

METAMORA HISTORICAL SOCIETY

MISSION

Section 1. The name of the society shall be Metamora Historical Society

Section 2. The objectives of the Society shall be:

- a) To preserve the Metamora Old Town Hall
- b) To advance the interest in preserving Metamora's historical heritage, be a resource for local historical information and encourage the upkeep of local historical sites and buildings.
- c) To use the Metamora Old Town Hall as a community resource center to encourage community involvement such as blood drives, senior services, CPR classes, entertainment, etc. Rental charges may be waived for such activities.
- d) To support and participate in activities and projects that promote the Village of Metamora.
- e) The Metamora Historical Society is a non-profit institution and shall remain so.

METAMORA HISTORICAL SOCIETY

BY-LAWS

Article I: Membership

Section 1. Types of membership shall be:

- a) Individual
- b) Family
- c) Life

Section 2. Dues.

The Board of Trustees (see Article III, Section 1 for definition) shall establish the dues for all forms of membership for each succeeding year at one of the board meetings. Dues shall be:

- a) Individual \$12.00/year
- b) Family \$18.00/year
- c) Life \$100

When joining the Metamora Historical Society, all initial Individual or Family dues collected after August 1st shall also cover the dues for the following year. After the initial joining period, all dues will be due by April 1st.

All changes shall be approved by the membership at the next general meeting. To be a member in good standing, dues must be paid and current. No member whose dues are unpaid for the current year may vote. Yearly dues shall become due and payable as of April 1st of each year.

Section 3. Membership.

Any person interested in becoming a member of the Society shall submit a membership form as approved by the Board of Trustees. The prospective member shall submit the dues payment for the current year with the form.

Section 4. Termination of Membership.

Membership may be terminated by:

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- a) Resignation. Any member in good standing may resign from the Society upon written notice to the Secretary.
- b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the April 1st due date. In no case may a person whose dues are unpaid be entitled to vote.

Article II: The Society Year and Meetings

Section 1. Fiscal Year

The Society fiscal year shall begin on the first day of January and end on the last day of December.

Section 2. General Society Meetings.

Meeting of the Society shall be held within the township of Metamora. The meetings shall be held on the second Monday in March, May, July, and September at 7:00 pm. unless otherwise notified. A schedule of all meeting dates will be sent to all members in good standing. The quorum for such meetings shall be 10% of the voting membership in good standing.

Section 3. Special Society Meetings.

Special Society meetings may be called by the President or by a majority vote of the Board of Trustees. Special meetings shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the Society members who are in good standing. Such meetings shall be held in Metamora Township at such a place, date and hour as may be designated by the person authorized herein to call such meetings. The Corresponding Secretary shall notify members of such meetings not less than 10 days and not more than 60 days prior to the date of the meeting. The quorum for such a meeting shall be 10% of the total members in good standing.

Section 4. Special Board Meetings.

Special meetings of the Board of Trustees shall be held in Metamora Township at such a place, date and hour as may be designated by the Board of Trustees or the President.

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Special Board Meetings may also be held by phone or online communication. A quorum for such a meeting shall be the majority of the Board of Trustees.

Section 5. Annual Meeting

The annual meeting shall be held for the purpose of electing officers, in accordance with Article 3, Section 1, and conduct any other business that may come before the meeting. The annual meeting of the Society shall be held at a location within the Township of Metamora at 7:00 pm on the second Monday of November of each year not on a legal holiday. If a legal holiday, then on the day following.

Article III: Trustees and Officers

Section 1. Board of Trustees.

The Board of Trustees should consist of five members (officers) but the number may change from time to time by the amendment of these by-laws. The Board of Trustees shall be comprised of the President, Vice President, Recording secretary, Corresponding Secretary and Treasurer. They shall serve for a period of one year or until their successors shall be chosen.

It shall be the duty of the Board of Trustees:

- a) To keep in constant review of the business activities of the Society to form policy and to suggest plans and activities for furthering the best interest of the Society. Major decisions and transactions must be approved by a majority of members present at a Society meeting as described in Article II.
- b) To function as a grievance committee and adopt its own rules of procedure for handling each grievance as it arises.

Section 2. Officers

The Society's officers, consisting of President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, shall serve in their respective capacities both with regard to the Society meetings and the Board of Trustees meetings.

a) The President shall preside at all meetings of the total Society and the Board of Trustees and shall have the duties and powers normally pertinent to the office of President in addition to those specified in these by-laws. In addition, the President has banking power including and not limited to the deposit and withdrawals of monies.

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b) The Vice President shall have the duties and exercise the powers of the President in case of the President's absence, death or incapacity.

c) The Recording Secretary shall keep a record of all meetings of the total Society and of the Board of Trustees, of all publications of the Society and of all matters of which record shall be ordered by the Society.

d) The Corresponding Secretary shall have charge of the correspondence and all ballot mailings if needed. This person is also responsible for notifying members of meetings (see Article II, sections 2 and 3) and for maintaining a list of members with their addresses, phone numbers and email addresses.

e) The Treasurer shall collect and receive all monies due or belonging to the Society. The Treasurer shall deposit all monies received in a bank approved by the Board of Trustees in the name of the Society. His/her books shall at all times be open to inspection of the Board of Trustees and members in good standing. He/she shall report at every meeting the condition of the Society's finances and every item of receipt or payment not before reported. The Treasurer shall pay out money as the business may require. The Board of Trustees must approve bills over \$100 unless the expense is deemed regular and/or necessary, such as utilities. The Board of Trustees shall have the power by resolution to delegate any of the duties of the Treasurer to such officers and provide if any or all bills, notes, checks, vouchers or orders.

f) To be eligible to be an officer each nominee must be a member in good standing.

g) Any vacancies occurring on the Board of Trustees during the year shall be filled until the next annual election by a majority vote of all members of the Board of Trustees at its first meeting following the creation of such vacancy or at a Special Board of Trustees meeting called for that purpose.

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A vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board of Trustees by majority vote.

- h) Any contracts approved by the Board of Trustees can be signed by any of the officers.
- i) No trustee shall receive any salary or compensation for his/her services as a trustee unless otherwise specifically ordered by the Board of Trustees or by the by-laws.

Article IV: Voting and Elections

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Section 1. Voting

Each Single, Family or Life member in good standing shall be entitled to one vote at any meeting of the Society at which he/she is present. Family and Life Memberships are limited to 2 votes maximum.

Section 2. Nominations

Nominations shall be made at the September meeting by a member in attendance provided that the person so nominated does not decline when his/her name is proposed. If the nominated candidate is not in attendance at this meeting, his/her proposer shall present to the Recording Secretary a written statement signifying his/her willingness to be a candidate. Nominations cannot be made by any other manner than provided in this section.

Section 3. Elections

Elections shall be held at the annual meeting. The candidates receiving the greatest number of votes shall be declared elected. New officers shall take office beginning January 1st of the following year, at which time the retiring officer shall turn over to his/her successor in office all properties and records relating to that office.

Article V: Committees

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Section 1. When determined by the Board of Trustees, the President shall appoint any of the following committees as needed:

- a) Membership Committee. The Membership Committee shall be charged with the organization and administration of membership promotion.
- b) Activity Committee. The Activity Committee shall supervise and plan the general program and social activities and seek ways and means by which the Society may further the interests and goals of the Society.
- c) Auditing Committee. The President may appoint an auditing committee prior to the annual meeting of each year or as the occasion may rise. This committee shall examine and certify the accounts. The Board of Trustees may request records of the Treasurer at the end of the fiscal year or at any other time as desired.
- d) The President may appoint special committees. Such committees shall always be subject to final authority of the Board of Trustees.

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Committees shall make reports at regular meetings and as requested to a meeting of the Board of Trustees. Any appointed committee may be terminated by a majority vote of the Board of Trustees. The Board of Trustees may appoint a successor to fill any vacancy on a committee.

Article VI: Order of Business

Section 1. At meetings of the Society, the order of business so far as the character and nature of the meeting may permit, should be as follows:

- a) President calls meeting to order
- b) Pledge of Allegiance
- c) Recording Secretary reads minutes of last meeting
- d) Report of the President
- e) Report of the Corresponding Secretary
- f) Report of the Treasurer
- g) Report of the Committees
- h) Election of Officers (at annual meeting)
- i) Unfinished business
- j) New business

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k) Adjournment

Section 2. At meetings of the Board of Trustees, the order of business unless otherwise directed by majority vote of those present shall be as follows:

- a) President calls meeting to order
- b) Report of the Corresponding Secretary
- c) Report of the Treasurer
- d) Unfinished business
- e) New business
- f) Adjournment

Section 3: All meetings shall be conducted in accordance with Roberts Rules of Order of Parliamentary Procedure.

Article VII: Ratifications and Amendments

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Section 1. Amendments to the Mission and By-laws may be proposed by the majority of the Board of Trustees or by written petition addressed to the Corresponding Secretary signed by 10% of the total membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Trustees. Such amendments must be submitted to the membership with the recommendations of the Board of Trustees for a vote within 3 months of the date when the Corresponding Secretary received the petition.

Section 2. The Mission and By-laws may be ratified or amended by a 2/3 vote of the members present and voting at any regular or special meeting. Amendments must be submitted to the membership not less than 20 days or more than 90 days prior to the vote.

Article VIII: Dissolution

Section 1. The Society may be dissolved at any time by the written consent of not less than $\frac{3}{4}$ of the members eligible to vote. In the event of the dissolution of the Society whether voluntary or

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involuntary or by operation of law, none of the property of the Society nor any proceeds thereof nor any assets of the Society shall be distributed to any members of the Society. After payment of debts of the Society, its property and assets shall be given to a charitable organization selected by the Board of Trustees.

Article IX: Statement of Liability and Indemnification

Section 1. The following statement is also found verbatim in the Articles of Incorporation as registered and approved for the Metamora Historical Society.

Section 2. No volunteer director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of the volunteer director's fiduciary duty; provided, however, that nothing in this Article VII shall be construed to eliminate or limit the personal liability of a volunteer director of the Corporation for (i) a breach of the volunteer's duty of loyalty to the Corporation or its members; (ii) acts of omission either not in good faith or that involve intentional misconduct or knowing violation of the law; (iii) a violation of Section 551(l) of the Michigan Nonprofit Corporation Act; (iv) a transaction from which the volunteer director derived an improper (under law) personal benefit. (v) an act or omission occurring prior to January 1, 1988; and/or (vi) an act or omission which is grossly negligent. Any repeal or modification of this Article VII shall not adversely affect any right or protection

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of any volunteer director of the Corporation pursuant to this Article VII existing at the time of, or for or with respect to, any acts or omissions occurring before the effective date of such repeal or modification. The Corporation hereby assumes any and all personal liability of any volunteer director of the Corporation to any person other than the Corporation or its members for monetary damages for all acts or omissions of the volunteer director occurring on or after January 1, 1998.

Article X: Signatures of Officers

These By-laws supersede all previous By-Laws and Amendments, and are approved and adopted at the organization meeting of the Metamora Historical Society on November 8, 2021.

Attest:

Revised: November 14, 2022

Roger Smith

President

Gretchen Bityk

Vice President

Robert Bityk

Treasurer

Perry Valle

Recording Secretary

Pat Johnson

Corresponding Secretary