

# Ortonville Community Historical Society By-Laws June 2024

*Approved by the General Membership on June 11, 2024*

## Article 1 – Name

- A) The name of this corporation shall be the *Ortonville Community Historical Society*.
- B) This corporation is located at 366 Mill Street, Ortonville, Michigan, in Brandon Township, County of Oakland.

## 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 preservation 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.
- B) The corporation will follow all laws, rules and regulations of the jurisdictions in which it is located.
- C) The corporation shall follow Robert’s Rules of Order in all cases in which they are applicable and in which they are not inconsistent with state statutes, these bylaws, or any policies or procedures the corporation has adopted.
- D) The corporation may accept gifts and donations in pursuit of its mission, and at its sole discretion.
- E) The corporation may loan or donate assets to 501(c)3 or similar educational and charitable institutions in pursuit of its mission.

- F) The corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.
- G) The corporation's fiscal year shall run from January 1 to December 31.

## 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.
- D) Annual membership dues are due in March 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 ("The Board") 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 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.
  - 5) Create both Standing and Ad Hoc Committees, and appoint the committee Chair.
  - 6) Create and approve governing and operational policies and procedures consistent with the corporation mission, and monitor implementation of these policies.
- B) The responsibilities of the Board members are:
  - 1) Define the mission of the corporation and participate in strategic and financial planning.
  - 2) Ensure the continuity of the corporation's mission, mandate and purposes.
  - 3) Act as an advocate in the community for public involvement.
  - 4) Provide for the present and long-term security and preservation of the museum collection, and the safety of staff and visitors, at a level consistent with the corporate mission.

- 5) Review and approve policies consistent with the corporation mission, and monitor implementation of these policies.
- 6) Plan for the future of the corporation and museum.
- 7) Ensure the financial stability of the corporation and museum.
- C) Minutes of each Board meeting shall be made available at the next Membership meeting.
- D) Vacancies on the Board 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. Board meetings for which the 7-day notice was waived shall not be included in this count.
- E) The Board can meet at any time when called for by the President with a 7-day notification.
  - 1) The President may waive this 7-day notification in case of emergency situations.
  - 2) If the 7-day notification is waived, the President will explain the emergency at the next Membership Meeting
- F) A simple majority of the existing Board shall be a quorum for the Board.

## Article 6 – Officers

- A) The officers of the corporation shall be President, Vice-President, Secretary and Treasurer. No member is subject to term limits for any office. The terms of their service shall be as follows:
  - 1) The President shall be elected for a two-year term in even-numbered years.
  - 2) The Vice-President shall be elected for a two-year term in odd-numbered years.
  - 3) The Secretary shall be elected for a two-year term in even-numbered years.
  - 4) The Treasurer shall be elected for a two-year term in odd-numbered years
- B) The President's powers and responsibilities are:
  - 1) Preside at meetings of the Board, the Membership meetings, and shall be privileged to attend, without vote, all committee meetings.
  - 2) Act as the public spokesperson for the corporation and communicate all policy and program decisions to the public at large.
  - 3) Act as the approved signatory on Board-approved contracts
  - 4) Ensure any/all government filings are completed when they are due.
- C) The Vice-President's powers and responsibilities are:
  - 1) Assist the President in any duty assigned to that office.
  - 2) Execute the duties of the President in his/her absence.
- D) The Secretary's powers and responsibilities are:
  - 1) Record and publish all minutes of the Board and Membership meetings.
  - 2) Act as the official record keeper of the corporation.
- E) The Treasurer's powers and responsibilities are:
  - 1) Record and publish the financial records of the corporation.

- 2) Keep a check register and/or ledger sheet, along with all other financial records.
- 3) The Treasurer (along with the President) shall have access to any safety deposit boxes or other secure repositories maintained by the corporation.
- 4) The Treasurer (along with the President) shall have the right to sign checks for the corporation. Any check above \$250 must have two signatures.

## Article 7 – Trustees

- A) Seven individuals from the Membership shall be elected to serve as Trustees on the Board of Directors. No member is subject to term limits for any office.
  - 1) Four of the Trustees shall be elected for a two-year term in even-numbered years.
  - 2) Three of the Trustees shall be elected for a two-year term in odd-numbered years.
- B) Any Trustee may be removed during their term of office by a majority vote of the Membership.

## Article 8 – Committees

- A) Each year, the Board shall appoint the following ad-hoc committees:
  - 1) A 3-person Auditing Committee, to annually audit the financial records of the corporation.
  - 2) A 3-person Nominating Committee (in May), to present candidates for each officer and Trustee position to be elected that year.
- B) The Board may create additional Standing or Ad Hoc committees as it deems necessary.

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

- A) Members shall receive a newsletter, free admission to the museum and a set of current by-laws. Members have the right to vote on all matters presented at Membership meetings as prescribed by these bylaws.
- B) A members' dues must be current to receive membership benefits, including the right to vote. The right to vote in elections for Officers and Trustees is restricted to members whose dues are current by August 1 of the year in which the election is held.
- C) Terminations of Membership: The Board may recommend the terminations of any membership, with reasonable notice to the member, for any lawful reason, upon a vote of the Board present at a regularly scheduled meeting and the ratification of this vote by the general membership.

## Article 10 – Annual Meeting for Elections

- A) The central purpose of the October meeting shall be the election of officers and Trustees.
- B) The Nominating Committee shall present candidates for elections for the year to the Membership in September. Nominations for any office may also be presented from the Membership at the October meeting.
- C) Terms for new and returning officers and Trustees commence immediately following the election.

## Article 11 – Amendments

- A) These by-laws may be amended by a majority vote of the Membership.
  - 1) Proposals to change the bylaws must first be approved by the Board.
  - 2) If passed, the Board will notify the general membership at the next regularly scheduled Membership Meeting.
  - 3) A motion to accept the changes by the general membership may be made at any subsequent meeting following the notification meeting.

## Article 12 – Dissolution

- A) To dissolve the corporation:
  - 1) The Board shall adopt a resolution to dissolve.
  - 2) The Board shall draft a plan to redistribute the corporation's assets, return borrowed assets, and resolve debt. Assets must be distributed for tax-exempt status purposes, such as by distributing the assets to other 501(c)(3) organizations.
  - 3) The Board shall present the plan and make a motion to dissolve at a Membership meeting.
  - 4) The actual vote to resolve shall take place at a subsequent Membership meeting. A majority of all member votes entitled to be cast must approve the dissolution.