

Bylaws of Oakland County Pioneer and Historical Society

ARTICLE I. ORGANIZATION

- Section 1. The name of the organization is Oakland County Pioneer and Historical Society, henceforth to be called 'the Society'.

ARTICLE II. PURPOSE

- Section 1. The purpose of the Oakland County Pioneer and Historical Society is to identify, record, collect, preserve, and make available objects and materials reflecting the history of the people, places and events of Oakland County, and to restore and maintain the *Governor Moses Wisner* estate, known as *Pine Grove*, as a recognized national and state historic site.

ARTICLE III. MEMBERSHIP

- Section 1. Any person interested in the history of Oakland County and the preservation of records and objects relating to that history may become a member on payment of the annual dues.

ARTICLE IV. MEETING of the MEMBERS

- Section 1. The Annual Meeting of the Society shall be held in the month of May at such time and place as the Board of Directors may direct. Notice of the time and place of the annual meeting shall be published in a newspaper of general circulation at least ten days prior to the annual meeting, or placed on the Society's website and/or Facebook pages, or members may be notified by written or electronic notice sent to their last known addresses, as the Board of Directors shall direct.
- Section 2. For the purpose of business of the Annual Meeting, those members in good standing attending such annual meeting shall constitute a quorum, provided, however, that such quorum shall not in any event be less than *twelve* qualified members of the Society.
- Section 3. Special meetings of the members shall be held in a place to be determined. Such meetings may be called at any time by the president, any two directors, or by any five members of the Society. Notice of such meeting shall be published in the same manner and form as in the case of the annual meeting. No business shall be transacted at such special meeting excepting as stated in the notice of publications. The same rule regarding quorum for the purpose of doing business shall apply to the special meeting in the same manner and form as in regard to the annual meeting.
- Section 4. Each member shall be entitled to one vote whether represented in person or by proxy. Members must be in good standing (current year's dues paid) to vote.
- Section 5. All proposals shall be in writing and properly signed and delivered ten days prior to the meeting to be presented by the president.

- Section 6. The following order of business shall be observed according to Robert's Rules of Order at all annual and special meetings of the members so far as practical, namely:
- a. Calling the roll.
 - b. Reading, correction and approval of minutes of the previous meeting.
 - c. Report of officers.
 - d. Report of committees.
 - e. Election of directors.
 - f. Unfinished business.
 - g. New business.

ARTICLE V. DIRECTORS

- Section 1. A Board of Directors shall have the general management and control of the business and affairs of the Society and shall exercise all the powers that may be performed by the Society under the statutes, the certificate of incorporation, and the by-laws, and shall establish the fiscal year.
- Section 2. A Board of Directors shall be elected by the general membership at the Annual Meeting. The term of office of directors shall be three (3) years, one third to be elected each year by the general membership with the results announced at the annual meeting.
- Section 3. Directors shall be members of the Society in good standing. To remain in good standing, a director must attend a minimum of four regular meetings annually, not including the Annual Meeting. Aside from requested resignation for lack of attendance, a removal from the Board for serious charges would be by majority vote of the Board.
- Section 4. The Board of Directors may fill vacancies for expired terms from the general membership.
- Section 5. Regular meetings of the Board of Directors shall be held once a month, except that no meeting shall be held in December, and the May meeting shall be replaced by the Annual Meeting. A quorum, composed of one-third (1/3) of the directors, is required to vote on any business.
- Section 6: Special meetings may be called by the president, by any two directors, or by any five members giving five days notice to each director.

ARTICLE VI. OFFICERS

- Section 1. The officers of this Society shall consist of a president, a first vice president, a second vice president, a recording secretary, and a treasurer. Such officers shall be decided by the Board at the next meeting following the Annual Meeting.
- Section 2. The president shall preside at all meetings of the directors and members and shall have general charge and control over the affairs of the Society subject to the Board of Directors.
- Section 3. The first vice president shall perform such duties as may be assigned to him or her by the president. In the case of death, disability or absence of the president, s/he shall perform and be vested with all the duties and powers of the president.
- Section 4. The second vice president shall perform such duties as may be assigned to him or her by the president. In the case of death, disability or absence of the president and first vice president, s/he shall perform and be vested with all the duties and powers of the president. If for any reason, the second vice president is unable to perform such duties, the Board of Directors shall appoint a new first vice president to fulfill the remainder of the term of office.
- Section 5. The recording secretary shall keep a record of the minutes of the proceedings of members and directors, and shall give notice as required in these by-laws of all such meetings.
- Section 6. The treasurer shall be a designated signatory on the Society's bank or depository accounts. The treasurer shall keep accounts of all funds of the Society received or disbursed, and shall deposit all funds and valuables in the name of, and to the credit of, the Society in such banks and depositories as the Board of Directors shall designate. All checks for the payment of money shall be signed by the treasurer. In the treasurer's absence, another designated officer shall sign.
- Section 7. Each of such officers shall serve for the term of one year until the next annual election or until a successor shall be appointed or elected.

ARTICLE VII. COMMITTEES

- Section 1. Standing committees of the Society shall include, but are not limited to: Legislative, Finance, Publicity, Publications, Property Management, Collections Management, Education, and Nominating.
- Section 2. Committee chairs shall be appointed by the president at the next meeting following the Annual Meeting. Committee chairs must be members of the Society in good standing.
- Section 3. Special or ad-hoc committees may be appointed by the president, with goals and terms stated.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order shall govern the Annual Meeting and the Board of Directors meetings when they are not in conflict with the organization's bylaws.

ARTICLE IX. AMENDMENTS and OTHER PROVISIONS

Section 1. Any of these bylaws may be amended by majority vote of the members at any annual meeting or at any special meeting called for the purpose.

Section 2. The Board of Directors may adopt additional bylaws in harmony therewith but shall not alter or repeal any bylaws adopted by the members of the Society.

Section 3. Bylaws shall be reviewed by the Legislative Committee at least every five years, with a report given to the Board of Directors.

ARTICLE X. CONFLICT OF INTEREST

Section 1. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XI. DISSOLUTION

Section 1. The Society may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Committee: Joan Pate, Charlotte Cooper, Barb L. Frye, William Grandstaff

Presented to the Board of Directors on Thursday, April 19, 2018

Presented to the Meeting of the Members on Saturday, May 19, 2018

Adopted on May 19, 2018