

BY-LAWS OF THE LAPEER COUNTY HISTORICAL SOCIETY

Revised May 2021 at the Annual Membership Meeting

ARTICLE I: DESCRIPTION

1.1 Name: The name of the corporation is the Lapeer County Historical Society.

1.2 Place of Business: The Corporation shall have its principal place of business at the Lapeer County Historical Society Museum, 518 W. Nepeessing St., Lapeer, Michigan.

1.3 Purposes: The purposes for which the corporation is organized are as follows:

A. To bring together those people interested in history, and especially in the history of Lapeer, County, since understanding the history of our community is basic to our democratic way of life, gives us a better understanding of our state and nation, and promotes a better appreciation of our American heritage.

B. To acquire, own, dispose of, and deal with real and personal property and interests therein and to apply gifts, grants, bequests, and devices, and the proceeds thereof in furtherance of the purposes of the corporation.

C. To discover and collect any material which may help to establish or illustrate the history of this area; its exploration, settlement, development, and activities in peace and in war; its progress in population, wealth, education, arts, science, agriculture, manufactures, trade and transportation.

D. To provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it, to cooperate with officials in insuring the preservation and accessibility of the records and archives of the county and of buildings, monuments and markers.

E. To disseminate historical information and arouse interest in the past by publishing historical material in the newspapers and otherwise; by holding meetings, addresses, lectures, papers, and discussion; by marking historic buildings, sites and trails; and by using the media of radio and television to awaken public interest.

F. To cooperate with the State Historical Society and other historical societies to collect and preserve those materials of historical significance so the materials can be made available to students and scholars.

G. To receive and administer funds and to operate exclusively for charitable, literary or educational purposes within the meaning of Section 501(c)(3) of the current Internal Revenue Code, or comparable provisions of subsequent

legislation (the “Code”) and to give funds and property, from time to time, to other organizations to be used (or held for use) directly in carrying out one or more such purposes.

H. To do such things and to perform such acts to accomplish its purpose as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code, with all the powers conferred on nonprofit corporations under the laws of the State of Michigan.

1.4 Nonprofit Operation: The Corporation shall be operated exclusively for charitable, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as a nonprofit corporation. No director or member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, member, officer, or any private individual. No substantial part of the activities of the corporation shall consist of carrying propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II: MEMBERSHIP

2.1 Membership Classification: The Members of the corporation shall be of four (4) classes:

- A. Individual active members – Any person interested in the purposes of the society shall be eligible.
- B. Sustaining members(s) – A person, group or firm offering special support to the objectives of the society shall be eligible.
- C. Honorary members – Honorary membership may be conferred upon any person whose activities have contributed to the objectives of the society. Honorary members shall be selected by the three-fourths vote of the members present at any annual meeting upon nomination by the Board of Directors.
- D. Life members – Individuals or couples

2.2 Membership Admission, Retention and Expulsion: The Board of Directors may, from time to time, adopt reasonable rules for admission, retention and expulsion of members. Such rules shall be consistent with the purposes of the corporation, and the

other provisions of these by-laws, and with the articles of incorporation and shall be equally enforced as to all members.

2.3 Nondiscrimination: Discrimination in membership with respect to race, color, religion, sex (INCLUDING pregnancy, sexual orientation, or gender identity), national origin, disability, age (40 or older), and genetic information (including family medical history) is illegal and will not be tolerated.

2.4 Membership Dues: Membership dues shall be established from time to time by the Board of Directors. Annual membership dues shall be paid by March 31st of each year.

ARTICLE III: BOARD OF DIRECTORS

3.1 Board of Directors: The business and affairs of the corporation shall be managed by a Board of Directors who shall be volunteers. The Board of Directors is the governing body of the corporation. A "Volunteer Director" means a director who does not receive anything of more than nominal value from the corporation for serving as a director other than reimbursement for actual, reasonable, and necessary expenses incurred by a director in his or her capacity as a director. MCL 450.2110(2); MSA 21.197(110)(2). The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least quarterly.

3.2 Number and Selection of Directors: The Board of Directors shall consist of not less than nine (9) or more than twelve (12) persons, as the membership shall from time to time determine Directors, (other than those at large, as defined in 3.25) shall serve for a three (3) year term. Directors shall be eligible for reelection.

3.25 Directors at Large: There shall be two (2) at large directors nominated by organized not for profit historical societies throughout the county. The election shall take place at the annual meeting of the Lapeer County Historical Society and the length of term shall be for two (2) years. Directors at large shall be elected by the general membership.

3.3 Removal: Any director may be removed from office with or without cause at any annual or special meeting of the members by the affirmative vote of a majority of the members present.

3.4 Vacancies: Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining directors, which may be less than a quorum of the Board of Directors. A director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of the membership. At such annual meeting, the members shall elect a person to the Board of Directors who shall serve the remaining portion of the term.

3.5 Powers of the Board of Directors: The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Internal Revenue Code not inconsistent with these By-Laws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon Boards of Directors of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

3.6 Compensation: Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in Section 5.1 nor shall it prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of his or her duties as director or from reimbursing any director for expenses actually and necessarily incurred in the performance of his or her duties as a director.

3.7 Execution of Conveyances, Mortgages, and Contracts: The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the Chairman, the President or any Vice President and the Corresponding Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation.

ARTICLE IV: OFFICERS

4.1 Officers: The officers shall be a President, a Vice President, a Secretary and a Treasurer.

4.2 Election and Term of Office: All officers shall be elected for a term of three (3) years (or until their successors have been elected) by the membership at the annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these By-Laws to be executed, acknowledged or verified by two (2) or more officers.

.3 Removal: Any officer may be removed by the vote of a majority of the membership at any regular or special meeting of the membership.

4.4 Vacancies: In the event of the death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

4.5 President: The President, who shall be a member of the Board of Directors, shall be the chief executive and operating officer of the corporation and shall preside at all meetings of the members and Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall have the general powers of supervision and management usually vested in the chief executive officer of the corporation. The President shall be responsible that all official documents are on the file at the registered address of the organization.

4.6 Vice President: The Vice President shall perform the duties of the President in the President's absence.

4.7 Secretary: The Secretary shall: send all required notices of meetings of the Board of Directors; receive and attend to all correspondence of the Board of Directors; maintain the Societies website and social media; and shall perform such duties as usually pertain to the office, or as shall be determined from time to time by the Board of Directors. The Secretary shall record and prepare minutes of all membership and Board meetings.

4.8 Treasurer: The Treasurer shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

ARTICLE V: MEETINGS

5.1 Notice of Meetings of Members: Except as otherwise provided by statute, written notice of the time, place and purposes of each meeting of the members of the corporation shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member, either personally or by mailing such notice to each member at the address designated by the member for such purpose or, if none is designated, at the member's last known address. No notice need be given of an adjourned meeting of the members provided the time and place to which such meeting is adjourned are announced at the meeting which the adjournment is taken. At an

adjourned meeting, only such business may be transacted as might have been transacted at the original meeting.

5.2 Waiver of Notice of Meetings: Notice of any annual or special meeting of the members of the corporation may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting.

5.3 Regular and Special Meetings: Regular meetings of the Board of Directors shall be held on the third Thursday of each month, or at such time and place as the directors may from time to time determine, at a prior meeting, or as shall be directed or approved by the vote or written consent of all the directors. Special meetings of the Board may be called by the President or the Secretary, and shall be called to order by the President or the Secretary upon the written request of any two (2) directors.

5.4 Annual Meeting: The Annual Meeting of the Members of the corporation for election of directors and for such other business as may come before the meeting shall be held on such date and hour in the month of May as shall have been determined by the Board of Directors, and stated in the notice of the meeting. If for any reason the annual meeting is not held in May of any year, any business which could have been conducted at any annual meeting may be conducted at any subsequent special meeting or annual meeting or by consent resolution.

5.5 Special Meetings: Special meetings of the members of the corporation may be called by the Board of Directors or the President and shall be called by the President or the Secretary at the written request of any ten (10) members of the corporation. No business may be transacted at a special meeting except the business specified in the notice of the meeting.

5.6 Place of Meetings: Annual and special meetings of the members shall be held at such places as shall be determined by the Board of Directors and stated in the notice of the meeting.

5.7 Notice of Meetings of the Board of Directors: Written notice of the time and place of all meetings of the Board shall be given to each director at least three (3) days before the date of the meeting, either personally or by mailing such notice to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

5.8 Action without a Meeting: Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to

vote thereon consent in writing. Said written consents shall be filled with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

5.9 Quorum and Voting Requirements: For regular meetings, not less than five (5) board members present in person or by proxy shall constitute a quorum for the regular transaction of business. Not less than ten (10) of the members of the corporation, present in person or by proxy, shall constitute a quorum for the transaction of business at an annual or special meeting of the members. A meeting may be adjourned without a quorum of members being present.

5.10 Meeting and Voting Accommodations in the Event of Emergency: In an event such as a national crisis in which the board may not meet in person, trustees may vote by proxy. In the event that an Annual Membership Meeting cannot be held, members may vote by proxy or the board members may be carried over until the next assembly of the membership.

ARTICLE VI: INDEMNIFICATION

6.1 Indemnification: Each person who is or was a director, member, officer or member of a committee of the corporation and each person who serves or has served at the request of the corporation as a director, officer, employee or agent of the corporation shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

ARTICLE VII: MISCELLANEOUS

7.1 Committees: The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees.

7.2 Amendments: These By-Laws may be amended at any annual, regular or special meeting of the membership, provided that a notice of setting forth the amendment or a summary of the changes to be affected thereby is given to each member entitled to vote thereon in the manner and within the time provided in these By-Laws for notice of the meeting. No amendment inconsistent with Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

7.3 Implementation and Repeal of Previous By-Laws and Constitution: These revised By-Laws shall be implemented upon their adoption, and all previous By-Laws and Constitutions, amended, are hereby repealed.

7.4 Effective Date: These revised By-Laws shall become effective upon the date and time of their adoption.

7.5 Adoption: These By-Laws were: adopted on October 13, 1992 at a special membership meeting held at the Commissioner’s Room in the Lapeer County Complex Building, 255 Clay Street, Lapeer, Michigan; amended on May 2, 2002 at a regular membership meeting held at the Lapeer Center Building, 425 County Center Street, Lapeer, Michigan; amended May 19, 2005 at a regular membership meeting held at the Lapeer Center, 425 County Center Street, Lapeer, Michigan; amended May 21, 2021 at the Annual Members Meeting in the Lincoln Room at the Lapeer Center, 425 County Center St., Lapeer, Michigan.

DAN GERLACH
PRESIDENT

GRAI JOSEPH
SECRETARY