

BY-LAWS OF THE GROSSE ILE HISTORICAL SOCIETY
Grosse Ile, Michigan

ARTICLE I - NAME & ORGANIZATION

The name of the non-profit corporation is the Grosse Ile Historical Society (hereinafter referred to as the Society). It is incorporated under the laws of the State of Michigan. It is recognized as a 501(C)(3) corporation by the IRS, United States Dept. of Treasury.

ARTICLE II - MISSION STATEMENT

To collect, preserve, and interpret historical information and materials relative to Grosse Ile, Michigan; to teach, to promote study and research, and to generate interest in Grosse lie history; to maintain, preserve and manage all properties under the protection of the Grosse Ile Historical Society.

The Society may receive gifts, donations and bequests exclusively for the aforesaid purposes; no part of the net earnings of which will inure to the benefit of any member, and no substantial part of the activities of which will attempt to influence legislation or to give or disburse its funds for purposes unrelated to mission accomplishment. No incorporator, member or trustee will ever derive or receive pecuniary gain or profit or any share in the assets or earnings of the Society, either currently or upon dissolution, on account of being an incorporator, member or trustee, but all of such assets and earnings will be dedicated exclusively for the purpose for which this corporation is formed, including its reasonable expenses in carrying on the business of the corporation.

ARTICLE III - MEMBERSHIP

Membership is open to residents and anyone else with an interest in Grosse Ile history upon payment of annual dues. Except as noted, all adult members in good standing are entitled to vote and to hold office. There will be nine membership classifications as follows:

INDIVIDUAL - Those individuals who pay .to the Society annual dues to be determined by the Board of Trustees.

FAMILY - Those family members from one household, including adults and children through high school, who pay to the Society annual dues to be determined by the Board of Trustees. Up to two adults may yote and hold office.

ASSOCIATE – An individual or family may purchase an Associate membership annually, the amount to be determined by the Board of Trustees, for which special recognition will be noted in the Newsletter.

PATRON - An individual or family may purchase a Patron membership annually, the amount to be determined by the Board of Trustees, for which special recognition will be noted in the Newsletter.

INDIVIDUAL LIFE - Those individuals who contribute a sum of money to be determined by the Board of Trustees. Life Members will not be subject to annual dues. Initial contribution will be noted in the Newsletter.

FAMILY LIFE - Those family members from one household, including adults and children through high school, who contribute a sum of money to be determined by the Board of Trustees. Family Life members will not be subject to annual dues. Initial contribution will be noted in the Newsletter.

HONORARY - Those persons selected for such honor by the Board of Trustees in recognition of outstanding service to Grosse Ile. Honorary Members will not have the right to vote or to hold office. Grosse Ile residency is not required for honorary membership.

JUNIOR MEMBER – An individual who has not yet graduated from high school may purchase a Junior membership annually, the amount to be determined by the Board of Trustees.

CORPORATE MEMBER – Those businesses or corporations who support the Historical Society with an annual gift in an amount to be determined by the Board of Trustees.

The dues of all members, except Honorary and Life members, will be payable annually on the first day of January. Any member who neglects to pay dues will not be eligible to vote or to hold office unless specifically authorized by the Board of Trustees. Membership may be reinstated upon payment of dues.

When necessary to protect the Society's mission or integrity, membership in the Grosse Ile Historical Society may be terminated by a vote of the Board, after (1) the member is notified in writing about the conduct causing consideration for removal, and (2) the member is afforded the opportunity to explain the conduct at a Board Meeting.

ARTICLE IV- MEMBERSHIP MEETINGS

Section 1. Unless otherwise ordered by the Board of Trustees, regular Membership Meetings will be held on the third Monday in the months of January, April and October. The April meeting will be the Annual Meeting, which will be for the purpose of electing new members to the Board of Trustees and for any other business that may require a vote of the membership. Notice of each meeting will be sent to each member at least ten days prior to such meeting.

Section 2. Special Membership Meetings may be called by the President, by the Board of Trustees or by fifteen members of the Society upon fifteen days notice to the membership, which

notice will specify the special purpose of the meeting.

Section 3. Quorum - Fifteen voting members will constitute a quorum for the transaction of business at any Membership Meeting.

ARTICLE V - BOARD OF TRUSTEES

Section 1. Membership of the Board: The Society will be governed by a Board of Trustees consisting of no more than twelve members of the Society. The Board will include the four officers (Art VI), seven Trustees at Large and one High School Trustee (Art V Section 1a). The term of office for each officer and Trustee at Large will be for two years or until a successor is elected. At each Annual Meeting, Trustees at Large will be elected to succeed those whose terms of office will expire. No Trustee will serve more than two consecutive terms. However, with Board approval, the immediate past president may volunteer to serve an additional year as an ex-officio member with vote. Any Trustee not serving as officer or Committee chair is designated as a Trustee at Large. All regular terms of office begin May 1.

Section 1a: High School Trustee: The Board can at its discretion name a High School Junior or Senior to serve as a Trustee at Large for a one year term. The designate must reside on Grosse Ile, be a member of the Society and have the full rights and privileges of a Trustee at Large

Section 2. Nominations: In the month of January, the Board of Trustees will establish a Nominating Committee of at least three members of the Society of which not more than two are members of the Board of Trustees. The committee will present its recommendations to the Board for approval at the regular March Board meeting.

Section 3. Vacancies: Vacancies on the Board of Trustees may be filled for the remainder of the term through appointment by the Board.

Section 4. Duties of the Board of Trustees: The Board of Trustees will have all the authority of the Society between Membership Meetings, except that the Board cannot modify any action taken by the membership. Minutes of the Board of Trustees meetings will be made available at each Membership Meeting, and a copy will be filed in the Museum.

Board members are expected to attend all Board meetings. Unless properly excused, any Board member absent from three consecutive Board Meetings in one year will be asked to resign.

Section 5. Meetings of the Board: The Board of Trustees will meet on the second Tuesday of each month unless a majority of the Board agrees on an alternate date. Special Meetings may be called by the President or by agreement of a majority of the Board. A monthly Board Meeting may be cancelled by resolution of the Board at a previous meeting, or by the President in the event of unforeseen circumstances.

Section 6. Quorum: A simple majority of current members of the Board will constitute a quorum for the transaction of business.

ARTICLE VI - OFFICERS

Section 1. Regular Officers: The regular officers of the Society will be four: President, Vice President, Secretary and Treasurer. The Officers will be elected by the new Board of Trustees following the Annual Meeting and before May 1. Each officer will be elected for a term of one year, may be reelected for an additional year, and will serve until a successor is elected.

The President may designate a Parliamentarian for the Society from the general membership.

Section 2. Duties and Powers: The duties and powers of the respective officers of the Society will be such as are customarily attached to each office together with other duties and authority as may be vested in them by these By-Laws and the Board of Trustees.

Section 3. Special Power of the President: Subject to the approval of the Board of Trustees, the President may appoint as many special committees as may be needed and prescribe their duties. A special committee serves for the accomplishment of a specific function. When the task is accomplished the special committee disbands. Members may be selected from the general membership of the Society, may be experts in their respective fields or may be representatives of the community as needed to fulfill the charge of the committee.

Section 4. Special Duties of the Treasurer: The Treasurer will be Chair of the Finance Committee and will arrange for an annual audit of the accounts of the Society by an auditor approved by the Board.

ARTICLE VII - COMMITTEES

There will be a sufficient number of Standing Committees and Subcommittees to meet the needs of the Society. The committee chairs should be appointed by the President at the first meeting of the new Board of Trustees following the Annual Meeting and before May 1, or as soon as possible thereafter. Whenever feasible, committee chairs should be Board members who may select committee members from the general membership. Experts or representatives from the community may be members of committees if approved by the Board. Each committee chair or a representative should present periodic reports to the Board of Trustees as requested by the President.

Subcommittee chairs are selected by committee chairs with the assistance and approval of the Board. They need not be members of the Board.

EDUCATION COMMITTEE which will promote interest in the Society and its objectives, disseminate authentic historical information and promote the study of Grosse Tie history in the schools.

FINANCE COMMITTEE, chaired by the Treasurer, which will monitor the Historical Society accounts and any and all funds, prepare and maintain a monthly and annual budget, administer grants and special funds, oversee insurance policies and manage the Customs House rental property including preparing the lease agreement and collecting a security deposit and the

monthly rent. The Treasurer will also assure that an up-to-date procedure manual exists for the management of the rental property.

HISTORIC PROPERTIES COMMITTEE, which will oversee the preservation and maintenance of all properties under the custody of the Grosse Ile Historical Society, including the Depot Museum, the Customs House and rental apartment, the Grosse Ile Lighthouse and all historic markers on Grosse Ile.

DEVELOPMENT COMMITTEE, which will, guided by the Society's purposes and objectives, develop, review and update strategic and long-range plans for the Society. The committee will work with the Friends of the Grosse Ile Historical Society Subcommittee to develop fund-raising activities based on the strategic and long-range plans; also with the Membership Subcommittee to develop an active donor base.

FRIENDS OF THE GROSSE ILE HISTORICAL SOCIETY SUBCOMMITTEE, which will serve as the official fund-raising arm of the Historical Society. Its primary purpose will be to support the mission of the Society. The chief duties will be to initiate and implement fund-raising efforts for specific projects approved by the Board and to receive and acknowledge all restricted and unrestricted monetary donations, including memorial gifts, grants and endowments. All funds received will be turned over to the Finance Committee. Any restricted gifts in conflict with the strategic plan must be approved by the Society's Board of Trustees

MEMBERSHIP SUBCOMMITTEE, which will conduct the annual membership drive, collect and deposit dues and donations, acknowledge donations and new patron and life memberships and issue membership cards. The committee will maintain an up-to-date membership list on the Society's computer system, periodically print out a hard copy for the Museum and file a final record at the end of the membership year.

MUSEUM ADMINISTRATION AND RESEARCH COMMITTEE, which will oversee the acquisition, use, management, preservation and display of all historical materials in the Depot Museum and the Customs House. The committee will also locate and secure historical materials in keeping with the objectives and established policies of the Society, make recommendations for the placement of historical markers and memorials, obtain and record oral histories, initiate research projects and publications and conduct such research as may be prescribed by the Board of Trustees.

The Committee is responsible for acknowledging all donations to the Society's museum and research collections. It will also work with the Guides/Docents Subcommittee in the recruitment, training and scheduling of Guides for the Depot Museum and Custom House and with the Tours and Special Use Subcommittee in responding to requests for tours and scheduling building use.

GUIDES/DOCENTS SUBCOMMITTEE, which will schedule Guides for regular visiting hours in the Depot Museum and Customs House. The subcommittee will be responsible for recruitment, training and education of the Guides.

TOURS AND SPECIAL USE SUBCOMMITTEE, which will schedule tours and oversee building use for the Depot Museum and Custom House in cooperation with the Museum Administration and Research Committee and the Historic Properties Committee. The subcommittee will also assure that an up-to-date procedure and pricing manual exists for use/rental of the Customs House facilities.

PROGRAM COMMITTEE, which will plan programs for regular membership meetings and assume responsibility for hospitality at these meetings.

PUBLIC RELATIONS COMMITTEE, which will promote interest in the Society and its objectives, oversee all public relations and outreach activities, and publicize Society activities including regular membership meetings, special events and committee activities. The chair will, with the concurrence of the Board of Trustees, establish subcommittees to fulfill each of the following activities:

PUBLICITY SUBCOMMITTEE which will publicize Society activities including regular membership meetings, special events and committee activities.

NEWSLETTER SUBCOMMITTEE, which will write and oversee publication and distribution of the Newsletter.

ARTICLE VIII LIABILITY LIMITATION FOR VOLUNTEERS

The corporation assumes the liability for all acts or omissions of the non-director volunteer if all of the following are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his/her activity;
2. The volunteer was acting in good faith;
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intentional tort;
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in sections 3135 of the insurance code of 1956, Act No.218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws. (Refer to Act 129 of Michigan Public Acts 1993).

A claim for the monetary damages for a non-director volunteer's acts of omission shall not be brought and maintained against a non-director volunteer. The claim shall be brought and maintained against the corporation.

However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501(C)(3) or the corresponding section of any further federal tax code.

If the act is amended after the filing of the Articles of Incorporation to authorize the further elimination of the liability of volunteers of nonprofit corporations, then the liability of

volunteers, in addition to that described in the Article, shall be assumed by the fullest extent permitted by the act as so amended. Such an elimination, limitation or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRC 501(C)(3) or corresponding section of any future federal tax code. No amendments or repeal of this Article shall apply or have any effect of the liability or alleged liability of any volunteer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE IX - PARLIMENTARY PROCEDURES

Robert's Rules of Order, revised latest edition, will govern the organization in all matters provided they are not inconsistent with this document.

ARTICLE X - AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended and new By-Laws added at any membership meeting by a majority vote of all members present, provided the proposed changes are read and presented in writing at a previous membership meeting at which a quorum is present.

By-Laws Enacted	1962
Revised	Sept.20, 1971 (?)
Revised	Oct.20, 1975
Revised	Oct.15, 1984
Revised	Oct.19, 1987
Revised	Apr.27, 1992
Revised	Dec.10, 1996
Revised	Mar.12, 1997
Revised	Apr.14, 1998
Revised	Jan. 15,2001
Revised	Jan. 17, 2005
Revised	Apr. 19, 2010