

By Laws

Milford Historical Society
By-Laws

ARTICLE I

The name of this corporation shall be Milford Historical Society, Inc.

ARTICLE II

This corporation is organized exclusively for educational purposes, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The business and purpose of this corporation shall be to bring together those people interested in history, and especially in the history of the Village of Milford and Milford Township. The corporation's major function will be to establish and operate an historical museum and to discover and collect any material which may help to establish or illustrate the history of the area: its exploration, settlement, development, and activities in peace and in war; its progress in population, wealth, education, arts, science, agriculture, manufactures, trade and transportation. It will collect printed material, such as histories, genealogies, biographies, descriptions, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs, and posters; manuscripts material such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys, and field books; and museum material, such as pictures, photographs, paintings, portraits, scenes, aboriginal relics, and material objects illustrative of life and conditions, events and activities of the past and present. The society will provide for the preservation of such materials and for its accessibility, as far as may be feasible, to all who wish to examine or study it, to cooperate with officials in insuring the preservation and accessibility of records and archives of the county and of its cities, towns, villages and institutions, and to undertake the preservation of historic buildings, monuments and markers. The society will disseminate historical information and arouse interest in the past by publishing historical material in the newspapers or otherwise; by holding meetings with pageants, addresses, lectures, papers and discussion; by marking historic buildings, sites and trails; and by using the media of radio and television to awaken public interest.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of any campaign for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organizations or organizations organized and operated exclusively for charitable, education or scientific purpose as shall at the time qualify as an exempt organizations or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the

Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

ARTICLE III – MEMBERSHIP

Section 1 – Qualifications

1. Any person interested in the history of Milford and vicinity or of Michigan who applies for membership in any classification of membership and who tenders the necessary dues shall thereby become a member of the society.
2. A member shall be dropped automatically by the Treasurer for non-payment of dues over such period as may be established by the Board of Directors.

Section 2 – Classification

1. Membership may be of four classes: Annual, Family, Contributing Members and Life.
2. The annual dues shall be three dollars (\$3.00) per year per person for an Annual membership; five dollars (\$5.00) per year for a husband and wife membership; ten dollars (\$10.00) per year for a Contribution Membership; and one hundred dollars (100.00) per person for a Life membership.

Section 3 – Voting Privileges

1. Voting privileges in the Society shall be accorded to all those whose dues are paid. For the purpose of voting, each husband and wife member shall be considered to possess one vote each; provided, however, that only those members present at any meeting, and eligible to vote, shall be permitted to vote.

ARTICLE IV – OFFICERS

Section 1

1. The officers shall be a President, one or more Vice Presidents, a Recording Secretary, a Corresponding Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors from the membership of the Board of Directors.
2. All officers and directors shall familiarize themselves with the Articles of Incorporation and By Laws of this organization upon taking office.

ARTICLE V – BOARD OF DIRECTORS

Section 1

1. There shall be a Board of Directors consisting of nine (9) members of the society, said Board to be elected by the membership at the annual meeting for staggered three (3) years terms.
2. The Board of Directors shall have the power to conduct all affairs of the society, and shall report to the membership at the next meeting of the society for approval.

3. The board shall have power to create such permanent and special committees as are deemed necessary. Members and chairmen of the committees shall be appointed by the President.
4. The Board shall take care that a newsletter containing news of the society business is published, which shall be mailed to all members of the society without charge and shall be considered the official publication of the society.

Section 2

1. The Curator shall be a non-voting *ex officio* member of the Board of Directors.
2. The immediate past President, if not an elected member of the Board of Directors, shall be a non-voting *ex officio* member of the Board of Directors.

ARTICLE VI – COMMITTEES

Section 1

1. The permanent committees shall be Membership, Program, Publicity, Museum, Research, and Finance, and any other permanent committees as shall be required to aid in the administration of the perpetual activities of the society.
2. The Board of Directors shall define the duties and responsibilities of each committee and may require the chairman of each committee to keep records and to report at meetings of the Board or of the membership.

Section 2

1. Such other committees as may be required for the activities of the society may be created by the Board of Directors and appointed by the President.
 - b. Special committees shall be terminated by the Board of Directors upon the attainment of the objectives for which they were appointed unless the Board shall determine that such special committees shall be made perpetual as permanent committees or as sub-committees of permanent committees.

ARTICLE VII – ELECTIONS

Section 1

1. Directors shall be elected by the members of the society at the annual meeting to serve for three (3) year terms. A majority vote of the members present and voting shall constitute an election of directors. Members shall be entitled to vote for as many persons as there are positions open.
2. At the Board of Directors meeting at least one month preceding the annual meeting, a nominating committee of three (3) members shall be appointed by the President. This committee shall present at least one name for each directorship to be filled and shall prepare ballots for voting. The list of nominees shall be read at the annual meeting. Nominations also may be made from the floor. No member of the society can be nominated without their consent.

3. Any vacancy on the Board of Directors shall be filled by appointment by the Board and the appointee shall hold office until the next annual meeting at which time the membership shall elect a person to fill the unexpired term.

Section 2

1. The President, Vice President(s), recording Secretary, Corresponding Secretary, and Treasurer shall be elected by the Board of Directors at a special Board meeting no more than ten (10) days following the annual meeting. These officers shall serve for terms of one year, or until their successors are elected.
2. A majority of the Directors present and voting shall constitute an election for officers of the society.
3. Directors shall be installed and shall assume their duties at the close of the annual meeting and officers shall assume their duties upon election by the Board of Directors.

ARTICLES VIII – MEETINGS

Section 1

1. Regular meetings of the entire membership shall be called six (6) times each year, including the annual meeting, provided that the Board of Directors shall reduce or enlarge the number of meetings for sufficient cause.
2. Special meetings of the entire membership may be called by the President or upon written request of five (5) members.
3. A quorum of a meeting of the entire membership shall consist of not less than twenty-five (25) members.
4. The annual meeting shall be held on the second Thursday in January and this meeting shall be the time for the election of Directors and the presentation of annual reports by officers and committees.

Section 2

1. The Board of Directors shall meet monthly and the meetings of the Board shall be open to members of the society. Special meetings of the Board of Directors may be called by the President or the President shall call a special meeting of the Board of Directors upon written request of any three (3) Directors.
2. Five (5) voting members of the Board of Directors present shall constitute a quorum at any regular or special meeting of the Board.
3. All Board members must be notified of the purpose for which a special meeting is called. If all Board members are not in attendance, only that business for which the special meeting is called can be conducted.

ARTICLE IX – AMENDMENT(S)

These By Laws may be amended by a two-thirds (2/3) vote of members present and voting at any regular meeting at which a quorum is present, provided the amendment(s) is either submitted in writing to the membership by mail ten

(10) days prior to that regular meeting or read at the previous regular meeting. If the amendment(s) is read at a regular meeting so that it may be considered at the next regular meeting, copies of the proposed amendment(s) shall be available for perusal by the members attending the meeting.

Approved as amended, January 15, 1981

Milford Historical Society By Laws Amendments:

Article VII – Election – Section 2

1. The President, Vice President(s), Recording Secretary, Corresponding Secretary, and Treasurer shall be elected by the Board of Directors at a special Board meeting not more than ten (10) days following the annual meeting. No officer except the Treasurer shall serve for more than two consecutive terms in office. The Treasurer shall be eligible to serve not more than three (3) consecutive terms. Any officer who has served for more than half a term (year) in any office shall be deemed to have served a term.

Adopted January 12, 1984

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Article III – Membership – Section 2, Classification

1. The annual dues shall be determined by the general membership by a majority vote of the members present and voting at any regular meeting at which a quorum is present.

Adopted November 9, 1995

Article VII – Election – Section 2

1. The President, Vice President(s), Recording Secretary, Corresponding Secretary, and Treasurer shall be elected by the Board of Directors at the first Board meeting following the annual meeting in January. These officers shall serve for terms of one year, or until their successor are elected.

Adopted September 14, 2000

Article VIII – Meetings – Section 1

3. The annual meeting shall be held during the general membership meeting in January and this meeting shall be the time for the elections of Directors and the presentation of annual reports by officers and committees.

Adopted September 14, 2000

Article V – Board of Directors – Section 1

1. There shall be a Board of Directors consisting of thirteen (13) members of the society, said Board to be elected by the membership at the annual meeting for staggered three (3) year terms

VIII – Meeting – Section 2

2. Seven (7) voting members of the Board of Directors present shall constitute a quorum at any regular or special meeting of the Board.

Adopted March 20, 2003

Article X – Indemnification

Each person who at any time is or was a director, officer, employee, or agent of this corporation will be indemnified by this corporation in accordance with and to the full extent permitted by the Michigan Nonprofit Corporation Act as in effect at the time of adoption of this Bylaw or as amended from time to time. This right of indemnification will not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any Bylaw, agreement, vote or membership or disinterest directors, or otherwise. If authorized by the Board of Directors, the corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the Michigan Nonprofit Corporation Act as in effect at the time of the adoption of this Bylaw or as amended from time to time. If the corporation pays indemnity or makes an advance of expenses to a director, officer, employee, or agent, the corporation must report the indemnification or advance in writing to the members with or before the notice of the next membership meeting.

Adopted March 18, 2004