

Berrien County Historical Association

Bylaws—September 2026 Proposed Amendments

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 and 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 Berrien County, and to undertake any other historical projects deemed worthy by the organization.

Article III

General Membership

Section 3.0. People 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 by the Board of Directors (Board).

Article IV

Membership Meetings

Section 4.0. Annual Meetings. An annual meeting of the members will be held in the fall, at a time and place designated by the Board at least 14 days prior to the meeting.

Commented [BH1]: The current provision requires a meeting in April and 30 days' notice.

Notice of the membership meeting may be by mail, e-mail, or posting on the BCHA website or social media.

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.

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 consisting of not more than 12 members elected by the BCHA membership.

Section 5.1. Selection and Nomination of Board Members. The nominating process will consist of the Vice President of the Board and any other Board members whom the President shall select who will make recommendations to the Board of Directors to fill current or projected vacancies. Each nominee should be a member of the BCHA prior to the election to the Board 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 reports from committees, its officers, and the Director. It shall determine the policies of administration and operation of the BCHA and it is responsible for the finances and for the ethical standards of BCHA.

Section 5.3. Term of Office. Directors serve for three-year terms that may be renewed.

Commented [BH2]: Currently only two consecutive three-year terms are permitted.

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

Section 5.5. Vacancies

Section 5.5.1. The President may fill any vacancy on the Board occurring between membership meetings of the Organization by appointment, subject to the approval by vote of the existing Board at its next regular or special meeting. Appointed board members shall serve until the next membership meeting when they will be eligible for election to fulfill the remaining term of the vacated position.

Section 5.5.2. Vacancy of entire Board of Directors. Should the entire Board resign, for whatever reason, the Director shall call a special meeting of the membership for the purpose of electing new Board members. If the position of Director is also vacant, 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.

Article VI

Officers

Section 6.0. The officers of the BCHA shall be President, Vice President, Treasurer, and Secretary, and any other officers the Board may authorize. The officers shall be elected by the Board 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. If any office becomes vacant, the Board should elect a replacement officer at its next regular meeting or as soon as practical.

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

Section 6.2. Bonds. Any officer, agent or employee shall be bonded as the Board 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 a nonprofit corporation.

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 his or her duties, the Vice President shall assume those duties.

Section 6.3.3. Secretary. The Secretary shall record the minutes of all meetings of the Board of Directors, membership, and Executive Committee.

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 board members as may be required. The Treasurer shall serve as chair of any Finance Committee appointed by the President. The Treasurer shall present a proposed operating budget, drafted by the Director, to the Board.

Article VII

Board Meetings

Section 7.0. Procedure. The meetings of the Board shall be conducted according to generally accepted practices of parliamentary procedures. A quorum must be present for the Board or any of its committees to act.

Section 7.1. Regular Meetings. Regular meetings of the Board 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 may be called by the President or at the written request of three board members. Notice of special meetings shall be given to each board member at least 48 hours before any special meeting in person, by e-mail, or by text message.

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

Section 7.4. Voting rights. Each board member shall be entitled to one vote on each matter that is submitted to the vote of the Board. The member must cast each vote personally or have given his or her proxy in writing to another Board member who shall be in possession of that proxy at the time of casting 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. Questions or resolutions may be submitted to Board members between meetings of the Board at the discretion of the President. Any such questions or resolutions may be resolved as long as a majority of the then-existing Board members cast a vote by e-mail on any individual matter submitted.

Section 7.6. Participation by remote communication. Board members may participate in a meeting by any means of remote communication that allows each person in the meeting to communicate with every other person. Participation pursuant to this section will constitute presence in person at the meeting for purposes of constituting a quorum and otherwise.

Section 7.7. Voting. Any member present at a meeting may demand that the Secretary record a vote showing the yeas and nays of all board members present.

Article VIII

Committees

Section 8.0. The Board may designate and name one or more committees; each committee shall have and may exercise powers as provided by the Board.

Section 8.1. Executive Committee.

Section 8.1.1. Members. The Executive Committee shall consist of the officers of the Board of Directors of the BCHA.

Section 8.1.2. 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 Director or authorize the expenditure of corporation funds beyond any authority delegated by a previous continuing resolution of the Board.

Section 8.1.3. Quorum. A simple majority of the Executive Committee shall constitute a quorum to do business and to decide any matter before the Executive Committee.

Section 8.1.4. Meetings. The Executive Committee shall meet at least 4 times per year and at the call of the President, or at the request of two or more members of the Executive Committee. Notice of the time and place of those meetings shall be given to each member of the Executive Committee at least forty-eight hours before any meeting. The 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.

Section 8.2. Standing Committees. In addition to the Executive Committee, the Board may appoint standing committees for Finance, Governance, Collections, and HR, and any other subject the Board finds appropriate.

Section 8.3. 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. The President shall serve as a member ex officio without vote on all committees.

Section 8.4. The membership of all other committees shall be in such number and for such terms as the President shall designate.

Section 8.5. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

Article IX

Director

Section 9.0. The Board may hire a Director for the BCHA to carry out and manage the day-to-day operation of the Organization on behalf of the Board, including hiring and administering staff and consultants who from time to time may be authorized by the Board.

Section 9.1. Absence of the Director. In the event the BCHA has no 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 Director has been appointed.

Section 9.2. The 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.

Article X

Financial Matters

Section 10.0. The fiscal year for the BCHA ends on 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, Director, or another person 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, 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 or 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 owned by Berrien County shall be turned over to Berrien County for its disposition.

Section 13.1. Artifacts and other property owned by the BCHA. Should the BCHA, or its successor organization, at any time permanently cease to exist, the artifacts and other personal property owned by the BCHA shall be transferred to the Berrien County Parks Department.

Commented [BH3]: Previously this section required an attempt to identify another museum that would accept the artifacts and personal property.

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 shall be transferred to the Berrien County Parks Department.

Commented [BH4]: Previously the endowment fund was to revert to the Berrien County Community Foundation to be distributed at their discretion. Since the Parks Department will assume responsibility for the museum under the previous provision, it should also have access to these funds.

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.

Section 14.1. A statement of any proposed alterations, amendments, or repeals of these bylaws shall accompany the notice of any membership meeting at which the changes will be considered. Notice should be given at least 14 days prior to the annual or special meeting at which members will be asked to vote on proposed changes to the bylaws.

Commented [BH5]: This shortens the notice period from 30 to 14 days.

Section 14.2. The President 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.

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 September 29, 2026.

Commented [BH6]: These proposed amendments will become effective if a majority of the members approve them at the annual meeting scheduled for September 29, 2026.