

# Washtenaw County Historical Society **By-Laws Index**

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# WASHTENAW COUNTY HISTORICAL SOCIETY BY-LAWS

## ARTICLE I - ORGANIZATION AND PURPOSE

- NAME 1.1 The name of the corporation is Washtenaw County Historical Society, hereafter sometimes called the "Society."
- MISSION 1.2 The mission of the corporation is as follows:  
1.2.1 To collect, preserve and exhibit historical items from Washtenaw County.  
1.2.2 To interest and enlighten the public.  
1.2.3 To teach, especially our youth, the facts, values and the uses of Washtenaw County history through exhibits in museums and classrooms, classes, tours to historical places, and other educational activities.  
1.2.4 To establish, maintain and operate a museum.  
1.2.5 To recognize milestones in Washtenaw County history.  
1.2.6 To support the activities of other historical organizations with similar objectives.  
1.2.7 To publish a periodic newsletter for its members.
- ORIGIN 1.3 The Society was founded as "The Washtenaw Historical Society" on December 17, 1857. It became inactive during the Civil War and was reactivated in 1873 as the Washtenaw County Pioneer Society. It was incorporated in 1876 with the State of Michigan which incorporation expired in 1906. The Society was reorganized in 1929 and reincorporated on June 15, 1955, as the "Washtenaw County Historical Society." In 1985, the Society was reincorporated as a non-profit corporation with a perpetual term.
- TAX EXEMPTION 1.4 In September, 1942, the corporation was determined by the Internal Revenue Service to be a public charity and exempt from income taxes pursuant to Section 501c(3) of the Internal Revenue Code. The corporation is further registered with the Charitable Trusts Division of the Michigan Attorney General and is authorized to solicit contributions from the public.
- OFFICE 1.5 The principal office of the corporation is located at 500 North Main Street, Ann Arbor, Michigan, and its mailing address is P.O. Box 3336, Ann Arbor, Michigan 48106-3336.
- FISCAL YEAR 1.6 The fiscal year of the corporation shall be the calendar year ending on December 31.

## ARTICLE II – MEMBERS

- MEMBERSHIP 2.1 Members of the Society are those persons who have paid their annual dues as determined by the Board of Directors, or have a life membership having paid the amount therefor as also determined by the Board of Directors.
- BENEFITS 2.2 Members of the Society shall be entitled to receive issues of the Society newsletter, attend the annual membership information meeting, attend lectures, tours and other special events sponsored by the Society, and have such other privileges as determined by the Board of Directors from time to time.
- NON-VOTING 2.3 Members shall not have the right to vote for Directors or officers or participate in the governance of the Society. They may, however, if qualified, be nominated and elected to serve on the Board of Directors and Committees of the Society.

## ARTICLE III – GOVERNANCE

- DIRECTORSHIP 3.1 As permitted by the Michigan Non-Profit Corporation Act, and as provided in the corporation’s Articles of Incorporation, this corporation shall be a Directorship Corporation.
- MANAGEMENT 3.2 The business and property of the corporation shall be owned, managed and controlled by its elected Board of Directors, in its fiduciary capacity, which for all purposes shall be considered its Executive Board.
- POLICIES 3.3 At its discretion, except as hereafter provided, the Board of Directors shall periodically adopt policies to guide the governance of the corporation. All such policies shall be reviewed at least every three (3) years and readopted as is, repealed, or readopted with amendments, as deemed appropriate.
- 3.3.1. As a minimum, the corporation shall adopt and maintain a Financial Management Policy, an Endowment Management Policy, a Museum Usage Policy, an Artifact Collections Policy, a Non-Discrimination Policy, a Records Retention Policy and a Disaster Response Policy.
- 3.3.2. The Corporation shall maintain an indexed volumn/manual containing copies of these By-Laws, any amendments thereto, and all adopted and readopted policies indicating their dates of adoption.
- 3.3.3. All members of the Board of Directors shall be provided individual copies of the policy manual.
- MEMBERSHIP CLASSES 3.4 The Board of Directors shall from time to time establish classes of membership in the Society and the amount of dues to be paid for membership in each class.

## **ARTICLE IV – BOARD OF DIRECTORS**

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|--------------------------------------------------|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| BOARD OF DIRECTORS                               | 4.1 | The Board of Directors shall consist of fifteen (15) members. Except for Directors elected to fill unexpired terms, each Director shall serve for a full term of three (3) years, with an equal number of terms, as much as possible, expiring at each annual election meeting. All Directors shall be elected by a majority of the Board of Directors physically present at any meeting at which an election takes place. Vacated positions on the Board of Directors shall be filled by election by the Board of Directors when needed, as hereafter provided. All full terms shall commence and end at the appropriate annual election meeting. |
| ANNUAL ELECTION MEETING                          | 4.2 | The Board of Directors shall hold an annual election meeting at its principal offices in June of each year for the purpose of electing persons to fill positions on the Board of Directors resulting from expiring terms, or to fill the remainder of unexpired terms vacated during the previous year.                                                                                                                                                                                                                                                                                                                                            |
| NOTICE OF ANNUAL MEETING                         | 4.3 | Written notice of the time and date of the annual election meeting, together with the names of the nominees for Board membership, shall be given to each sitting Board Member at least two (2) weeks prior to the meeting by first-class mail or by electronic e-mail.                                                                                                                                                                                                                                                                                                                                                                             |
| BOARD VACANCIES                                  | 4.4 | Vacancies on the Board of Directors, whether by resignation, death or removal, may be filled at any Board of Directors' meeting by the affirmative vote of a majority of the remaining Directors in attendance. Such appointed Director shall serve until the next annual election meeting or until the election and qualification of a successor.                                                                                                                                                                                                                                                                                                 |
| NOMINATING COMMITTEE                             | 4.5 | In a timely manner, the President shall appoint a nominating committee consisting at least three (3) members of the Board of Directors. The nominating committee shall investigate, interview and place into nomination for Board consideration the names of persons it believes qualified to fill expiring terms or vacancies on the Board of Directors whether for the annual election meeting or at any other Board of Directors election meeting.                                                                                                                                                                                              |
| BOARD NOMINATIONS                                | 4.6 | For the annual election meeting, the nominating committee shall present its nominees to the Board of Directors no later than its May meeting, together with a biographical statement for each nominee to fill a vacancy on the Board of Directors. The Nominating Committee shall present the proposed nominee's name to the Board of Directors at least one month prior to the special election meeting.                                                                                                                                                                                                                                          |
| ELECTION OF OFFICERS; TIME AND PLACE OF MEETINGS | 4.7 | The Board of Directors, after the election of Directors at its annual election meeting, shall organize and elect officers, set the time and place of regular monthly meetings, and, if a quorum be present, conduct such other business of the corporation as shall be required. Officers so elected shall immediately take office and shall serve until the next annual election meeting.                                                                                                                                                                                                                                                         |

NOTICE OF BOARD MEETINGS	4.8	Notice of all Board of Directors meetings, except as herein otherwise provided, shall be given at least two (2) days previous to the day of such meeting by written notice delivered personally, by US first class mail or by electronic email, to each Director at his or her address as shown by the records of the corporation. Such notice may be waived by any Director. Any business to be transacted at any meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.
QUORUM	4.9	At all meetings of the Board of Directors a majority of the elected Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by these By-Laws.
SPECIAL MEETINGS	4.10	Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors.
REMOVAL OF DIRECTORS	4.11	Any Director may be removed from office by the affirmative vote of a majority of the Board of Directors at any meeting held after the affected Director has been given at least a fifteen (15) day prior written notice of such proposed action, by US first class mail. Removal may be made either for misfeasance or malfeasance of office, or for the affected Director's failure to attend any regular or special Board meetings, or committee meetings, for six (6) consecutive months. An affected Director shall be entitled to appear and be heard at the meeting at which such removal is to be considered.
CONTRACTS	4.12	The Board of Directors, except as these By-Laws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, or agent, shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## ARTICLE V – OFFICERS

- STANDING OFFICERS 5.1 The officers of the corporation shall be the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and such other officers as may be determined appropriate and appointed by the Board of Directors, with such powers and duties not inconsistent with these By-Laws.
- DIRECTOR OFFICERS 5.2 All officers shall be elected members of the Board of Directors.
- OFFICER VACANCIES 5.3 In the event any office of the corporation becomes vacant, a majority of the Board of Directors then in office may fill such vacancy, and the officer so appointed shall hold office and serve from the time of appointment until the next annual election meeting, or until resignation or removal.
- PRESIDENT 5.4 The President shall preside at all meetings of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned by the Board of Directors or these By-Laws.
- VICE-PRESIDENT 5.5 At the request of the President, or in the event of his or her absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President; and shall have such other duties as may be assigned by the Board of Directors.
- RECORDING SECRETARY 5.6 The Recording Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. The Recording Secretary shall attend and shall be responsible for the keeping of the minutes of all meetings of the Board of Directors of the corporation. The Recording Secretary may sign with the President or Vice-President, in the name and on behalf of the corporation any contract or agreement authorized by the Board of Directors. The Recording Secretary, or his or her duly appointed agent, shall serve all notices required by these By-Laws, shall in general, perform all the duties incident to the office of Recording Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.
- CORRESPONDING SECRETARY 5.7 The Corresponding Secretary shall:  
5.7.1 Supervise the maintenance of a record of the members of the Society,, their addresses and their class of membership, with the assistance of the Membership Chair.  
  
5.7.2 At the request of the President, answer communications received by the Society, maintain copies of all such correspondence and respond to correspondence when required, in a timely manner.

TREASURER	5.8	<p>The <u>Treasurer</u> shall supervise the custody of all funds, property, and securities of the corporation, subject to such regulations and policies as may be imposed by the Board of Directors. When necessary or proper the Treasurer may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depositories as the Board of Directors may from time to time designate. The Treasurer shall supervise the signing of all receipts and vouchers and, together with such other officer or officers as shall be designated by the Board of Directors, shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the corporation. The Treasurer, or a duly authorized agent, shall enter regularly on the books of the corporation to be kept for such purpose, full and accurate accounts of all moneys and obligations received and paid or incurred for or on account of the corporation, shall monthly present to the Board of Directors a report of the financial activity of the corporation, and shall exhibit such books at all reasonable times to any Director on application at the offices of the corporation. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors. The Treasurer, with the assistance of the Budget and Finance Committee, shall also provide annually a proposed budget for the corporation for review and approval no later than the Board's November meeting.</p> <p>5.8.1. All officers shall be named on the signature card of all bank and depository accounts. All checks or fund withdrawals of the corporation exceeding the amount of one thousand (\$1,000.00) dollars shall be authorized for payment only with the signatures of two officers, excepting regular payroll payments to employees of the corporation. Checks or withdrawals of one thousand (\$1,000.00) or less and payroll payments shall be authorized by the signature of only one(1) officer.</p> <p>5.8.2 The Treasurer shall make monthly reports to the Board of Directors as to the current financial conditions of the corporation, and a yearly financial report at the conclusion of the corporation's fiscal year.</p>
REMOVAL OF OFFICERS	5.9	<p>Any officer may be removed from office by the affirmative vote of a majority of all the members of the Board of Directors at any regular or special meeting called for that purpose.</p>
DIRECTORS NON-COMPENSATION	5.10	<p>Except for Board of Directors approved reimbursement for out-of-pocket expenses incurred for the benefit of the corporation, Directors shall receive no compensation or salary for their services. Nor shall Directors be employed or engaged in any capacity for compensation by the corporation except upon approval without dissent of the Board of Directors.</p>

## ARTICLE VI – EMPLOYEES

### EMPLOYEES

- 6.1 The Board of Directors may, at its discretion, hire an Administrator and such other employees as it determines necessary and proper, and to establish their compensation from time to time and the terms and conditions of employment. All employees shall serve at the will and discretion of the Board of Directors.
- 6.1.1 Administrator  
The Administrator shall be the Society's representative to the greater Washtenaw County community through personal contact and traditional electronic methods. The Administrator shall:  
(1) Assemble, edit and publish at least quarterly the Society's newsletter, the "Impressions."  
(2) Assist in the creation and presentation of periodic exhibits at the Society's "Museum on Main Street," including design, presentation and assembling such exhibits; arranging regular historical programs for Members and providing notices to Members in a timely manner of said programs; arranging programs of historical nature for community students, and generally coordinating the efforts of the Society to accomplish its mission.

## ARTICLE VII – COMMITTEES

### ESTABLISHMENT AND APPOINTMENT

- 7.1 The Board of Directors shall establish such permanent committees as hereafter provided, or such other committees as it shall from time to time determine appropriate for specific purposes. Except as hereafter provided, a committee's members shall be appointed by the President with the approval of the Board of Directors, from year to year. The Board of Directors shall determine the purpose and term of its non-permanent committees, and may terminate the existence of a non-permanent committee when and if it deems appropriate.

### PERMANENT COMMITTEES

- 7.2 The permanent committees of the Society shall be as follows:
- 7.2.1 Budget and Finance Committee. The Budget and Finance Committee shall consist of the Treasurer and two (2) other members of the Board of Directors. The committee shall each year prepare an annual budget for the Society and present a proposed budget for the ensuing fiscal year to the Board of Directors for its consideration and approval no later than the November regular meeting of the Board of Directors. The committee shall also oversee the financial operations of the Society, explain when the current approved budget requires adjustment and propose such budget amendments to the Board of Directors as the committee determines necessary, or as directed by the Board of Directors from time to time.
- 7.2.2 Museum Committee. The Museum Committee shall consist of two (2) or more members of the Board of Directors as determined by the Board of Directors with its Chair appointed by the President. The Museum Committee shall supervise the maintenance and repair of the physical building and grounds of



Any contract, shall be approved by the Board of Directors on recommendation of the committee, or in an emergency, by the President. The committee Chair shall supervise any Society docent or any non-employee independent contractor providing services to the Society's museum property. The Chair shall make regular reports and recommendations regarding the Museum to the Board of Directors.

- 7.2.3 Publication and Promotion Committee. The Publication and Promotion Committee shall consist of the Administrator and at least two (2) members of the Board of Directors, and such Board or non-Board members as determined by the Board of Directors upon recommendation of the Administrator. The Committee shall assist the Administrator in the publication of the "Impressions" newsletter, the promotion of the Society and its mission, and the history of Washtenaw County.
- 7.2.4 Investment Advisory Committee
- (1) Purpose: The Investment Advisory Committee shall monitor the investments of the Society consisting of the Bach Estate Bequest Fund, the Museum Building Endowment Fund and the Argus Endowment Fund. Pursuant to the specific provisions hereafter, the Committee shall also consider and make recommendations to the Board of Directors as to expenditures to be made for each fund.
  - (2) Committee Membership: The Investment Advisory Committee shall consist of five (5) members which shall include the Society President, Treasurer and three (3) members of the Board of Directors nominated by the President and appointed by the Board of Directors.
  - (3) Bach Estate Bequest Fund: This investment account was established in 2001 with AXA Advisors, LLC, with funds received from the bequest from the Estate of Doris Anna Bach, Deceased. The income, and principal when appropriate, are available for use by the Society for such needs as determined by the Board of Directors from time to time.
  - (4) Museum Building Endowment: The Museum Building Endowment Fund consists of designated contributions, earned income and up to five (5%) percent of yearly membership dues, the exact percentage to be determined annually by the Board of Directors.
    - (a) The Board of Directors shall authorize use of accrued income from this endowment only for capital expenditures related to preservation, safety and major maintenance of the "Museum on Main Street" at 500 North Main Street, Ann Arbor, Michigan.
    - (b) Principal of the Museum Building Endowment Fund shall be used only under catastrophic circumstances such as loss or destruction of the Museum Building.
  - (5) The Argus Endowment: The purpose of the Argus Endowment Fund is to provide designated funds for the preservation of the Argus Collection and operation of the Argus Museum.
    - (a) The Argus Endowment Fund shall consist of designated contributions, earned income and up to five (5%) percent of the yearly membership dues, the percentage, if any, to be determined annually by the Board of Directors.
    - (b) Investment income shall be added to principal each year until the Board of Directors, upon recommendation of the Investment Advisory Committee, approves expenditures consistent with the endowment intent.
  - (6) Financial Reports: The Society Treasurer shall make monthly reports to the Board of Directors as to the activity and status of the accounts comprising each of the above accounts.
  - (7) The Investment Advisory Committee shall meet at least once annually, and more often if necessary, and shall elect its Chair and Secretary at least bi-annually.

## **ARTICLE VIII – DISSOLUTION**

### **DISTRIBUTION & DISSOLUTION**

- 8.1 In the event of dissolution of the corporation, all assets, real and personal shall be distributed only to such organizations as are qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Revenue Law, preferably to a non-profit corporation devoted to historical preservation.

## **ARTICLE IX – AMENDMENTS**

### **AMENDMENT**

- 9.1 The Board of Directors may make, alter, amend and repeal the By-Laws of the corporation by affirmative vote of a majority thereof, except as otherwise provided by law. Except for the original adoption of these By-Laws, any proposed amendment, alteration or repeal to or of the By-Laws shall be officially proposed to the Board of Directors for consideration at least one regular meeting prior to final vote thereon.

Approved by Board of Directors  
February 20, 2019