

BYLAWS OF THE CLINTON COUNTY HISTORICAL SOCIETY
JANUARY 2019

Preamble and Purpose

The name of this organization shall be the Clinton County Historical Society (herein referred to as "CCHS" or "the Society"). Its business and purpose shall be to bring together those people interested in history and genealogy, especially that of Clinton County, Michigan.

Its major function will be to discover and collect any material or artifact which may help to establish or illustrate the history and genealogy of Clinton County and its people.

The CCHS is a Non-Profit Corporation organized under the laws of the State of Michigan and is recognized as a non-profit corporation under Section 501(c)(3) of the Internal Revenue Code, tax identification number 38-9659575.

The fiscal year of the CCHS is the calendar year ending December 31st.

**Article I
Membership and Dues**

Section 1. There are two classifications of membership and dues:

- 1) the CCHS/Archives and
- 2) the CCHS/Museum.

Any person interested in the history of Clinton County, Michigan, who applies for membership through the CCHS/Archives or the CCHS/Museum and who tenders the necessary dues or gifts thereby becomes a member of the CCHS/Archives or the CCHS/Museum, respectively.

Section 2. The CCHS Executive Board shall set the annual dues for the CCHS/Archives.

The Museum Advisory Board shall establish the gift policy for the Museum.

Section 3. Annual dues for the CCHS/Archives shall be payable by January 1 each year. Members in arrears more than three (3) months after payment is due shall be dropped from membership.

Section 4. Membership for the Society and the Museum is based on the calendar year.

**Article II
Schedule and Quorum for Meetings**

Section 1. Regular meetings of the **Society** membership shall be determined and set annually by vote of the Executive Board. The agenda shall include reports of activity at the Archives and the Museum and general Historical

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Society business. Special meetings of the Society membership may be called by the President.

- Section 2. The meeting dates of the **Executive Board** shall be determined and set annually by vote of the Executive Board. Special meetings of the Executive Board may be called by the President or by a majority of current members of the Board.
- Section 3. The Executive Board may combine membership meetings with the Executive Board meetings.
- Section 4. The Quorum for the Executive Board and for Society meetings shall be a majority of current Executive Board members.

**Article III
Annual Meeting**

The annual meeting of members of the Society shall be held within 60 days of the end of the calendar year. Notice shall be delivered to all members either by mail, electronic transmission, or newsletter not less than 10 days nor more than 60 days prior to the meeting. Notice shall include information regarding the nominated slate of Society officers and directors and any other planned actionable agenda items. All Society members present may vote on the election of officers and Board membership. The annual meeting agenda and notice shall comply with the laws of the State of Michigan for non-profit corporations.

**Article IV
Executive Board**

The Executive Board shall consist of up to nine (9) members, up to seven (7) directors/trustees, plus the Director of the Archives and the Director of the Museum or their representative. All directors/trustees shall be elected for a term of three years- and shall serve staggered terms. The Director of the Archives and the Director of the Museum, or their representative(s), shall serve as long as they occupy the position.

**Article V
Election of Officers and Directors**

- Section 1. All directors/trustees shall be elected by a majority of votes cast at the Annual Meeting of CCHS.
- Section 2. A nomination committee, appointed by the President of CCHS, shall propose the slate of officers and directors/trustees (with term's expiration date) to be elected at the Annual Meeting. The names of the proposed officers and directors/trustees shall be sent with the notice of the Annual Meeting. Additional names may be nominated by any member at the Annual Meeting prior to the vote.

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- Section 3. The Director of the Museum shall be appointed/hired by the Museum Advisory Board and confirmed by the Executive Board of CCHS. The Director of the Archives shall be appointed/hired by the Executive Board of the CCHS with consideration of recommendations by the Archives Staff.
- Section 4. The Executive Board shall have four officers: President, Vice President, Secretary, and Treasurer. The terms of each shall be established by the Executive Board.
- Section 5. Officers and directors shall be installed at the close of the Annual Meeting and shall serve until their successors have been duly elected and installed. In the event of the resignation, inability, or incapacity of any officer or director/trustee, the vacancy may be filled by a vote of the Executive Board for the unexpired term of office. The Vice President shall assume the Presidency upon its vacancy.
- Section 6. Status of the Board members is subject to periodic review by the Board and may be revoked for non-attendance.

Article VI
Duties of the Officers and Directors

- Section 1. **The President** shall have executive supervision over the activities of the Society within the scope provided by these Bylaws and serve as the Chairman of the Executive Board. The President shall preside at all regular and special CCHS meetings under Parliamentary Procedure (See Article 10.) and restate all motions to be voted on. The President shall appoint the members of committees and delegates not otherwise provided for. The President shall call special meetings, carry out provisions of these Bylaws, prepare meeting agendas and prepare an annual report for presentation at the annual meeting detailing all activities of CCHS in accordance with State of Michigan laws for non-profit corporations. The President shall act as an Ex-Officio member of all committees and advisory boards.
- Section 2. **The Vice-President** shall assume the duties of the President in the event of temporary absence or incapacity of the President.
- Section 3. **The Secretary** shall keep the minutes of meetings of the Society and of the Executive Board, maintain a list of members prepared by the Treasurer, and send notice of the annual meeting including nominations and any amendments to Bylaws.
- Section 4. **The Treasurer** shall be the Corporate Registered Agent for the Society; prepare all federal and state tax returns; prepare an annual financial summary of all Society business and report same at annual meeting to

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comply with Michigan non-profit corporation laws; insure all bank accounts are held by a reliable banking institution in the name of CCHS or CCHS Museum; collect dues and pay expenses for CCHS (excluding the Museum); prepare treasurer's reports of financial activity of CCHS as required by the Executive Board; and maintain an up-to-date roster of all dues-paying members of the CCHS. The Museum Director is responsible for supplying financial information and membership information to the Treasurer as requested.

Section 5. **The Executive Board** shall have the power to conduct all affairs of the Society. The Executive Board shall have final decision on placement of all undesignated gifts. Members of the Executive Board may also serve as chairpersons of committees and may perform other functions as designated in the Bylaws or otherwise assigned to them by the Executive Board or President.

Section 6. **The Executive Board** shall approve/confirm the appointment/hiring of the Director of the Museum and the Director of the Archives with consideration of the recommendations of their respective Advisory Boards.

Article VII
The Museum

Section 1. The Clinton County Historical Museum-is located at 106 Maple Street in St. Johns and operates under the supervision of the Director of the Museum. The Museum staff is responsible for collecting, cataloging, cleaning, repairing, and storing historic objects; arranging museum exhibits, developing correct historical interpretation of exhibits; and maintenance and insuring the Museum Complex real estate, liability, and artifacts.

Section 2. The Director of the Museum shall be appointed/hired by the Museum Advisory Board and confirmed by the Executive Board of CCHS. The Director of the Museum also serves on the CCHS Executive Board.

Section 3. The Director of the Museum shall appoint a Museum Advisory Board consisting of a Secretary, Treasurer, Assistant Director/Curator, and up to five (5) additional Board Members with approval of the CCHS Executive Board. The Advisory Board shall adopt policies and procedures for the efficient operation of the Museum including fundraising, bank procedures, annual reports and general business operations of the Museum and it's maintenance. The length of the terms of Museum Advisory Board officers shall be included in the Museum Policies and Procedures. The Museum Advisory Board meetings shall be determined and set annually by vote of the Advisory Board. Meetings shall be open to the CCHS Executive Board.

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- Section 4. Museum funds shall be kept in separate bank accounts and are dedicated and preserved for use exclusively for the preservation, perpetuation, improvement, and maintenance of the Museum.

**Article VIII
The Archives**

- Section 1. The Archives of the Clinton Co. Historical Society is located at 16101 Brook Road, Lansing, Michigan, 48906 and operates under the supervision of the Director of the Archives.
- Section 2. The Director of the Archives shall be appointed/hired by the Executive Board of the CCHS with consideration of recommendations by the Archives Staff. Director of the Archives also serves on the CCHS Executive Board.
- Section 3. The Archives staff shall be responsible for maintaining the collection, room, equipment, and furnishings; collecting, cataloging, and indexing books, manuscripts, newspapers, and other historical and genealogical source material; maintaining the web page; and assisting researchers.
- Section 4. The Director of the Archives shall recruit and train volunteers to serve as regular staff members at the Archives as is necessary for the efficient operation and maintenance of the Archives.
- Section 5. The Director of the Archives shall submit all income generated by the Archives and genealogical activities to the CCHS Treasurer for deposit and shall submit all bills for payment by the CCHS Treasurer.

**Article IX
Committees**

The President shall appoint chairmen of the standing committees and may appoint committee members when needed. Members of the Society may volunteer for membership on any standing committees. The Society may have the following standing committees.

1. Publications Committee – shall be responsible for finding ways and means to publish joint or individual research studies, books, newsletters, and creating publicity for same.
2. Historic Site Committee – responsible for establishing the historic validity of sites proposed for marking; marking historic sites; and arranging historical tours.
3. Program Committee – responsible for arranging suitable programs; setting time, place, and date of meetings.

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4. Membership Committee – responsible for obtaining new members through membership drives and other promotional events.
5. Oral History Committee – responsible for preserving a record for past events as told by people who experienced them; establish and organize an Oral History Library and make the recorded material available to all interested persons; provide a safe place for the storage of recorded interviews; devise a system for keeping records that will make them available; prepare a list of people to be interviewed and organize the interviewing.

Article X
Parliamentary Authority

Except in such cases as are governed by the constitution or the Bylaws, meetings shall be run according to Robert's Rules of Order Newly Revised, latest edition, with these special rules for small boards.

1. All members may remain seated when speaking, making motions, or calling for a vote.
2. There is no limit to the number of times a member may speak to a question.
3. Informal discussion of a subject is permitted while no motion is pending.
4. The President may speak in discussion and vote on all questions.

Article XI
Amendment to the Bylaws

These Bylaws may be amended at any regular or special meeting of the membership or Executive Board by a two-thirds vote of those voting. All proposed amendments shall be submitted to all members of CCHS with a minimum of three (3) weeks' notice by mail, electronic transmission, or newsletter. The Executive Board may provide for votes by proxy and electronic notice.

Article XII
Dissolution Article

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code and/or the non-profit corporation laws of the State of Michigan or by any deed restrictions on real property.

Bylaws adopted September 26, 1974

Amendments adopted:

February 19, 1976	May 3, 2010
May 19, 1978	May 7, 2012
March 15, 1979	Nov 2, 2015
March 22, 1984	Mar 7, 2016
August 20, 1987	May 6, 2019
December 1, 1997	