

Berrien County Historical Association Inc.

Bylaws

Article I

Organization Name and Location

Section 1.0. The Berrien County Historical Association, Incorporated (hereinafter referred to as BCHA or Organization) is a private nonprofit corporation with its principal offices in Berrien Springs, Berrien County, Michigan.

Section 1.1. The BCHA's principal offices are located at the site of the historic 1839 Berrien County Courthouse, 313 N. Cass Street, Berrien Springs, Michigan 49103 (1839 Courthouse).

Article II

Purposes

Section 2.0. The BCHA's general purposes are as follows:

To collect & preserve artifacts related to Berrien County history and to communicate the history of Berrien County through exhibits, publications, research activities, educational opportunities, and community outreach programs. Additionally, to operate a museum at the 1839 Courthouse pursuant to agreement with the owner of same, and to undertake any other historical projects deemed worthy by the Organization.

Article III

General Membership

Section 3.0. Persons interested in the objectives and purposes of the organization may become members of the BCHA, on an annual or longer period, upon payment of dues, which shall be specified from time to time by the Board of Directors.

Article IV

Meetings of the Membership

Section 4.0. Annual Meetings. The annual meeting of the members shall be held in April of each year, at a time and place designated by the Directors at least 30 days prior to such meeting. Notification of such meeting may be by mail, e-mail or website published notices.

Section 4.1. Special Meetings. Special meetings of the members may be held at the call of the President or at a call signed by not less than 10% of the dues-paid members. Notification of such meeting may be by mail, e-mail or website published notice at least 10 days prior to such meeting.

Section 4.2. Quorum. A quorum of any meeting of the members shall consist of those present in person.

Section 4.3. Proxies. No proxies for any membership meeting shall be accepted.

Article V

Board of Directors

Section 5.0. The management of the BCHA shall be vested in a Board of Directors (hereinafter referred to as Directors) consisting of not more than 12 members to be elected by the BCHA membership at an annual meeting.

Section 5.1. Selection and Nomination of Directors. The nominating committee shall consist of the Vice President of the Board and such other Board members whom the President shall select. That committee shall make recommendations to the Board of Directors to fill projected vacancies which are due to expire. The Board of Directors shall then make recommendations for the election of Directors by the membership. Each nominee should be a member of the BCHA prior to the election to the Board of Directors or shall become a member upon election to the Board.

Section 5.2. Powers. The Board shall oversee the management of the Organization. It shall receive all committee reports as well as those of its officers and Executive Director. It shall determine the policies of administration and operation of the BCHA; it shall assume all responsibility for the finances and responsibility for the ethical standards of BCHA.

Section 5.3. Term of Office. Directors serve for three-year terms and may not serve for more than two consecutive terms. A Director elected/appointed to fill an unexpired term shall not have that unexpired term count as one of the two consecutive three-year terms permitted by these Bylaws.

Section 5.4. Attendance. Attendance at Board meetings is a vital part of Director participation and commitment to the Organization. Any member of the Board who shall be absent from three consecutive meetings without presenting satisfactory excuses to the President shall be considered to have resigned his/her Director position upon approval of the Board and shall be notified in writing of such Board action.

Section 5.5. Vacancies

Section 5.5.1. Any vacancy on the Board of Directors occurring between Annual meetings of the membership of BCHA shall be filled by appointment by the President, subject to the approval by vote of the existing Board of Directors at its next regular or special meeting. Appointed Directors shall serve until the next annual meeting and will be eligible for election to fulfill the remaining term of the vacated position and will be eligible to-serve two

complete full terms thereafter.

Section 5.5.2. Vacancy of entire Board of Directors. Should the entire Board of Directors resign, for whatever reason, the Executive Director shall call a special meeting of the membership for the purpose of electing new Board members. Should the position of Executive Director be vacant also, then, the senior staff member shall call a special meeting of the membership for the purpose of electing new Board members. If no staff members remain, the Chair of the Berrien County Parks Commission shall call a special meeting of the membership for the purpose of electing new Board members.

Section 5.5.3. The terms of the elected Board members shall be staggered with three classes of up to 4 members, each having three-year terms.

Section 5.6. Resolutions. The Board of Directors shall review all BCHA policies at the recommendation of the Executive Director or the Board President.

Article VI

Officers

Section 6.0. The officers of the BCHA shall be President, Vice President, Treasurer, and Secretary, and such other officers as the Board of Directors may authorize. All of those officers shall be elected by the Board of Directors from among its members at the first regular meeting of the Board of Directors after the annual meeting of the BCHA members. Officers shall serve for a period of one year but may continue to serve additional one-year terms at the discretion of the Board.

Section 6.1. Removal. Unless otherwise provided by law, any officer of the Association may be removed from office by a simple majority vote of the directors present at any lawfully called meeting of the Board.

Section 6.2. Bonds. Any officer, agent or employee shall be bonded as the Board of Directors may direct.

Section 6.3. Duties of the officers shall be as follows:

Section 6.3.1. President. The President shall preside at all meetings of the Board and its Executive Committee. He or she shall appoint all committees and shall be an *ex officio* member without vote of each committee. He or she shall also perform all the usual functions of the President of the BCHA, a nonprofit corporation. In the event the office of the President becomes vacant, the Board of Directors shall elect a new President at its next regular or special meeting.

Section 6.3.2. Vice President. In the event of the absence of the President or the President's inability or refusal to carry out such duties, the Vice President shall assume such duties. In the event the office of the Vice President becomes vacant, the Board of Directors shall elect a new Vice President at its next regular meeting.

Section 6.3.3. Treasurer. The Treasurer shall exercise oversight over all finances and property of the BCHA. He or she shall render such accounts and present such statements to the Directors as may be required. The Treasurer shall serve as chair of the Finance Committee. That Committee shall be appointed by the President from among either members of the Board and/or the Association's members and shall continue to serve at the discretion of the President. The Treasurer shall present a proposed operating budget, drafted by the Executive Director, to the Board. The Treasurer shall perform additional duties that may be delegated by the Board of Directors. In the event the office of the Treasurer becomes vacant, the Board of Directors shall elect a new Treasurer at its next regular meeting.

Section 6.3.4. Secretary. The Secretary shall record the minutes of all meetings of the Board of Directors, membership, and Executive Committee. The Secretary shall maintain all records relevant to the Board, membership, and committee minutes, Board correspondence, and contracts authorized by the Board. The Secretary shall perform additional duties that may be delegated by the Board of Directors. In the event the office of the Secretary becomes vacant, the Board of Directors shall elect a new Secretary at its next regular meeting.

Article VII

Meetings of the Board of Directors

Section 7.0. Structure. The meetings of the Board of Directors and all its committees shall be conducted according to generally accepted practices of parliamentary procedures, and it shall be necessary in any event for a quorum to be present for the Board or any of its committees to act.

Section 7.1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least six times a year, at a time and place designated by the Executive Committee.

Section 7.2. Special Meetings. Special meetings of the Board of Directors may be called by the President or at the written request of three members thereof. Written or e-mail notice of special meetings shall be given to each Director at least forty-eight hours before the time of such special meeting by serving the same on each Director personally or by e-mail.

Section 7.3. Quorum. A simple majority of those serving shall constitute a quorum.

Section 7.4. Voting Rights. Each Director shall be entitled to one vote on each matter that is submitted to the vote of the Board of Directors. The Director must cast each vote personally or have given his/her proxy in writing to another Board member who shall be in possession of that proxy at the time of rendering a vote on behalf of the absent Board member. The vote of the majority of

members present at the meeting in which a quorum is present constitutes the action of the Board or committee.

Section 7.5 E-mail voting. The submission of questions/resolutions between meetings of the Board may be submitted to the Board members at the discretion of the President. So long as a majority of the then-existing Board members cast a vote by e-mail on any individual question/resolution, that question/resolution may be resolved.

Section 7.6. Participation by Remote Communication. Participation of Directors in a meeting by conference telephone will be permitted and will be deemed to include any means of remote communications by which all persons in the meeting may communicate with each other. Participation pursuant to this section will constitute presence in person at the meeting for purposes of constituting a quorum or otherwise.

Section 7.7. Voting. A record of a vote showing the yeas and nays of all Directors present shall be made and entered upon the minutes of any meeting of the Board of Directors if demanded by any Director present at the meeting.

Article VIII

Committees

Section 8.0. The Board may designate one or more committees; each committee shall have and may exercise powers as provided by the Board in order to conduct the business of the BCHA. Such committees shall have such names as the Board may determine.

Section 8.1. Standing Committees. In addition to the Executive Committee, the standing committees of BCHA shall be the Finance Committee, Governance Committee, Fundraising Committee, Collections Committee, and HR Committee. The Board may designate additional committees as needed or desired.

Section 8.2. The chairs of the standing committees shall be members of the Board. Standing committees shall consist of at least one additional member of the Board and others deemed qualified by the President.

Section 8.3. The membership of all other committees shall be in such number and for such terms as the President shall designate.

Section 8.4. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 8.4.1. The President and the Executive Director serve as members ex officio without vote on all committees.

Section 8.5. Executive Committee.

Section 8.5.1. Members. The Executive Committee shall consist of the

officers of the Board of Directors of the BCHA.

Section 8.5.2. Powers. The Executive Committee shall exercise all the powers of the Board of Directors between the meetings of the Board except the power to hire or fire the Executive Director or authorize the expenditure of corporation funds beyond such authority delegated by a previous continuing resolution of the Board.

Section 8.5.3. Quorum. A simple majority of the Executive Committee shall constitute a quorum to do business and an affirmative vote of the majority present shall be necessary to decide any matter before the Executive Committee.

Section 8.5.4. Meetings. The Executive Committee shall meet at least 4 times per year (in months where no regularly scheduled meetings of the Board of Directors are scheduled) and at the call of the President, or at the request of two or more members of the Executive Committee at such time and place as set forth in the notice of such meetings that shall be given to each member of the Executive Committee in writing and in person or by e-mail at least-forty-eight hours before any meeting. Such notice requirements may be waived by a majority of the Executive Committee constituting a quorum at that meeting. No proxies shall be allowed at any meetings of the Executive Committee.

Article IX

Executive Director

Section 9.0. The Board of Directors may hire an Executive Director for the BCHA, whose duties shall be the carrying out of and management of the purposes of the BCHA, including day to day operation of the corporation on behalf of the Board of Directors, including hiring and administering staff and consultants who from time to time may be authorized by the Board of Directors.

Section 9.1. Absence of the Executive Director. In the event the BCHA has no Executive Director, due to termination or voluntary departure, the Executive Committee will act in his or her stead until such time as an interim or new Executive Director has been appointed.

Section 9.2. The Executive Director shall remain in office until resignation, or termination by a simple majority vote by the Board of Directors at a meeting of the Board.

Section 9.3. The Executive Director shall serve as a member ex officio without vote at all meetings of the Board of Directors and all committees.

Article X

Financial Matters

Section 10.0. The fiscal year end for the BCHA is December 31 each year.

Section 10.1. Execution of Instruments. All checks, drafts and orders for payment of money, contracts or other notes, shall be signed in the name of the corporation by the Treasurer, Executive Director, or other persons designated by the Board.

Section 10.2. Audit or Review. The financial books and accounts shall be audited or reviewed by a Certified Public Accountant at least annually and at other times as designated by the Board, with an appropriate report submitted to the Board of Directors.

Article XI

Prohibited Activities

Section 11.0. Prohibited activities. Notwithstanding any other provisions of the Articles of Incorporation, the Organization shall not carry on any activities not permitted to be carried on:

By a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954; or

By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954.

Section 11.1 Operations. BCHA is intended to be an Organization which is exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 and which is a public charity. All terms and provisions of the Articles and the Bylaws of the Organization and all operations of the Organization shall be construed, applied and carried out in accordance with such intent. For purposes of the Articles and the Bylaws of the Organization:

“public charity” means a qualified charitable organization which is “other than a private foundation” within the meaning of section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1954;

“charitable purposes” means those purposes under section 501(c)(3) of the Internal Revenue Code of 1954 which are permitted of the corporation as a public charity under the Internal Revenue Code of 1954;

“qualified charitable organization” means an organization which is organized for charitable purposes and qualifies as exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1954; and

reference to any section of the Internal Revenue Code of 1954 includes the corresponding provisions then in effect of any subsequent Federal tax laws.

Article XII

Insurance

12.0. The Board of Directors may, in the exercise of their discretion, from time to

time, authorize by resolutions duly adopted, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his/her status as such, whether or not the Organization would have the power to indemnify him or her against such liability.

Article XIII

Dissolution

Section 13.0. Real property and Buildings. Should the BCHA, or its successor organization, at any time permanently cease to exist, the buildings and real property that is owned by Berrien County shall be turned over to Berrien County for its disposition.

Section 13.1. Artifacts and Personalty. Should the BCHA, or its successor organization, at any time permanently cease to exist, the Artifacts and personalty that are the permanent property of the BCHA, shall be transferred to another museum or educational institution within Berrien County that is organized under 501(c)(3) of the Internal Revenue Code. Should there be outstanding debts, owed by the BCHA, sufficient amounts of said personalty might be sold to satisfy creditors.

Section 13.2. Artifacts on loan to the BCHA shall be returned to the lenders immediately following the notice of dissolution.

Section 13.3. After the Organization is dissolved, the endowment fund as created and described shall revert in full to the Berrien Community Foundation, or its successor, to be used by any one or more educational institutions within Berrien County whose mission most closely resembles the former corporation's mission. Such institutions may be named in the notice of dissolution and in accord with applicable state laws.

Article XIV

Amendments and Review of Bylaws

Section 14.0. Alterations, amendments, or repeals of these bylaws may be made at the annual meeting or a special meeting of the membership by a majority of the members present, so long as a proper quorum is met.

Section 14.1. Notice thereof containing a statement of proposed alterations, amendments, or appeals of these bylaws shall be made no later than 30 days prior to the annual or special meeting of the members at which the appropriate proposed changes are expected to be voted.

Section 14.2. The President of the Board of Directors shall appoint a committee periodically or at the request of a majority of the Board to review and update the bylaws. This committee shall present recommendations for changes to the bylaws, if any, to the Board within a period of time designated by the chair.

Section 14.3. The adoption of these bylaws shall constitute an amendment and restatement of the corporation's previous existing bylaws.

Section 14.4. These bylaws were adopted on April 24, 2007 and amended by a meeting of the Association's membership on April 19, 2022.