

Traverse Area Historical Society Bylaws

The Traverse Area Historical Society Bylaws

Article 1 Name and Office

Section 1. Name

The name of the organization is the Traverse Area Historical Society.

Section 2. Principal Office

The principal office of the Traverse Area Historical Society (hereinafter TAHS) shall be located in Grand Traverse County, State of Michigan as the board of directors may determine.

Article 2 Nonprofit Purposes

Section 1. IRS Section 501(c) (3) Purposes

The TAHS is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The mission of the Society is to preserve, protect, and present the history of the Grand Traverse Region.

Article 3 Tax Exemption Provisions

Section 1. Limitations on Activities

1. The TAHS shall only engage in political activities allowed under Section 501(c)(3) of the Internal Revenue Code.

2. The TAHS will only engage in other activities as permitted under Section 501(c)(3) of the Internal Revenue Code or permitted to an entity which receives contributions that are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition of Private Inurement

No part of the net earnings of the TAHS shall inure to the benefit of, or be distributable to its members, directors or trustees, officers, or other private persons, except that the TAHS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the TAHS.

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Section 3. Distribution of Assets

1. Upon the termination, dissolution or winding up of the TAHS, the TAHS shall, after paying or making provision for the payment of all liabilities of the TAHS, distribute all assets of the TAHS to a qualified local organization designated by the board.

2 Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Michigan.

Section 4. Conflict of Interest Policy.

The TAHS shall, at all times, maintain a written Conflict of Interest Policy. The current Conflict of Interest Policy of the TAHS shall be attached to these Bylaws as Exhibit A.

Article 4 Directors

Section 1. Number

The TAHS shall have no less than seven (7) nor more than thirteen (13) directors and collectively they shall be known as the board of directors (the "board").

Section 2. Qualifications

Any member of the TAHS in good standing may serve as a director. Directors shall be at least eighteen (18) years of age.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the TAHS's articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members of the TAHS, the activities and affairs of the TAHS shall be conducted and all corporate powers shall be exercised by or under the direction of the board. In the interim between board meetings, the executive committee of the board shall be authorized to act on behalf of the board provided said action is not inconsistent with board bylaws or prior resolution of the board. Actions of the executive committee shall be reported regularly and promptly to the board as a whole by postal mail or e-mail.

Section 4. The Board as a Whole

1. The board shall be responsible for the supervision of all activities, operations, and properties of TAHS.

2. The board shall have specific responsibility and authority to employ an executive director necessary to operate and maintain TAHS; to prepare the necessary job descriptions for the executive director and evaluate the performance of the executive director at least annually; to prepare, in consultation with the executive director, an annual budget; to supervise the investment of funds; to enter into contracts on behalf of TAHS; to pay obligations when due, and purchase and maintain insurance on behalf of any agent of the TAHS.

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3. The board shall establish and maintain a written policy file for the TAHS.
4. The annual budget shall be prepared prior to the annual meeting of the membership and shall be submitted to the board as a whole before the annual meeting in October. Copies of the proposed budget shall be made available to the members at the annual meeting. The final annual budget shall be approved by the board following the annual meeting.
5. Money expended by the board should not exceed the limits provided for in the budget except that the board may adjust the budget by a vote of two-thirds of a quorum of the board at any regular or special meeting of the board called after the requisite notice.
6. The board shall have the authority to act on behalf of the TAHS only while sitting as a board in an official meeting. No member of the board shall have the authority to act in the name of the board or the TAHS outside of board meetings unless authorized to do so by the vote of the board except as otherwise provided for in these bylaws.

Section 5. Election and Term of Office

1. Each director shall hold office for a period of three (3) years and/or until his or her successor is qualified and is elected.
2. The directors of the TAHS shall be elected by the membership at the annual meeting. Each director shall be elected to serve for three (3) years.
3. Voting for the election of directors shall be by written ballot or by electronic or postal transmission to the secretary of the board.
4. Each membership category is a voting unit (i.e., Annual or life membership = 1 voting unit)
5. Each membership category may vote for as many candidates as the number of candidates indicated on the ballot to be elected to the board for the coming year.
6. The candidates receiving the highest number of votes (up to the number of directors to be elected that year) shall be elected to serve on the board.

Section 6. Compensation of the Board

Directors, including officers, shall serve without compensation but shall be allowed reasonable advancement or reimbursement of personal expenses incurred in the performance of their duties.

Section 7. Place of Meetings of the Board

Meetings shall be held at the principal office of TAHS unless otherwise provided by the board or at such other place as may be designated by resolution of the board.

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Section 8. Regular Meetings of the Board

The board shall hold regular monthly meetings.

Section 9. Special Meetings of the Board

Special meetings of the board may be called by the president, the vice president, the secretary, or by any two directors. Such meetings shall be held at the principal office of the TAHS or, if different, at the place designated by the person or persons calling the special meeting. No other official business shall be transacted except that business stated in the call. Directors will be notified by electronic means.

Section 10. Notice of Meetings of the Board

1. Unless otherwise provided by the articles of incorporation, these bylaws or provisions of law, the following provisions shall govern the giving of notice for meetings of the board

2 Regular Meetings & Special Meetings. The board will place the agenda of its meetings on the TAHS website when it is distributed to board members. The approved minutes of the meetings will be placed on the TAHS website.

Section 11. Quorum for Meetings

1. A quorum shall consist of a majority of the board members.

2. Except as otherwise provided under the TAHS's articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board, unless the TAHS's 's articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Conduct of Meetings

1. Meetings of the board shall be presided over by a board officer in the following order based on availability: the president, vice president, secretary, and treasurer. The secretary of the TAHS shall act as secretary of all meetings of the board; in the case the secretary is the presiding officer, the secretary shall appoint another person to act as secretary of the meeting. The board may meet in person, by telephone or by internet on any combination of the same.

2 Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the TAHS's articles of incorporation, these bylaws or with provisions of law.

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Section 14. Vacancies

1. Vacancies on the board shall exist on the death, resignation, or removal of any director.
- 2 Any director may resign effective upon giving written notice to the president, the secretary, or the board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the TAHS would then be left without three (3) duly elected directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.
- 3 . Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.
- 4 Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board or until his or her death, resignation, or removal from office.

Section 15. Meeting by Telephone or Similar Equipment.

A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 16. Action by Electronic Consent.

Any action required or permitted to be taken at a meeting of the board may be taken without a meeting if, either before or after the action is taken, a majority of the directors consent thereto in writing or by electronic transmission. The consents shall be filed with the minutes of the proceedings of the board.

Article 5 Officers and Executive Director

Section 1. Designation of Officers

The board shall elect from the membership of the board the following officers: a president, a vice president, a secretary, and a treasurer. TAHS may also have one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board. The officers of TAHS shall be elected at the first meeting of the new board following the annual meeting of the membership of TAHS.

Section 2. Qualifications

Any TAHS member who has been appointed or elected to the board and is in good standing may serve as an officer of TAHS.

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Section 3. Term of Office.

All officers shall hold office for one (1) year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

1. Any officer may be removed, either with or without cause, by the board, at any time.
2. Any officer may resign at any time by giving written notice to the president or secretary of the TAHS.
3. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

1. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board.

Section 6. The President

The president shall chair all meetings of the board and the general membership.

1. The president shall prepare a written agenda for each membership and board meeting.
2. The president shall perform all duties incident to his/her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board.
3. Except as otherwise expressly provided by law, by TAHS's articles of incorporation, or by these bylaws, the president shall in the name of TAHS, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board.

Section 7. Vice President

The vice president shall assume the duties of the president in his/her absence; succeed to the office of president if that office is vacated during his/her term; and perform such other duties as the board may direct.

Section 8. Secretary

The secretary shall keep a record of the proceedings of TAHS at all board meetings, and shall:

1. Collect ballots of board elections and notify officers and committee members of their election or appointment.
2. Maintain TAHS's bylaws, special rules of order, standing rules, and minutes with any amendments to these documents.
3. Assist the president as needed prior to each meeting in the preparation of the agenda.

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4. Provide the board an electronic a copy of the minutes of the previous board meeting at least one week prior to the date of the next meeting.
5. Conduct the general correspondence of TAHS which the board has not otherwise expressly delegated to another officer, director, committee, or committee member.
6. In the absence of the president and the vice president shall preside over the meeting and appoint a secretary pro tern for the meeting.
7. Publish the approved board meeting minutes and annual membership meeting minutes via the TAHS's website.
8. Perform or delegate to a member in good standing such other duties as the board may direct.

Section 9. Treasurer

The treasurer shall keep an accurate record of all money received and disbursed and expend no money belonging to the TAHS except as part of the board approved budget or by the direction of the board, and shall:

1. Provide the board and membership with a monthly written report which accurately reflects the current financial condition of the TAHS.
2. Be responsible for the investment of all the TAHS funds subject to the approval and direction of the board and to the special limitations of trusts, endowments, and similar agreements.
3. Preside over board meetings in those cases where the other officers are not present.

Article 6 Committees

Section 1. Standing and Temporary Committees

The board may appoint from time to time standing or temporary committees for the functioning of the board. Each committee will consist of at least one (1) board member who shall serve as chairperson. These committees which may consist of persons who are not also members of the board, shall act in an advisory capacity to the board.

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Such committees may be vested with only such powers as the board may determine by resolution passed by a majority of a quorum of the full board. Such committees shall make their recommendations for action to the board for approval.

Section 2. Committee Procedure

All committees, and each member thereof, shall serve at the pleasure of the board. The board shall, have the power at any time to increase or decrease the number of members of any such committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence thereof. The board may, designate one or more directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. Regular or special meetings of any such committee may be held in like manner as provided in these bylaws for regular or special meetings of the board, and a majority of any such committee shall constitute a quorum at any such meeting.

Article 7 Indemnification.

Section 1. Indemnification.

The Society shall, to the fullest extent now or hereafter permitted by law, indemnify any director or officer of the TAHS (and, to the extent provided in a resolution of the board or by contract, may indemnify any director or non-director volunteer, officer, employee or agent of the TAHS) who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a director, officer, non-director volunteer, employee or agent of the TAHS, or is or was serving at the request of the TAHS as a director, officer, non-director volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees (which expenses may be paid by the TAHS in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of TAHS, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a director or officer of TAHS and, to the extent provided in a resolution of the board or in any contract between TAHS and such person, may continue as to the person who has ceased to be a non-director volunteer, employee, or agent of TAHS. Any indemnification of a person who was entitled to indemnification after such person ceased to be a director, officer, non-director volunteer, employee, or agent of TAHS shall continue to inure to the benefit of that person and to the benefit of the heirs and personal representatives of such person.

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Section 2. Determination.

The determination as to whether a director, officer, employee, or agent is entitled to indemnification as provided for in Section 1 hereinabove shall be made in any of the following ways:

1. By the board, by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding.
2. If the quorum described in subdivision (1) is not obtainable, by majority vote of a committee designated by the board, in which board directors who are parties may participate, consisting solely of two or more directors not parties to the action or proceeding.
3. By independent legal counsel in a written opinion.

Article 8 Members

Section 1. Determination and Rights of Members

No member shall hold more than one membership in the TAHS. Except as expressly provided in or authorized by the TAHS's articles of incorporation, the bylaws of the TAHS, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions. Membership shall include all persons or organizations interested in historical research and preservation that contribute annual dues or have purchased a lifetime membership to this organization. Such members shall receive notice of and may attend the annual and special meetings of the members of the TAHS and shall be entitled to vote at such meetings in person or by proxy.

Section 2. Membership Dues, Classes of Membership and Benefits of Membership

1. The dues, classes of membership and benefits of membership shall be reviewed at least annually by a board committee responsible for membership.
2. Any changes in dues, classes of membership and benefits of membership shall be made by the board based upon consideration of a recommendation from the board committee responsible for memberships.

Section 3. Number of Members

There is no limit on the number of members the TAHS may admit.

Section 4. Membership Records

1. The TAHS shall keep membership records containing the name and address of each member.
2. Termination of the membership of any member shall be recorded in the membership records, together with the date of termination of such membership

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Section 5. Non-Liability of Members

A member of the TAHS is not, as such, personally liable for the debts, liabilities, or obligations of the TAHS.

Section 6. Non-transferability of Memberships

1. No member may transfer a membership or any right arising therefrom
2. All rights of membership cease upon the member's death.

Section 7. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. If TAHS has provided for the payment of dues by members, upon failure to renew his/her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after written notification of delinquency is mailed to such member by the membership committee chair of the TAHS. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
2. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the TAHS, the board shall terminate the said person's membership effective immediately.
3. All rights of a member in the TAHS shall cease on termination of membership as herein provided.

Article 9

Meetings of Members

Section 1. Place of Meetings.

Meetings of members shall be held at the principal office of TAHS or at such other place or places as may be designated by resolution of the board.

Section 2. Regular Meetings.

1. Regular meetings of the members shall be held in tandem with society program meetings on dates designated by the board.

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Section 3. Annual Meeting.

1. The annual meeting of the members to elect directors, to receive the annual report of the directors and other reports, and for the transaction of other business, shall be held each year in the month of October.

2. Written notice thereof, signed by the secretary, shall be sent to each member not less than ten (10) nor more than thirty (30) days before the meeting, directed to each member at the address as it appears on the books and records of the organization. The notice will be sent to the email address of the member and will be sent to a postal address only if an email address is unavailable.

3. The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Section 4. Special Meetings of Members.

Special meetings of the members shall be called by the board, the president of the TAHS or by the persons specifically authorized under the laws of this state to call special meetings of the members.

1. Unless otherwise provided by the TAHS's articles of incorporation, these bylaws, or provision of law, notice stating the place, day and hour of the meeting and in the case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting either personally or by mail, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears in the records of the TAHS, with postage prepaid. Personal notification includes notification by telephone or by any other electronic messaging system.

2. Such notice shall state the purpose for which the meeting is called and the time when and the place where it is to be held. Such notice may be given by mail or by electronic transmission.

Section 5. Quorum for Meetings.

A quorum shall consist of twelve members in good standing in attendance in person or virtually. A quorum of the board of directors is also necessary. Member and board member proxies may be counted towards the quorum.

Except as otherwise provided under the TAHS articles of incorporation, these bylaws, or provision of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

Section 6. Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws or provisions of law require a greater number,

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Section 7. Voting Right

1. Each member is entitled to one vote on each matter submitted to a vote by the members.

2. Members may vote in person or virtually, by proxy or by electronic transmission as provided by law.

Section 8. Conduct of Meetings.

1. Meetings of the members shall be presided over by a board officer in the following order based on availability: the president, vice president, secretary, and treasurer. The secretary of the TAHS shall act as secretary of all meetings of the board; in the case the secretary is the presiding officer, the secretary shall appoint another person to act as secretary of the meeting. Board may meet in person, by telephone or by internet on any combination of the same.

2. Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles on incorporation of the TAHS, these bylaws or with provisions of law.

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Article 10

Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

1. The board, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the TAHS to enter into any contract or execute and deliver any instrument, including promissory notes, in the name of and on behalf of the TAHS, and such authority may be general or confined to specific instances.

2. Unless so authorized by the board, no officer, agent, or employee shall have any power or authority to bind TAHS by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the TAHS shall be signed by the treasurer and to the extent the amount exceeds \$2,000.00, then also by the president of the TAHS.

Section 3. Deposit

All funds of TAHS shall be deposited promptly to the credit of TAHS in such banks, trust companies, or other depositories as the board may select.

Section 4. Gifts

The board may accept on behalf of the TAHS any contribution, gift, bequest, or device for the nonprofit purposes of the TAHS.

Section 5. Petertyl Fund.

1. The monies received from Julius Petertyl, and any replacements thereof, shall be maintained in a separate account for use in the preservation of history, exclusively for the support of educational internships, scholarships for students of history, archival research and collection methods, and local history publications.
1. Expenditures of any monies from the Petertyl Fund requires a minimum of two-thirds majority of the full board.

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Article 11

Corporate Records, Reports, and Inspection Rights Section

Maintenance of the TAHS Records.

The TAHS shall keep:

1. Minutes of all meetings of directors, indicating the time and place of holding such meetings, whether regular or special, how called, and the names of those present and the proceedings thereof.
2. Records of account, including required tax records, accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses for seven years.
3. A record of its members indicating their names and addresses, and the class of membership held by each member and the termination date of any membership for three years.
4. A copy of the TAHS's bylaws as amended to date on the TAHS website for review. Board members, committee chairpersons, and employees shall turn over all official records and other the TAHS property to the secretary upon leaving their position.

Section 2. Inspection of Records.

Every director, member and any other person shall have the right to inspect the records of the TAHS as authorized or required by law at prearranged reasonable times.

Article 12

Amendment of Bylaws

Section 1. Requirements to Amend.

These bylaws may be amended at any special or annual meeting of the members by a vote of two-thirds of the members present and qualified to vote.

Section 2. Introduction of Proposed Amendments.

The proposed amendment(s) shall be submitted in writing to the secretary and presented to the TAHS at the next regular board meeting. Absent members shall be notified that copies of the proposed amendment(s) are available.

Section 3. Distribution of Copies.

Copies of the revised bylaws shall be distributed to the membership as soon as practicable upon request and will be posted on the TAHS website after its adoption.

Section 4. Effective Date.

These revised bylaws shall become effective immediately upon adoption by the membership of the TAHS.

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Article 13 Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of TAHS, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to TAHS's articles of incorporation shall refer to the founding document(s) of TAHS filed with an office of the State of Michigan and used to establish the legal existence of TAHS.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of any future federal tax code.

These bylaws supersede and revoke any prior bylaws.

Revision Dates: October 14, 2010, October 15, 2012, October 25, 2015, August 16, 2016, October 15, 2017, and October 16, 2022.