

# Dansville Michigan Historical Society

## By-Laws

### Article I: Name

**Section 1. Name.** The name of this Society shall be the Dansville Michigan Historical Society, a Michigan non-profit organization.

### Article II: Purpose

**Section 1. Purpose.** The purpose of this Society shall be:

- To bring together those people interested in the history of the Dansville area;
- To discover and collect materials relating to the events and history of the Dansville area, including printed matter, manuscripts, and museum materials illustrative of life, conditions, events and activities of the past and present;
- To provide for the preservation and assembling of such materials and for its public display and accessibility;
- To disseminate historical information and generate interest in the past by publishing historical material in newsletters, the news media, holding meetings, special tours, lectures and demonstrations;
- To hold title to personal and real property, assets and records acquired by the Society, and
- To encourage bequests and contributions to endow the work of the Society.

### Article III: Basis of Organization

**Section 1.** The Dansville Michigan Historical Society shall be conducted as a non-profit organization.

**Section 2.** The operating expenses of the Society shall be covered by membership dues, donations, and fund-raising activities approved by the Society.

**Section 3.** All facilities of the Society shall be available equally to members in good standing. For the purpose of this section, a member in good standing is defined as one who is current in payment of dues and not subject to disciplinary action.

### Article IV: Membership and Dues

**Section 1. Membership Classifications.** Membership shall be made available in the following classifications:

- **Individual** – Any person interested in the purposes of the Society shall be eligible.
- **Family** – Any family, those living within the same household, interested in the purposes of the Society shall be eligible.
- **Sustaining** – Any person, group or firm offering special support to the purposes of the Society shall be eligible.

- **Life** – Any person contributing a one time payment to the Society, as designated by the Executive Board, shall be eligible.

- **Honorary** – Honorary membership may be conferred upon any person whose activities have contributed to the purposes of the Society. Honorary members shall be elected by a three-fourths (3/4) majority vote of the Executive Board.

- **Charter Membership** – This category of membership was a one-time-only opportunity to help provide funding for the Society startup and shall be recognized on an “Honor Listing” to be maintained in the archives of the Society. This membership category expired on May 29th, 2018.

**Section 2. Membership Dues.** The annual dues for each membership classification shall be as follows:

- **Individual** - \$10.00
- **Family** - \$15.00
- **Sustaining** - \$25.00
- **Life** - \$200.00

**Section 3. Dues Notices and Payments.** Dues notices shall be sent out in December (last month of the fiscal year), due by March 31, of the new fiscal year. Annual dues shall be payable in advance, and members in arrears more than two months after payment is due shall be dropped from membership. If dropped, the member may be reinstated during the same fiscal year by paying the proper dues.

**Section 4. Removal of Members.** Any member may be dropped from membership because of improper conduct upon recommendation of a two-thirds (2/3) majority of the entire Executive Board to the membership who, upon a two-thirds (2/3) majority of the members present, may approve such a recommendation.

## **Article V: Fiscal Year**

**Section 1.** The fiscal year shall begin January 1 and end December 31 of that year.

## **Article VI: Officers**

**Section 1.** The officers of the Society shall be the President, Vice President, Recording/Membership Secretary, Treasurer, Librarian, and two Trustees. Any additional officers as may be deemed necessary shall be elected by a majority vote at any regular business meeting.

**Section 2.** Nominations for an officer position will occur at the August meeting. Members who wish to run for an officer position, and cannot make the August meeting, must submit their intent by July 31.

**Section 3.** Any officer elected at the September meeting shall take office as of October 1.

**Section 4.** A majority of all votes cast shall be necessary to constitute an election.

**Section 5.** Vacancies in office, other than the President, shall be filled by appointment of the President to fill out the unexpired term, with the approval of the Executive Board. In case of a vacancy in the office of the President, the Vice President shall become President.

## **Article VII: Duties of Officers**

**Section 1.** The duties of officers shall be such as are indicated by their respective titles, and such as are specified in these by-laws.

**Section 2.** The President shall, upon election to office, appoint all standing committees. The President shall be ex-officio as a member of all committees without the right to vote. The President shall be

authorized to sign checks in case of absence or disability of the Treasurer. The President presides at all general, special, and Executive Board Meetings. The President's term is for four years.

**Section 3.** The Vice-President shall act as chairperson of the Program Committee and in the absence of the President shall assume all the duties and authorities of that office. The Vice-President's term is for three years.

**Section 4.** The Recording/Membership Secretary shall conduct general correspondence of the Society and record the minutes of the regular and Executive Board meetings. They shall keep an accurate record of all members, give due notice of all meetings, and act as chairperson of the Membership Committee. They shall produce and distribute the newsletter. The Recording/Membership Secretary term is for two years.

**Section 5.** The Treasurer shall receive all dues and other monies, attend to all disbursements, and keep all the accounts of the society. The Treasurer's term is for one year.

**Section 6.** The Librarian shall be responsible for the contents and operation of the Society's Reference Room. The Librarian's term is for one year.

**Section 7.** Trustees shall review bills, audit the accounts every six months, and assist the Vice-President on the Program Committee. The Trustees' term is for one year.

**Section 8.** All officers, upon retiring from office, shall deliver to their successors, all records and other property belonging to the Society.

#### **Article VIII: Executive Board**

**Section 1.** Current elected officers and the immediate past president shall constitute the Executive Board.

**Section 2.** The Executive Board shall have general supervision of the affairs of the society except as limited herein. The Executive Board shall be subject to the orders of the Society.

**Section 3.** The Executive Board will meet at the call of the President.

#### **Article IX: Committees and Special Officers**

**Section 1.** There shall be standing committees, namely Computer, Social, Program, Publicity, Fund-raising, Publications, and Newsletter.

**Section 2.** The chairperson of each standing committee shall, by November 1, file with the President an annual report of the committee's activities for the preceding membership year.

**Section 3.** The President shall appoint special committees as necessary.

**Section 4.** The President shall appoint a Historian (to collect and file documents and other material pertaining to the history of the Society).

#### **Article X – Membership Meeting**

**Section 1. Regular Meetings.** Eight regular meetings from April through November (including an Annual Meeting held in September to elect officers) shall be held during the fiscal year at such time and place determined by the Executive Board.

**Section 2. Annual Meetings.** The Annual meeting of the Society shall be held in September each year. The purpose of the Annual meeting shall be to elect the new officers. The October meeting shall be to affect the orderly transfer of business from the outgoing officers to the newly elected officers and to conduct such other business as may be properly conducted.

**Section 3. Special Meetings.** Special meetings may be called by the President, a majority of the Executive Board or any ten members of the Society. Requests for Special meetings should be directed to the President of the Society and must state the purpose or purposes for the Special meeting.

**Section 4. Meeting Notices.** Notices of Annual and Special meetings shall be mailed (U.S. Postal Service or email, as determined by the Executive Board) to the membership at least ten (10) days prior to the date of the meeting. The method of notification of other meetings shall be determined by the Executive Board.

**Section 5. Proxy Voting.** The practice of absentee or proxy voting shall not be followed by this Society.

### **Article XI: Quorum**

**Section 1:** A quorum for the purpose of business transactions, at any meeting of the general membership shall be composed of not less than twelve active members.

**Section 2:** A quorum for the purpose of business transactions, at any meeting of the Executive Board shall be composed of not less than four Board Members.

**Section 3:** A quorum is not required for Committees.

### **Article XII: Order of Business**

The order of business of all meetings shall be as follows:

- a. Call to order
- b. Roll Call
- c. Approval of minutes from last meeting (motion, second, in favor, against, result)
- d. Approval of Agenda (motion, second, in favor, against, result)
- e. Reports of officers
- f. Reports of committees
- e. Old business
- f. New business
- g. Election of officers (annually)
- h. Comments/concerns
- i. Adjourn

### **Article XIII: General Provisions**

**Section 1. Disposal of Property:** No property, personal or real, assets or records of the Society may be transferred, sold or given away to any person, society or institution without the concurrence of a majority of the Executive Board.

**Section 2.** Any lent personal property, real property, assets or records acquired by the Society shall not be sold or given away. At any point the Society can no longer care for the personal property, real property, assets or records, such items and title to them shall be returned.

**Section 3.** Any donated personal property, real property, assets or records acquired by the Society are only able to be sold or given away upon a vote of the Executive Board.

**Section 4. Indemnification:**

**4.01. Nonderivative Actions:** Subject to all of the other provisions of this Section, the Society shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened,

pending, or completed action, suit or proceeding. This includes any civil, criminal, administrative or investigative proceeding, whether formal or informal (other than an action by or in the right of the Society). Such indemnification shall apply only to a person who was or is a trustee or officer of the Society or who was or is serving at the request of the Society as a trustee, officer, partner, member, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgements, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgement, order, settlement or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

**4.02. Derivative Actions:** Subject to all of the other provisions of this Section, the Society shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Society to procure a judgement in its favor because (a) the person was or is a trustee or officer of the Society, or (b) the person was or is serving at the request of the Society as a trustee, officer, partner, member, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Society. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable to the Society unless and only to the extent that the court is which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

**4.03. Expenses of Successful Defense:** To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Subsections 4.01 and 4.02 of this Section, or in defense of any claim, issue or matter in the action, suit or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Section.

**4.04. Contract Right; Limitation on Indemnity:** The right to indemnification conferred in this Section shall be a contract right and shall apply to the services of a trustee or officer as an employee or agent of the Society as well as in such person's capacity as a trustee or officer. Except as provided in Subsection 4.03 of this Section, the Society shall have no obligations under this Section to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Executive Board.

**4.05. Determination That Indemnification is Proper:** Any indemnification under Subsections 4.01 or 4.02 of this Section (unless ordered by a court) shall be made by the Society only as authorized in the specific case. The Society must determine that indemnification of the person is proper in the

circumstances because the person has met the applicable standard of conduct set forth in Subsections 4.01 or 4.02, whichever is applicable. Such determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the Executive Board consisting of trustees who were not parties to such action, suit or proceeding.

(b) If the quorum described in clause (a) above is not obtainable, then by a committee of trustees who are not parties to the action. The committee shall consist of not less than two disinterested trustees.

(c) By independent legal counsel in a written opinion.

**4.06. Proportionate Indemnity:** If a person is entitled to indemnification under Subsections 4.01 or 4.02 of this Section for a portion of expenses, including attorney fees, judgements, penalties, fines and amounts paid in settlement, but not for the total amount, the Society shall indemnify the person for the portion of the expenses, judgements, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

**4.07. Expense Advance:** Expenses incurred in defending a civil or criminal action, suit or proceeding described in Subsections 4.01 or 4.02 of this Section may be paid by the Society in advance of the final disposition of the action, suit or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Society. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

**4.08. Nonexclusivity of Rights:** The indemnification or advancement of expenses provided under this Section is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Society. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

**4.09. Indemnification of Employees and Agents of the Society:** The Society may, to the extent authorized from time to time by the Executive Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Society to the fullest extent of the provisions of this Section with respect to the indemnification and advancement of expenses of trustees and officers of the Society.

**4.10. Former Trustees and Officers:** The indemnification provided in this Section continues for a person who has ceased to be a trustee or officer and shall inure to the benefit of the heirs, executors and administrators of that person.

**4.11. Insurance:** The Society may purchase and maintain insurance on behalf of any person who (a) was or is a trustee, officer, employee, or agent of the Society, or (b) was or is serving as the request of the Society as a trustee, officer, employee, member or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Society would have power to indemnify against such liability under this Section or the laws of the State of Michigan.

**4.12. Changes in Michigan Law:** If there are any changes in the Michigan statutory provisions applicable to the Society and relating to the subject matter of this Section, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Society to provide broader indemnification rights than such provisions permitted the Society to provide before any such change.

## **Article XIV: Parliamentary Authority**

**Section 1.** The rules contained in the current edition of ROBERT’S RULES OF ORDER, NEWLY REVISED shall govern the proceedings of the Society except in such cases which are governed by the Articles of Incorporation and By-Laws.

## **Article XV: Amendments**

**Section 1.** These By-Laws may be adopted, amended or repealed at any regular meeting by a two-thirds (2/3) vote of the members present and voting, providing proposed amendments shall have been submitted to the membership in writing (postal mail or email) at least 10 days prior to the meeting at which voted upon.

## **Article XVI: Dissolution**

**Section 1.** In the event of the dissolution of this Society, its assets, both financial and material, shall be transferred to another 501(c)(3) organization as may be decided at the last general meeting or the last meeting of the Executive Board, provided that items on loan to the Society will be returned to the owners or lenders; but such assets shall not in any event be divided among the members of the Society at any time.

**The Dansville Michigan Historical Society By-Laws have been approved and signed into being as of 12.10.2017.**

Officers	Signature	Printed Name	Date
President			
Vice President			
Recording/Membership Secretary			
Treasurer			
Librarian			
Trustee			
Trustee			

Created: 5.14.2017  
Revised: 6.27.2017  
Revised: 12.10.2017