

TROY HISTORICAL SOCIETY
BY-LAWS

Revised September 20, 2011

Article I – Name

The name of the corporation is The Troy Historical Society

Article II– Purposes

The purposes for which the corporation is organized are exclusively charitable, scientific and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and in furtherance of these purposes may:

- Promote the knowledge and appreciation of local, state, and national heritage among citizens and school children.
- Foster and encourage the collection and preservation of historical artifacts, study and historical research.
- Sponsor the observance and commemoration of occasions of historical interest.
- Perform any functions necessary to accomplish the aforementioned purposes, including but not limited to management of a historical facility open to the public and hiring people to run it.

The corporation shall be operated for such purposes as a non-profit corporation. No member of the Society or any Board member shall have any title to or interest in the corporate property or earnings and no part of the net earnings of the corporation shall inure to the benefit of any member, Board member, or any private individual.

The mission of the Troy Historical Society: We learn from the past to understand the present and build a better future.

Article III – Membership

Section 1. Any person interested in the purposes of the Society shall be eligible for active membership. The Board of Trustees shall establish membership categories, such as individual, family, business, and life, as deemed appropriate.

Section 2. The Board of Trustees shall fix annual membership dues. All memberships except life memberships shall expire one year after the payment of annual dues.

Section 3. Each member shall be entitled to vote, participate in meetings of the Society and shall be eligible to be elected to the Board.

Article IV – Organizational Basis

Section 1. There shall be at least one annual meeting of the membership of the Society held each year at a date and place determined by the Board. Notification of any meeting of the membership shall be sent to all members at least ten days prior to the date of the meeting.

Section 2. The President may call special meetings of the membership. A quorum necessary to conduct business at any membership meeting shall consist of at least nine active members.

Section 3. The fiscal year of the corporation shall be the twelve-month period beginning each July 1 and ending on the following June 30. The fiscal year may be amended by the Board of Trustees in accordance with the laws of the State of Michigan and applicable federal law, without the necessity of amending these by-laws

Section 4. The principal office of the corporation shall be located at the Troy Historic Village, 60 West Wattles Road, Troy, Michigan (hereinafter referred to as the “Village”), or at such other place in the State of Michigan as the Board of Trustees shall from time to time designate. The principal office shall also be the registered office of the corporation required by the laws of the State of Michigan.

Article V – Board of Trustees

Section 1. The Board of Trustees shall consist of a minimum of nine and maximum of eighteen members each serving for a term of three years. Any active member of the Society is eligible to serve as a member of the Board of Trustees. One-third of the Board shall be elected each year by the general membership at its annual meeting. The Board of Trustees shall fill vacancies in the Board of Trustees during a term of office. Any member so elected shall serve for the unexpired term of the predecessor.

Section 2. It shall be the duty of the Board of Trustees to manage and control the affairs of the Society between the annual meetings of the general membership. It shall hold all property and assets of the Society, and it may make, authorize and publish policies with respect to fiscal matters, duties of the Board, Village employees’ handbook, conflicts of interest, and such other matters as the Board may determines may require written policies to supplement these By-Laws. The Board of Trustees shall make a full report of its actions and recommendations at the annual meeting of the general membership.

Section 3. The Board of Trustees shall meet monthly, except July and August. The President shall have the power to set and cancel monthly meetings and may call special meetings. A simple majority of the elected members of the Board of Trustees shall constitute a quorum for the transaction of business. The vote of a majority of the trustees present at any meeting at which there is a quorum shall be the act of the Board. Members of the Board of Trustees who absent themselves from three consecutive meetings of the Board without being excused shall be notified by the Secretary that they are automatically removed as members of the Board.

Article VI – Officers

Section 1. The officers of the Board of Trustees and of the Society shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected from the membership of the Board by the Board of Trustees at the meeting following the annual membership meeting. The Board may at such meeting elect such other officers as it deems necessary and appropriate, such as Assistant Secretaries and Assistant Treasurers, from the membership of the Board. The term of officers elected shall run to the close of the Board meeting following the next annual membership meeting.

Section 2. The services of all officers shall be on a voluntary basis with no salary or other compensation for their services, provided they shall be entitled to reimbursement for expenses reasonable incurred by them in carrying out their duties as such officers.

Section 3. The duties of the officers shall be as follows:

The **President** shall be the principal executive officer of the corporation, shall preside at all membership and Board meetings, and shall conduct the general affairs of the corporation. The **President** shall appoint members of the standing and special committees, subject to the approval of the Board of Trustees, and shall be an ex-officio member of all official committees, except the nominating committee.

The **Vice President**, in the absence of the President, shall have the power to perform the duties of the President.

The **Secretary** shall keep the minutes of all meetings of the Society. The minutes and all legal documents and records of the Society shall be kept at the principle office of the Society (which is the Resource room at the Village).

The **Treasurer** shall be responsible for the custody of all funds of the Society and shall have available at all times a complete accounting of the corporation's finances. The **Treasurer** shall be bonded, at the expense of the corporation, in an amount to be determined annually by the Board of Trustees. The **Treasurer** shall collect, deposit and disburse monies subject to the policies and approval of the Board of Trustees. All checks drawn in the amount of \$1,500.00, or such greater amount as the Board may adopt by resolution without the necessity of amending these By-Laws, or more, on the Corporate Account shall require the signatures of

two Board members, at least one of whom shall be the **Treasurer**, or an **Assistant Treasurer**, or another Board member authorized by the Board to be the primary signer in the absence of both the **Treasurer** and all **Assistant Treasurers**. The **Treasurer** shall make the books of the Society available for audit at least two weeks before the Annual Meeting.

An **Assistant Secretary** shall have the power to perform the duties and responsibilities of the Secretary when the Secretary is not available.

An **Assistant Treasurer** shall have the power to perform the duties and responsibilities of the Treasurer when the Treasurer is not available.

Article VII – Committees

Section 1. The Board of Trustees may establish whatever standing or special committees it deems necessary, and shall receive and act on reports from all committees.

Section 2. The President with the approval of the Board of Trustees appoints members of all committees. The chairperson or chairpersons of any committee shall normally be a member or members of the Board but with the approval of the Board may be appointed from the general membership, and in cases of the Finance Committee and the Village Store Committee, such a non-Board chairperson of such committee may be elected an Assistant Secretary by the Board for banking purposes, notwithstanding the provisions of Article VI, Section 1. Other members may be appointed from the general membership.

Section 3. The Nominating Committee is responsible for making nominations for members of the Board of Trustees, and shall consist of three members appointed by the President with the advice and consent of the Board of Trustees. The Nominating Committee shall have a current list of members available to them for the purpose of nominations and to encourage active membership. The Nominating Committee, at the annual membership meeting, shall nominate one or more members in good standing for each of the places on the Board of Trustees that are to be filled. Members may make additional nominations from the floor.

Articles VIII – Parliamentary Authority

Section 1. The rules contained in Robert's Rules of Order shall govern the proceedings of the Society, except in such cases as are governed by these by-laws.

Article IX – Amendments

The by-laws may be amended at any Annual Meeting of the membership by at least a two-thirds vote of a quorum being present (which is at least nine active members), providing that the Secretary has sent the proposed amendment or amendments in writing to each member at least ten days before the meeting of the membership called for that purpose. Amendments may be initiated by any member and submitted to the Board of Trustees for consideration.

Article X – Dissolution

Section 1. The Board of Trustees shall be empowered to dissolve the corporation by at least a two-thirds vote of the entire Board.

Section 2. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of and distribute all of the assets of the corporation to the Troy Historical Society Endowment Fund established by the Board of Trustees, to be administered in accordance with the Fund's Statement of Endowment Policy adopted by resolution of the Board of Trustees, with the monies of the Fund to be appropriated for expenditure only for such educational and historical projects and programs of the Village as are (i) recommended by the Director of the Village and (ii) approved by at least a two-thirds vote of the committee or other governing body administering the Fund. Any such assets of the corporation not so disposed of and distributed to the Fund shall be disposed of by the Circuit Court of Oakland County, Michigan, or its successor, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.