

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 as well as 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.

Section 2. There shall be seven 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.

b. Student Membership - 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. A Student must be at least 17 years of age to vote.

c. Family 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. Lifetime Membership: Any person who meets the requirements to become an Individual Member and pays one lump sum fee equal to ten times the annual membership fee shall be a Life Member. There are no spouse or family lifetime memberships.

e. Honorary Membership: Upon nomination by a Board Member and two-thirds vote of the Executive Board. Honorary Membership may be conferred upon an *individual* in recognition of outstanding service to the Society. Honorary Members are non-voting, exempt from paying dues, and includes an email subscription to the Society newsletter.

f. Patron Membership: Upon nomination by a Board Member and two-thirds vote of the Executive Board. Patron Membership may be conferred upon an *individual* in recognition of significant donation to the Society.. Patron Members are non-voting, exempt from paying dues, and includes an email subscription to the Society newsletter.

g. Associate Membership: Upon nomination by a Board Member and two-thirds vote of the Executive Board. Associate Membership may be conferred upon an *organization or business* in recognition of significant donation to the Society.. Associate Members are non-voting, exempt from paying dues, and includes an email subscription to the Society newsletter.

Section 3. Determination of amount dues:

- a. The Executive Board shall annually recommend 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.
- b. Any increase in dues must be approved by a majority vote at the Annual Meeting.
- c. Dues are payable annually on or before July 1st and considered delinquent by August 31.
- d. Members admitted after June 1 shall be credited with dues paid for the following year.
- e. The Chairperson shall notify the Executive Board, in writing, by August 31 of those members who are delinquent.
- f. Membership will be terminated if annual dues are not received by September 30.
- g. Only paid members may hold office or be members of a committee.

Section 4. Disciplinary Action

- a. Disciplinary action of members will follow the Disciplinary Action Procedure found in the Societies Policy & Procedure Manual.
- b. Offenses not addressed in the Disciplinary Action Procedure will be addressed according to Roberts Rules of Order.

Article IV
OFFICERS

Section 1. The officers of the Society - also known as the Executive Board - shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, a Historical Commission Liaison, a Treasurer, four Trustees and the Immediate Past President.

Section 2.

- a. Elected officers shall have been active members of the Society for a minimum of six months with the exception of the Trustees.
- b. Trustees shall have been active members of the Society for a minimum of four months.
- c. 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. TERMS OF OFFICE

- a. The officers shall be elected in at the Annual Meeting in June for a term of one year to begin in July except for the Trustees.
- b. The Trustees will be elected for alternating terms of two years. If necessary, the first year (July 2018), one or two Trustees, as needed, will be elected for one year to better facilitate the rotation.

Section 5. Within fifteen 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

- a. Vacancies in any elected office (other than the President) shall be filled for the unexpired term by appointment of the President with the approval of the majority Executive Board.
- b. A vacancy in the office of the President shall be filled by the Vice-President to serve the remainder of the unexpired term.

Section 7. NOMINATIONS and ELECTIONS

- a. The President, with the advice and consent of the Executive Board, shall appoint a Nominating Committee, consisting of three members, at least sixty days prior to the election meeting.
- b. All nominees must be at least 17 years of age.
 - 1) Nominees under the age of 18 can only hold the office of trustee.
- c. No nominee shall be named without having consented to serve as an officer.

- d. Officers shall be elected by a majority vote.
- e. Only members in good standing for thirty days before the date of the annual or special meeting of members may vote at a meeting.
- f. Members must be at least 17 years of age to vote.

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 the chair of the Finance Committee.
- 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 shall:

- a. assume the duties of the President in the absence of or at the request of the President.
- b. assume the duties of the President for the remaining term of office in the event of a vacancy in that office.
- c. arrange for programs for regular meetings.
- d. provide information about future programs in a timely manner to the Public Relations Committee.
- e. present an annual report to the President at the July Board meeting.

Section 3. 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, Standing Rules, Membership List and Committee List.

Section 4. The Corresponding Secretary shall:

- a. conduct the written and electronic correspondence of the Society.
- b. maintain monthly record of the Society's correspondence.
- c. send meeting notification to membership.

Section 5. The Treasurer shall:

- a. maintain the records of all funds of the Society.
- b. pick up the Society's mail.
- c. be responsible for depositing all monies 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 Finance Committee.
- g. prepare and present the financial records for audit after the end of the fiscal year and before the first Executive Board Meeting of the new fiscal year.
- g. present an annual report to the President at the July Board meeting.
- h. Ensure that all financial paperwork is completed, and when necessary, delivered to the CPA in a timely fashion.

Section 6. 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 GENERAL MEMBERSHIP MEETINGS

Section 1. Regular meetings

- a. Regular meetings of the general membership will occur at least every quarter and will be held on the third Thursday of September, February, April, and June.
- b. The Annual Meeting being in June for election of officers.
- c. Notice of general membership meetings shall be published on the Society webpage, Society Newsletter, social media, and via email.

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 three days advance notice to the membership, which notice shall specify the special purpose of the meeting.

Section 3. Twelve voting members shall constitute a quorum for the transaction of business at any general membership meeting.

Article VII
BOARD OF DIRECTORS

Section 1. The Board shall meet at least nine times annually.

Section 2. The Board shall:

- a. transact the business of the Society between general membership meetings.
- b. direct committees.
- c. approve the Society Calendar.
- d. approve the Operating Budget.

Section 4. Any member of the Board who fails to attend three consecutive meeting without an excuse acceptable to the Board shall be considered to have resigned.

Section 5. 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.

Section 6. Special meetings of the Executive Board may be called by the President or four members of the Board upon 24 hours notice.

Article VIII
COMMITTEES

Section 1. The Society may have the following standing committees:

- a. The Membership Committee -
 - 1. shall be responsible for membership drives and processing new candidates for membership.
 - 2. shall establish a program to encourage new members to join the Society.
 - 3. shall create an atmosphere of welcome for both members and guests at the general membership meeting.
- b. The Friends Of The Flat Rock Historical Society Committee -
 - 1. shall be responsible for planning projects to raise funds for the treasury.
- c. The Education Planning Committee-
 - 1. shall organize and present to members, the general public, or both, instructional classes and short orientation tours that pertain to the purposes of the Society as well as set the time, place, and date of the meetings.
- d. The Nominating Committee-
 - 1. shall prepare a single slate of officers to be voted on by the membership at the election meeting; and
 - 2. shall report to the membership prior to the election meeting.
- e. The Public Relations Committee -
 - 1. shall be responsible for all publicity and public relations for the Society and shall determine and oversee the direction, tone, and content of all Society publications.
 - 2. shall be composed of the editor of the Society newsletter, the editor of the Society bulletin, a member of the Education Committee, and a member of the Friends of the Flat Rock Historical Society Committee.
- f. The Finance Committee -
 - 1. shall propose the annual operating budget for approval at the annual meeting in June
 - 2. shall audit the accounts of the treasurer and any and all trust funds belonging to the Society; and
 - 3. shall maintain a Capital Equipment inventory; and
 - 4. shall perform such other duties as may be prescribed by the Executive Board.
- g. The Research Committee-
 - 1. 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.

Article IX
FISCAL POLICY AND FINANCIAL MANAGEMENT

Section 1. The fiscal year of the Society shall be July 1 to June 30.

Section 2. Non-budgeted Monetary decisions over \$100 require approval by the Executive Board.

Section 3. The Society shall be funded by the collection of dues, donations, sales of publications, fund-raisers and such additional functions as the membership may authorize.

Article X
PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the 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 and any special rules of order that the Society may adopt.

Section 2. The President may appoint a Parliamentarian. The Parliamentarian advises the President and the Society at the meetings as needed and insures that the Societies rules are followed.

Article XI
AMENDMENTS OF BY-LAWS

Section 1. These bylaws may be amended at any general membership meeting of the Society by a two-thirds vote, provided that proposed amendments;

- a. have been submitted in writing at the previous meeting; and
- b. at least 10 days prior to that meeting, the proposed bylaws were
 - 1) published on the Society webpage, in the Society Newsletter, on social media, and via email.
 - 2) mailed to hard copy members.

Section 2. These bylaws shall be reviewed for accuracy and possible revision at least every three years. The fiscal year 2017-18 being the starting point.