

BY-LAWS
Gladwin County Historical Society

"Remove not the old land mark..." - Proverbs 23:10

ARTICLE I

Name

This organization shall be known as the Gladwin County Historical Society.

ARTICLE II

Purpose

The purpose of this society shall be to bring together those people interested in history, especially the history of Gladwin County; to collect and preserve all historical material photographs, written material and artifacts; to maintain a museum in which to house these materials.

ARTICLE III

Membership and Dues

- Section 1 Any person interested in the history of Gladwin County who applies for membership in any classification of membership and who tenders the necessary dues shall thereby become a member.
- Section 2 Annual dues for individual active members shall be established by vote of the membership upon recommendation of the Board of Directors.
- Section 3 Each life member, and each member whose dues are paid in full, shall be entitled to one (1) vote on each matter brought for decision before a meeting of the membership only if the member is present at that meeting.

ARTICLE IV

Schedule and Quorum for Meetings

- Section 1 Regular meeting of the Society shall be held monthly.
- Section 2 Special meetings may be called by the President, or on petition of two members of the Board of Directors.
- Section 3 The Board of Directors shall hold a regular meeting at least 5 days in advance of each general meeting.
- Section 4 The active members present at a general meeting shall constitute a quorum. Four members shall constitute a quorum at a Board of Directors meeting.

ARTICLE V

Officers and Directors

- Section 1 The directors shall consist of six in number, and shall consist of the four officers and two trustees elected at large.
- Section 2 The officers shall be a president, a vice-president, a secretary, and a treasurer, and shall be elected, with the directors at the annual meeting in November. These officers must be available throughout the year. Nominations for these officers will be at the October meeting, elections to be held at the November annual meeting, and the newly elected officials assume office at the January meeting. Terms of officers shall be one year.

- Section 3 The officers and trustees shall constitute the Board of Directors.
- Section 4 The president shall have executive supervision over the activities of the Society within the scope provided by these by-laws. He shall preside at all meetings. He shall report annually on the activities of the Society. He shall appoint members of committees and activities not otherwise provided for in these by-laws.
- Section 5 The vice-president shall assume the duties of the president in the event of absence, incapacity or resignation of the president.
- Section 6 The secretary shall keep the minutes of all meetings of the Society and the Board of Directors, and maintain a list of members.
- Section 7 The treasurer shall be responsible for the safekeeping of the Society funds and for maintaining adequate financial records, and shall deposit all monies with a State or Federally chartered banking institution with a physical location within Gladwin County in an account under the name of the Gladwin County Historical Society. Monies shall be paid out by numbered checks signed by the treasurer (or one of the three other elected officers: president, vice-president or secretary.) A fidelity bond will be provided by the Society.
- Section 8 The Board of Directors shall have the power to review the regular affairs of the Society. It shall receive agenda items, committee reports, bills, building use requests, prospective acquisitions, policies and any other items to be brought before the membership. Any non-budgeted items over \$100 must be proposed first to the Board of Directors for discussion and recommendation for membership action at the next scheduled meeting.
- Section 9 If a Board member does not attend three consecutive meetings without just cause, he shall automatically be relieved of his office and the vacancy filled by the Board of Directors for the unexpired term.

ARTICLE VI

Committees & Special Chapters

- Section 1 The Society shall maintain the following standing committees:
1. Acquisition Committee responsible for collecting, cataloging and storage of books, manuscripts, newspapers, historic objects and other historical material.
 2. Public Relations Committee responsible for furthering and enhancing the public awareness of the Society and its functions, and for brochures, newsletters, advertising and other publicly released materials. All press releases and official communications of the Society shall be reviewed by the Public Relations Committee prior to publication.
 3. Activity/education Committee responsible for arranging suitable programs; for setting the time, place and date of events.
 4. Membership Committee responsible for membership drives and processing new candidates for membership and keeping the secretary and treasurer informed of all changes in membership.

5. Curators Committee responsible for maintenance, display, interpretation of all buildings and artifacts.
- Section 2 The president shall appoint a chair for each of the standing committees; each chair, in turn, will select the members of that committee, with the approval of the Board of Directors.
- Section 3 Other committees, standing or special, may be appointed by the president as directed by the Board of Directors.
- Section 4 The membership may, upon recommendation by the Board of Directors, charter local chapters or other local groups whose purpose and structure is consistent with the purposes and structure of the Society.

ARTICLE VII

Gifts and Donations

- Section 1 The Society may apply for and accept financial aid from any branch of government, or any foundation or individual, provided that in accepting such loan or grant, the Gladwin County Historical Society does not lose any of its identity as a local organization.
- Section 2 The Acquisition Committee may accept or reject any proposed loans or gifts of historical interest to the Museum. With the approval of the Board of Directors, items may be accepted as loans for a specific term, all loaned items shall be reviewed annually.
- Section 3 It shall be the responsibility of the owner to reclaim loaned items at the end of the loan period, upon notification by the Acquisition Committee.
- Section 4 Neither the Gladwin County Historical Society nor its officers shall assume any responsibility for theft or damage to the loaned articles.

ARTICLE VIII

Parliamentary Authority

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

ARTICLE IX

Amendments to the By-laws

These by-laws may be amended at any regular meeting of the Society by a two-thirds vote of those voting, provided notice was given at the previous meeting; or they may be amended at a special meeting of the Society called for that purpose, with previous notice and a two-thirds vote of the members present. All proposed amendments shall be submitted in writing.

ARTICLE X

Affiliation

- Section 1 The Gladwin County Historical Society shall maintain a membership in the Michigan Historical Society.

- Section 2 The Society shall be registered with the State of Michigan as a nonprofit corporation.
- Section 3 The Society shall maintain full compliance under Section 501[c](3) of the Internal Revenue code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).
- Section 4 The Society shall maintain membership in the Log Cabin Society.

Article XI **Dissolution**

Upon dissolution of the Society, the officers shall, after paying or making provisions for the payment of all liabilities of the Society, dispose of all assets of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501[c](3) of the Internal Revenue code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), as the officers shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court having jurisdiction over such matter in the county of Gladwin, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Article XII **Equal Opportunity Standards**

The Gladwin County Historical Society shall offer equal opportunity for employment, volunteer activities and services with this Society regardless of race, color, religion, sexual preference, national origin, creed, heritage, age, sex or physical, mental or emotional challenges.

Article XIII **Sexual Harassment Policy**

It is the policy of The Gladwin County Historical Society to prohibit sexual harassment of its employees, volunteers, clients, and participants in the workplace or at its functions by any person in any form. All employees, volunteers, clients, and participants shall be given the protection they are allowed by law.

Article XIV **Indemnity**

The Gladwin County Historical Society will cover its officers, director, employees and volunteers for defense and settlement expenses resulting from lawsuits related in service for the Society, provided that the covered member is not guilty of criminal activity related to such service for the Society.

Article XV **Conflict of Interest**

The Gladwin County Historical Society shall adhere to a policy that prohibits conflict of interest regarding financial gain of officers. No officer of this Society shall incur financial benefit through compensations for services to the Society, nor through personal or business connections.

Article XVI
Compensation

All compensation agreements shall be approved and signed by the appropriate parties in advance of receipt of any compensation. Such agreement shall be documented in writing, and shall include the date and terms of the approved compensation arrangement. All compensation will be based upon current "fair market" compensation paid by "similarly situated" taxable or tax-exempt organizations providing similar services.

Article XVII
Adoption

These by-laws supercede and replace all previously adopted versions, and take effect immediately upon adoption. If any provision of these by-laws is invalidated for any reason the remainder of the provisions will remain in full effect.

Certification:

We the undersigned, the duly elected officers of the Gladwin County Historical Society, do hereby attest and affirm that these are the complete and correct bylaws of the Gladwin County Historical Society as amended and adopted at the general membership meeting held at Gladwin, Michigan on March 15, 2008.

Thomas Cummins, President

Bill Nowacki, Vice President

Judy Grant, Secretary

Michael Kosifas, Treasurer