

Sanilac County Historical Society

Bylaws

Article I Name

The name of this organization shall be the Sanilac County Historical Society.

The name of the Society's property shall be "Sanilac County Historic Village and Museum."

Article II Purpose

To promote interest in the history and cultural heritage of Sanilac County.

To collect, preserve and exhibit archival records and information, materials, objects and buildings relating to the history of Sanilac County and the State of Michigan.

Article III Activities

The Society may and shall solicit and receive grants, bequests, and contributions. The Society may purchase, solicit and receive gifts of historical objects, buildings and properties, subject to its Collection and Acquisition Policy.

The Society shall maintain and exhibit buildings, properties and objects in its possession, initiate and promote activities and cultural events to further its purposes. The Society may construct buildings and facilities for the preservation, display and maintenance of its properties and possessions.

Article IV Membership

Membership in the Society may be acquired by the payments of the membership fee. The amount of the membership fee shall be determined by the Board of Directors. Honorary memberships may be conferred at the discretion of the Board of Directors.

Article V Board of Directors

A Board of Directors, hereafter referred to as "Board," shall be the governing body of the Society. The Board shall consist of not more than thirteen members, four of which shall be the officers with full voting privileges. Members of the Board, except the officers, shall serve for a term of three years, three to be elected each year, and shall take office October 1st following their election. A majority of the Board shall constitute a quorum.

Vacancies shall be filled by the Board; the appointee to serve for the remainder of the term vacated.

The President shall appoint a nominating committee of not less than three members, one of which will be a Board member not up for re-election, not less than 60 days before the Annual meeting. **The nominating committee may request and utilize the assistance of the administrative staff to facilitate their duties.** The nominating committee shall present a slate of candidates for open Board and/or Officer positions **no less than 30 days prior to the annual meeting. This slate shall be communicated to the membership via digital message and posted notice. The slate of nominees must be finalized and presented to the membership at least 30 days before the annual meeting. Nominations from the floor during the annual meeting are not permitted.**

The Board shall be responsible for the general supervision of all properties and activities of the Society. The Board may hire an Administrator who shall have such authority and duties assigned by the Board. Such Administrator, if any, shall be supervised by the President, in his or her absence the Vice-President, then Secretary, then the Treasurer, unless otherwise directed by the Board.

Employees of the Society may not serve as officers or members of the Board.

Article VI Officers

Officers of the Society shall be a President, Vice-President, Secretary and Treasurer. The officers shall serve two year terms of office and shall take office on October 1st following their election. The outgoing Treasurer shall remain as Deputy Treasurer until December 31st after the election.

The President shall preside at the meeting of the Membership and the Board and may appoint persons or committees to be responsible for the activities and properties of the Society, with advice and consent of the Board. **If Board action is required between monthly meetings, email correspondence may be engaged to facilitate, including motions and voting.**

The Vice-President shall perform the duties of the President during his or her absence, and such other duties as may be assigned by the President or the Board.

The Secretary shall keep the minutes of the Membership and Board meetings and shall perform such other duties as may be assigned by the Board. The Secretary shall be the third in line in the absence of the President and Vice-President. The Secretary may appoint a deputy who shall perform the duties of the Secretary during any absence.

The Treasurer shall pay all approved expenses of the Society. The Treasurer shall be the fourth in line in the absence of the other officers. The Treasurer shall present financial reports at each Board and Membership meetings. All financial accounts shall be held in the name of the Society. Signatories to accounts shall be those designated by the Board.

Article VII Committees

The Society **may** have standing Committees to assist the Board in carrying out its duties. These committees **may** include, but not be limited to: Activities and Events, Administration, Buildings and Grounds, Acquisitions, Research, Education, Finance and Legal, Marketing, and Membership and Volunteer. The duties and responsibilities of all committees shall be assigned by the Board. The Board may also assign special committees for specific purposes. The Board shall assign the Chairperson of each standing Committee. The President shall be a non-voting member of all committees.

Article VIII Meetings

An annual meeting of members shall be held in September of each year for the purpose of holding elections of the Board, and any other business brought before the membership. The Board shall meet at least monthly on a regularly scheduled time and day. Other membership meetings and meetings of the Board shall be held at time and places determined by the Board. Each member in good standing shall be entitled to one vote at all membership meetings, family memberships shall be entitled to two votes, if both members are present at the membership meetings. The members present at a membership meeting shall constitute a quorum.

Online voting for the election of Board members and officers is authorized, provided that secure and confidential methods are used. Online voting shall remain open for a minimum of seven days prior to the annual meeting to ensure accessibility for all members. In-person voting shall be available at the annual meeting for members who have not already voted online. The results of the online vote shall be certified by the nominating committee after the in-person votes are tallied, and shared with the membership no later than seven hours after the adjournment of the annual meeting.

A special meeting of the Board, **whether in person or digitally**, shall be held upon the request to the President, of three members of the Board, or ten members at-large. A special membership meeting shall be held upon the request to the President, of five members of the Board or twenty members at-large.

All meetings of the Board, Membership and Committees shall follow Robert's Rules of Order. Further, minutes shall be kept at all such meetings and copies sent to the Secretary immediately after the meeting.

Article IX Amendment

These By-laws may be amended by a two-third majority vote of members attending any general membership meeting. Any amendment shall be presented to the membership at least thirty days prior to the meeting at which it is to be considered for adoption.

Article X Effective Date

The effective date of any amendments to these By-laws is to be determined at the time the amendments are approved. If no effective date is stated at the time and amendment is approved, it shall have immediate effect.