

Ortonville Community Historical Society  
By-Laws  
October, 2016

**Article 1 – Name**

- A) The name of this corporation shall be the *Ortonville Community Historical Society*.

**Article 2 – Purpose and Slogan**

- A) The purpose of the Society shall be as follows:
- 1) The Ortonville Community Historical Society shall be a volunteer corporation committed to the preserving and safeguarding the history of the Ortonville area.
  - 2) The Ortonville Community Historical Society shall work with local government, businesses, organizations and citizens of all ages to research, collect and safeguard our local heritage through living displays and authentic educational experiences.
- B) The slogan of the Ortonville Community Historical Society shall be “Where there’s a Mill, there’s a Way.”

**Article 3 – Non-Profit Corporation**

- A) The Ortonville Community Historical Society shall be operated exclusively for charitable and educational purposes as a non-profit corporation. No individual member or director of the corporation shall have title to or interest in the corporate property or earnings in his/her individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any director, officer, individual member or any private individual.

**Article 4 – Membership**

- A) The membership of the corporation shall consist of any dues-paying person interested in fulfilling the vision and mission of the Ortonville Community Historical Society.
- B) Membership meetings will take place on a monthly basis at a time and place determined by a vote of the membership.
- C) At least a simple majority of Board of Directors (which must include either the President or Vice-President) must be present at a Membership meeting to conduct official business. This number may be adjusted as deemed appropriate by the Board of Directors.
- D) Annual membership dues are due in October of each year. Annual fees shall be established by the membership acting upon a recommendation from the Board of Directors.

## Article 5 – Advisory Board of Directors

- A) The business and affairs of the corporation shall be managed by an Advisory Board of Directors composed of eleven (11) members. These members shall include the President, Vice-President, Secretary, Treasurer and seven (7) trustees elected on a staggered basis. The powers of the Board of Directors, subject to ratification of the general membership, shall be as follows:
  - 1) Control of all financial assets of the corporation.
  - 2) Review and prior approval of all correspondence or statements issued on behalf of the Ortonville Community Historical Society.
  - 3) Initiate contact and collaboration with other organizations.
  - 4) Develop annual and long-term goals to present to the general membership.
- B) All proposals presented at a special Board of Directors meeting shall be presented to the Membership at the next regular meeting. Minutes of each Board of Directors meeting shall be given to the Membership.
- C) Vacancies on the Board of Directors shall be filled by a majority vote of the general membership. Any member of the Board who misses three (3) consecutive meetings without notification shall be deemed to have resigned from the Board.
- D) The Board of Directors can meet for a special meeting at any time when called for by the President with a 7-day notification.
- E) A simple majority of the existing Board of Directors shall be a quorum for the Board.
- F) The candidates for elections for the year shall be presented to the Membership in September. Nominations for any office may also be presented from the Membership at the October meeting. The Board of Directors shall appoint a Nominating committee of three members each year in May to present candidates for each officer's position and for the Trustee positions to be elected that year.

## Article 6 – Officers

- A) The officers of the corporation shall be President, Vice-President, Secretary and Treasurer. The terms of their service shall be as follows:
  - 1) The President shall be elected for a two-year term and may be reelected for any number of two-year terms.
  - 2) The Vice-President shall be elected for a two-year term and may be reelected for any number of two-year terms.
  - 3) The Secretary shall be elected for a two-year term and may be reelected for any number of two-year terms.
  - 4) The Treasurer shall be elected for a two-year term and may be reelected for any number of two-year terms.
- B) The President shall preside at the special meetings of the Board of Directors, the Membership meetings, and shall be privileged to attend, without vote, at all committee meetings. The President shall be the public spokesperson for the Ortonville Community Historical Society and shall communicate all policy and program decisions to the public at large.
- C) The Vice-President shall assume all the duties of the President in his/her absence.

- D) The Secretary shall record and publish all minutes of the Board of Directors and the General Membership meetings and shall be the official record keeper of the corporation.
- E) The Treasurer shall record and publish the financial records of the corporation.
- F) He/she shall keep a check register and/or ledger sheet, along with all other financial records, which may be subject to an annual audit by a certified public accountant, but which will be annually audited by a committee of three members chosen by the Board. All financial records of the Ortonville Community Historical Society may also be subject to an annual audit by an outside person.
- G) The Treasurer, along with the President shall have access to the safety deposit box of the corporation. The Treasurer, along with the President shall be on file to sign checks. Any check above \$250 must have two signatures.
- H) Chairpersons shall submit to the Treasurer all monies received from any project or program before any expenses are deducted or bills paid. All receipts for expenses incurred for any and all programs or events shall also be given to the Treasurer who will proceed with the normal bill paying and record keeping process. A written report summarizing the revenues and expenses for any project or program shall also be produced and reported at the Membership meetings.
- I) Terminations of Membership: The Board of Directors may recommend the terminations of any membership, with reasonable notice to the member, for any lawful reason, upon a vote of the Board of Directors present at a regularly scheduled meeting and the ratification of this vote by the Membership. Unlawful reasons shall include religion, race, color, national origin, age, sex, height, weight, familial status, or marital status.

## Article 7 – Trustees

- A) Seven individuals from the Membership shall be elected to serve as Trustees on the Board of Directors. These individuals may serve any number of two-year terms and these terms will be staggered based on the elections of October, 2011.
- B) Election of Trustees for the following year shall take place at the October meeting of the General Membership after having been nominated at the September Membership meeting. Nominations for Trustees may also be presented from the Membership at the October meeting.
- C) Any Trustee may be removed during their term of office by a majority vote of the Membership. Terminations of Membership: The Board of Directors may recommend the terminations of any membership, with reasonable notice to the member, for any lawful reason, upon a vote of the Board of Directors present at a regularly scheduled meeting and the ratification of this vote by the Membership. Unlawful reasons shall include religion, race, color, national origin, age, sex, height, weight, familial status, or marital status.

## Article 8 – Committees

- A) Chairpersons shall submit to the Treasurer all monies received from any project or program before any expenses are deducted or bills paid. All receipts for expenses incurred for any and all programs or events shall also be given to the Treasurer.
- B) The Treasurer then will proceed with the normal bill paying and record keeping process. A written report summarizing the revenues and expenses for any project or program shall also be produced and reported at the Membership meetings.
- C) Terminations of Membership: The Board of Directors may recommend the terminations of any membership, with reasonable notice to the member, for any lawful reason, upon a vote of the Board of Directors present at a regularly scheduled meeting and the ratification of this vote by the General Membership. Unlawful reasons shall include religion, race, color, national origin, age, sex, height, weight, familial status, or marital status.

## Article 9 – General Membership Voting Rights, Membership Privileges and Membership Responsibilities

Annual membership dues are due in October of each year. Annual fees shall be established by the membership acting upon a recommendation from the Board of Directors.

- A) All dues-paying members shall receive a newsletter, free admission to the museum and a set of current by-laws.
- B) All members will be asked to assist with work projects and fundraising events at the Mill.
- C) Terminations of Membership: The Board of Directors may recommend the terminations of any membership, with reasonable notice to the member, for any lawful reason, upon a vote of the Board of Directors present at a regularly scheduled meeting and the ratification of this vote by the General Membership. Unlawful reasons shall include religion, race, color, national origin, age, sex, height, weight, familial status, or marital status.

## Article 10 – Annual Meeting

- A) Membership meeting. The central purpose of this meeting shall be the election of officers and trustees and the collection of dues.

## Article 11 – Amendments

- A) These by-laws may be amended by a majority vote of the Membership. Such amendments shall be presented at a meeting of the General Membership and voted upon at the following meeting.