



Beaver Island Historical Society Bylaws

Revised and Amended August 17, 2017

Article I - Name and Purpose

Section 1 – Name. The name of the organization shall be the Beaver Island Historical Society of Michigan. It shall be a non-profit corporation, incorporated under the laws of the State of Michigan and qualified as a 501(c)3 organization under Internal Revenue Regulations.

Section 2 – Purpose. The purpose of the Society is to preserve and share the unique history of Beaver Island and the archipelago.

Article II – Membership, Meetings, and Voting

Section 1 – Membership. Any person, firm, partnership, corporation or other association who applies for membership and pays the annual dues, or is a life or higher or an honorary member, and abides by the Bylaws of this Society shall be a member. Any member other than an individual shall designate one representative to act on its behalf including any voting at elections or on other matters. Honorary membership shall be bestowed by majority vote at an annual meeting, upon nomination by the Board of Trustees.

Section 2 – Annual Meeting. The annual meeting of the general membership shall be on Beaver Island, on the third (3rd) Thursday in August each year unless posted otherwise. The date, time and place shall also be posted in at least two (2) public places thirty (30) days prior to the meeting. The notice shall include mention of the nomination and election of Trustees to fill the expiring terms and any vacated term(s).

The order of business at the annual meeting shall be:

- a) Sign-in of members and establishment of a quorum as set in Section 5. Of this Article II.
- b) Reading and approval of minutes of prior meeting
- c) Reports of officers and managing Director
- d) Nomination and election of Trustees
- e) Unfinished business
- f) New business
- g) Adjournment

Section 3 – Special Meetings. Special meetings of the membership may be called by the president; upon instruction of the Board of Trustees; or upon written request of fifteen (15) members in good standing. The purpose of the requested special meeting must be stated. When a special meeting is called, notice must be served upon each member, by electronic mail, not less than twenty (20) days prior to the meeting stating time, place and purpose of the meeting.

Section 4 – Voting at Annual or Special Membership Meetings. To be eligible to vote a member, or designee in the case of non-individual membership, must be present. Each person so present shall be entitled to one vote. No proxy or absentee voting will be permitted except when voting on amendment(s) to these Bylaws. A simple majority of those present is required for election or passing a motion except for amending these Bylaws as provided in Article V, Section 2.

Section 5 – Quorum. A quorum at any meeting of the membership shall consist of fifteen (15) members. In the event a quorum is not present, the meeting may be adjourned by the president until a quorum is present; adjourn to a date within ten (10) days; or call for another meeting with notice as provided in these bylaws.

Article III - Board of Trustees

Section 1 – Governing Body. The government of the Society shall be vested in a Board of Trustees, consisting of not less than five (5) nor more than thirteen (13) members, the exact number to be determined by the membership at an annual meeting or special meeting called for that purpose. The Board of Trustees shall elect officers of the Society with duties as provided in these Bylaws. The Board of Trustees shall have full authority and responsibility for the management of the Society and its programs and shall make all rules and regulations consistent with law for the management of the organization of the Society and the guidance of the officers, members and agents of the Society. It shall cause proper records and accounts to be kept for all activities, meetings, and income and expenditures of the Society. The Board shall have full responsibility for control over the financial affairs and ethical standards of the Society.

Section 2 – Qualifications, Election, and Term. Each Trustee shall be a member in good standing at election and throughout his or her term. The election of Trustees is held during the annual meeting of the membership. The Board shall present a slate of qualified Trustee nominees at the annual meeting. Nominations may also be made from the floor. Trustees are elected for three (3) year terms with the terms staggered on a three-year rotation. A Trustee who has been elected for three (3) consecutive terms (nine (9) years), shall not be nominated nor appointed unless one year has elapsed from the end of his or her last term and the date of appointment. A Board member serving his or her third or more consecutive term on the date these Bylaws are adopted, may be elected for one (1) additional three (3) year term before the limits of this Article III, Section 2 apply.

Any Trustee absent from fifty percent (50%) or more of the Trustee meetings held between May 1 and November 1 of any year shall be deemed to have resigned from the Board. Such

Trustee may be reinstated by a vote of the Board. Board members shall serve without compensation. A paid employee of the Society shall not be eligible to serve as a Trustee.

Section 3 – Removal of Trustee. A Trustee may be removed by a two-thirds (2/3) majority vote of members present at any regular meeting or special meeting of the membership called for the purpose, provided the membership is notified of the removal issue not less than twenty (20) days prior to the meeting. If a Trustee is removed under this section, an election shall immediately be held to fill the unexpired term of the removed Trustee, following the terms of Section 2 above.

Section 4 – Vacancies. Vacancies caused by any reason other than the removal by vote of the membership shall be filled by vote of the majority of the remaining Trustees. The vacancy shall be posted in at least two (2) public places thirty (30) days prior to the Board's vote. The Nomination Committee shall interview candidates and its recommendation given to the Board prior to voting. Each person so elected shall serve until the next annual meeting of the membership when an election by the membership will be held to fill the unexpired vacated term.

Section 5 – Meetings of the Board. Regular meetings of the Board shall be held on the third (3rd) Thursday of the months May through October and at other times during the year as called by the president with ten (10) days' notice. Board members are to be notified of the hour and place at least three (3) days before a regular meeting (May through October). Meetings shall be conducted in accordance with Roberts Rules of Order. A quorum must be present to conduct business. A quorum shall consist of a simple majority of the then Board membership. If a physical quorum is not possible, teleconference or electronic mail voting is allowed if all absent members are notified with the opportunity to participate.

Section 6 – Indemnification of Trustees and Officers. The Society shall, to the extent legally permissible, defend, indemnify, and hold harmless each person who may serve or who has served at any time as an officer, Trustee, managing director, or employee of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Society or in which he or she acted illegally or with gross negligence; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Society and the indemnified officers, Trustees, managing Director and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, Trustee, managing Director, or employee under this Article shall apply to such officer, Trustee, managing Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article IV – Officers

Section 1 – Titles and Qualification. The officers shall consist of a president, vice-president, secretary and treasurer. Additional vice-presidents may be elected if deemed necessary. The president may not hold any other office. One individual may hold any two of the remaining three (3) offices. The president and vice-president(s) must be elected Board members. The secretary and treasurer positions may be elected from the general membership.

Section 2 – Election and Terms. The officers are elected by the Board at the first meeting held after the annual meeting, usually held immediately following the annual meeting. They are elected for a term of one (1) year and serve until the close of the meeting where their successors are elected. A president or vice-president who has served for five (5) consecutive terms (years) may not be elected to the same office unless a period of one (1) year has elapsed from the end of his or her fifth year.

Section 3 – Specific Duties of Officers and Managing Director.

President. The president shall perform all acts and duties usually performed by an executive officer, and shall:

- a) Preside over all meeting of the Board of Trustees and of the membership
- b) Call special meetings of the Board of Trustees or of the membership
- c) Sign such documents, contracts and papers as may be appropriate with authority granted by the Board of Trustees
- d) Serve as ex-officio member of all committees
- e) Appoint ad hoc committees

Vice-President. The vice-president shall act as president in the president's absence and shall perform other duties as prescribed by the Board.

Secretary. The secretary shall:

- a) Keep, or cause to be kept, minutes of all meetings of the Board and of the membership and report on such minutes as necessary
- b) Maintain all official files and records of the Society other than financial
- c) Sign documents and correspondence as appropriate
- d) Record, or cause to be recorded, the annual dues collected and oversee the maintenance of the Membership roster

Treasurer. The treasurer shall:

- a) Be responsible for all financial records of the Society
- b) Account for all income and expenditures
- c) Report the financial condition of the Society to the membership and Board at all meetings
- d) Deposit, or cause to be deposited, all monies collected in a reliable bank in the name of the Society
- e) Pay, or cause to be paid, all valid expenses of the Society by issuing a check or authorizing electronic drafts
- f) Be responsible for the preparation, or ensuring a qualifying entity prepares, and filing of all tax returns
- g) Prepare and submit to the Board complete financial statements as of the close of the fiscal year

Managing Director. The Board of Trustees may hire a managing Director. If compensated, he or she shall not be a member of the Board of Trustees nor an officer. The managing director shall:

- a) Be responsible for the day to day operations of the museums and other properties
- b) Carry-out such other duties as directed by the Board of Trustees
- c) Be responsible for the filing of all state and federal licenses

Article V – Miscellaneous

Section 1 – Fiscal Year. The fiscal year of the Society shall begin November 1 and end October 31.

Section 2 – Amendment of Bylaws. These Bylaws may be amended by a two-thirds (2/3) vote of members present or voting by proxy at any regular meeting or special meeting of the membership called for the purpose, provided the amendment is submitted by electronic mail to

the membership fifteen (15) days prior to the meeting. The prohibition against voting by proxy is waived for the purpose of this section only.

Section 3 – Dues. Membership dues shall be established and announced by the Board of Trustees and shall be for the calendar year. The Board shall establish Dues categories, including but not limited to: Student/Senior; Individual; Couples; Family; Sustaining; Benefactor; Corporate. Other categories may be established at the discretion of the Board.

Section 4 – Committees. The Board may establish and disband committees as needed to support the work of the Society.

Section 5 – Termination and Dissolution. In the event the Society shall be unable to maintain its facilities or to sustain its activities the Board may vote to dissolve the organization. Upon such vote or upon involuntary dissolution, the Board shall satisfy all liabilities and obligations with all remaining assets distributed jointly to Peaine Township and St. James Township.