solely from generated income.

2. In accord with criteria which it establishes, the Board may create and operate other funds to manage grants, appropriations, gifts or devises of cash, securities, or other forms of investment.
3. Funds shall be deposited in accounts as established by the State Treasurer, however the Board shall exercise its full discretion in authorizing expenditures, consistent with Article X. 5.
4. The Board may enter contracts for management and safekeeping of assets.
5. The Board shall develop detailed policies and procedures for the management of its programs. Policies and procedures shall be consistent with the purpose and mission of the New Jersey Historic Trust as defined in its enabling legislation of 1967, as amended; and the Department of Community Affairs (DCA) policies and procedures related to expenditure transactions as documented in Section 1.60 of the DCA Administrative Procedures Manual established by the State of New Jersey, Department of Treasury, Office of Management and Budget (OMB); and DCA Office of Fiscal and Grant Services.
6. The Board shall make its records available for audit, annually and/or as determined necessary by Treasury.
7. At its annual meeting, the Board shall adopt a budget for the next fiscal year. Notice must be provided in accordance with Article VI.1.
8. In special circumstances the Board may authorize other trustees to negotiate written contracts and other legal documents on behalf of the full Board, however, documents may only be authorized through action taken by the full board and executed by the Chair and/or Executive Director

Article X. Trust Year

The fiscal year will be July 1 through June 30.

Article XI. Amendment of By-Laws

These By-Laws may be amended at any meeting by a resolution adopted by a two-thirds majority of the full Board provided that written notice of the substance of proposed amendments has been given to the members no later than 20 days before the meeting.

Bylaw revisions occurred as follows: March 1981, Amended March 1983, January and July 1987, January and May 1992, November 1995 and September 2001, amended September 12, 2002, revised December 2008 and adopted February 25, 2009.

The law which created the Trust in 1967 and the 1983 and 1995 and 1998 amendments are attached to these by-laws.

