

**FLAT ROCK HISTORICAL SOCIETY
BY-LAWS**

**Article I
NAME**

The name of this organization is the Flat Rock 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 Department of Treasury.

**Article II
MISSION STATEMENT**

The mission of this Society shall be to preserve and communicate, to residents and visitors, the history and spirit of those who have lived in and near the City of Flat Rock from the beginning of human habitation or its vision, and to bring our community together for the enjoyment, discovery, and learning of our past to create our future.

**Article III
MEMBERSHIP**

Section 1. Membership is open to all persons and groups who are interested in history and the Society's purposes. Any person who desires to become a member shall complete an application form and present it to any member of the Executive Board, submit online through the Society's website, or mail to the Society's address with the required dues. All Honorary and Charter applications for membership must be approved by the Executive Board.

Section 2. There shall be six membership classifications as follows:

- a. Individual Membership: Upon payment of annual dues, individuals over the age of eighteen may become members of the Society with all the rights of Membership, including one email subscription to the Society newsletter. A paper copy of the newsletter is available upon request for an additional charge to cover printing and postage.
- b. Student Member – An individual who has not yet graduated from high school may purchase a student membership annually, for one-half the individual rate if not part of a family member household and will include an email copy of the newsletter.
- c. Family Association Membership: Two named adults, plus any additional members of the household under the age of eighteen, residing at the same address, paying an additional one-half the individual rate may become Family Associate Members; includes multiple email subscriptions to the Society newsletter.
- d. Life Members: Any person who meets the requirements to become an Individual Member and pays one lump sum fee equal to twenty times the annual membership fee shall be a Life Member. There are no spouse or family lifetime memberships.

- e. Honorary Members: Upon nomination by a Board Member and two-thirds vote of the Executive Board. Honorary Membership may be conferred upon an individual or organization who has made significant contributions to the Society or supports the Society Mission. Honorary Members are non-voting, exempt from paying dues, and includes an email subscription to the Society newsletter.
- f. Charter Members: All Society members who have paid dues prior to 1980. Charter Memberships include all the rights and privileges of individual members, including the right to vote, hold office, and are exempt from paying dues. Charter Memberships may include spouse.

Section 3. Determination of amount dues:

- a. The Executive Board shall recommend annually the dues of the Society and shall publish its recommendations no later than the the third quarter of the fiscal year in an issue of the Society newsletter. Any increase in dues must be approved by a majority vote at the Annual Meeting.
- b. Dues are payable annually on or before July 1st and considered delinquent by August 31.
 - 1. Members admitted after June 1 shall be credited with dues paid for the following year.
 - 2. The Vice President of Membership shall notify the Executive Board in writing by August 31, of those members who are delinquent.
 - 3. Membership will be terminated if annual dues are not received by September 30.
- c. Only paid members may hold office or be members of a committee.

**Article IV
OFFICERS**

- Section 1. The officers of the Society, also known as the Executive Board, shall be a President, a Vice-President of Programs, a Vice President of Membership, a Vice President of Ways and Means, a Recording Secretary, a Corresponding Secretary, a Treasurer and four Trustees.
- Section 2. Elected officers shall have been active members of the Society for a minimum of six months and the President shall have previously served at least one term in another position on the Executive Board.
- Section 3. Members of the Executive Board shall affirm annually, the Society Code of Ethics.
- Section 4. The officers shall be elected in at the Annual Meeting in July for a term of one year to begin in July.
- Section 5. Within thirty days after retiring from office, all officers shall deliver to their successors all monies, accounts, records, books, papers, and other property belonging to the Society.
- Section 6. Vacancies in any elected office shall be filled for the unexpired term by appointment of the President with the approval of the Executive Board, except for the President, which shall be filled by a Vice-President, selected and approved by a majority the Executive Board to serve the remainder of the unexpired term.

Article V
DUTIES OF THE OFFICERS

- Section 1. The President shall:
- a. preside at all meetings of the general membership and the Executive Board.
 - b. appoint all chairpersons of standing and special committees with the approval of the Executive Board.
 - c. sign all contracts and documents authorized by the Executive Board.
 - d. appoint and chair the Finance Committee to prepare the annual budget for approval at the Board meeting held in June.
 - e. be the official representative of the Society, authorized to act on behalf of the Society; and be an ex officio member of all committees except the Nominating Committee.
- Section 2. The Vice-President of Programs shall:
- a. arrange programs for regular meetings;
 - b. provide information about future programs in a timely manner to the Publications Chairperson, Bulletin and Newsletter Editors, and Libraries; and
 - c. present an annual report to the President at the July Board meeting.
- Section 3. The Vice President of Membership shall:
- a. maintain the membership roster;
 - b. provide a renewal notice of membership dues prior to their expiration date;
 - c. make available current membership lists to Board members;
 - d. provide mailing labels for the Society's bulk mailings; and
 - e. present an annual report to the President at the July Board meeting.
- Section 4. The Vice President of Ways and Means shall
- a. submit plans for fund raising projects to the Executive Board for authorization and coordinate the projects to completion; and
 - b. present an annual report to the President at the July Board meeting.
- Section 5. The Recording Secretary shall:
- a. record minutes of the proceedings of the Society;
 - b. keep and have available at all meetings the Articles of Incorporation, Bylaws, and Standing Rules; and
 - c. maintain a current inventory of all legal document records.
- Section 6. The Corresponding Secretary shall:
- a. conduct the correspondence of the Society;
 - b. maintain monthly record of the Society's correspondence
 - c. notify the appropriate entities of any special meetings.

- Section 7. The Treasurer shall:
- a. maintain the records of all funds of the Society;
 - b. pick up the Society's mail at the U. S. Post Office; and
 - c. be responsible for depositing all moneys in the name of the Society in a federally insured depository designated by the Executive Board;
 - d. pay designated line items in the annual budget when due and non-designated line items as approved by the Executive Board;
 - e. present a financial report and budget status report at each meeting of the Executive Board and a summary of the reports at each general membership meeting;
 - f. serve on the Budget Committee;
 - g. prepare and present the financial records for audit after the end of the fiscal year and before the Annual Meeting; and
 - h. present an annual report to the President at the July Board meeting.

- Section 8. The Trustees shall:
- a. act as trustees of the organization's assets and must exercise due diligence to oversee that the organization is well-managed and that its financial situation remains sound.
 - b. participate in at least one standing committee.

Article VI SCHEDULE AND QUORUM FOR MEETINGS

- Section 1. Regular meetings of the general membership will occur every quarter. The Annual Meeting being in July for election of officers. Notice of general membership meetings shall be published on the Society webpage, social media, and via email one week before.
- Section 2. Special meetings of the members may be called by the President or by the Executive Board or by nine (9) members of the Society upon five (5) days advance notice to the membership, which notice shall specify the special purpose of the meeting.
- Section 3. The Executive Board shall meet no less than nine (9) times a year.
- Section 4. Executive 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. Twelve voting members shall constitute a quorum for the transaction of business at any general membership meeting.
- Section 6. A member of the Executive Board may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting.

**Article VII
COMMITTEES**

- Section 1. The Society may have the following standing committees:
1. Membership Committee - responsible for membership drives and processing new candidates for membership, chaired by the Vice-President of Membership.
 2. Friends Of The Flat Rock Historical Society Committee - responsible for planning projects to raise funds for the treasury, chaired by the Vice-President of Ways and Means.
 3. Programs and Activities Committee- responsible for arranging suitable programs; setting time, place, and date of meetings, chaired by the Vice-President of Programs.
 4. Nominating Committee- responsible for making nominations for officers and members of the Executive Board.
 5. Public Relations Committee - responsible for publicizing Society activities.
 6. Finance Committee- shall propose the annual operating budget, audit the accounts of the treasurer and any and all trust funds belonging to the Society and perform such other duties as may be prescribed by the Executive Board.
 7. Research Committee- shall be responsible for researching and securing historical materials in keeping with the objectives of the Society.
- Section 2. Committees, standing or special, shall consist of Trustees and volunteer members. The president may appoint chairpersons of the standing and special committees.

**Article VIII
Fiscal Policy and Financial Management**

- Section 1. The fiscal year of the Society shall be July 1 to June 30.
- Section 2. Monetary decisions over \$100 require approval by the Executive Board.

**Article IX
PARLIAMENTARY AUTHORITY**

The rules contained in current edition of Robert's Rules of Order shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

The President may appoint a Parliamentarian who will see that the current edition of Robert's Rules of Order shall govern the Society in all cases to which they are applicable. The Parliamentarian advises the President and the Society at the meetings as needed and insures that the organization's rules are followed.

**Article X
AMENDMENTS OF BY-LAWS**

These bylaws may be amended at any general membership meeting of the Society by a two-thirds vote, provided that proposed amendments have been submitted in writing at the previous meeting and published in the newsletter prior to the meeting at which the amendments are to be adopted.