

**Amended  
Bylaws of the**

**Friends of Michigan History, Inc.**

(Adopted on February 11, 2008)

**ARTICLE I  
CORPORATION**

**1.1 NAME.** This organization, incorporated under the laws of the State of Michigan, shall be known as the Friends of Michigan History, Incorporated.

**1.2 PLACES OF BUSINESS.** The corporation shall locate its principal place of business in the city of Lansing, Michigan, and may have such other places of business as the Board of Director may from time to time determine.

**1.3 PURPOSES.** This corporation shall have as its purposes to: (1) provide volunteer services for the benefit of the Michigan Historical Museum, operated by the Michigan Department of History, Arts and Libraries, and other Michigan organizations devoted to the fostering and preservation of Michigan history; (2) provide a means by which persons and organizations may contribute money to support history related educational programs at the Michigan Historical Museum; (3) sponsor the observation and commemoration of events historically significant and relevant to Michigan; and (4) promote the knowledge and appreciation of Michigan's cultural heritage. The corporation also may provide volunteer services and financial support for the benefit of archival and archaeological programs undertaken by the Michigan Historical Center and other Michigan organizations devoted to the fostering and preservation of Michigan history.

The corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, and more particularly: to receive funds and properties of all kinds for the above purposes, subject to the limitations applicable to nonprofit corporations under the laws of the state of Michigan and to the limitations imposed by the corporation's Articles of Incorporation; to sponsor projects and events for the Michigan Department of History, Arts, and Libraries; and to contract for goods and services to accomplish the above purposes. The corporation may solicit and receive funds from the public for the purposes of the corporation, but no part of the funds or property received as a gift and no part of the net earnings, or any of the principal, or corpus, of this corporation shall inure to the benefit of any director, officer or member of the corporation.

**ARTICLE II  
BOARD OF DIRECTORS**

**2.1 BOARD OF DIRECTORS.** The property, business and affairs of the corporation shall be managed by or be under the direction of a Board of Director which shall be the governing body of the corporation. The Board of Director shall meet as often as necessary to conduct the business of the corporation, but at least quarterly. No director shall receive compensation for services as a director. No director or officer shall participate in any decision relating to a contract or transaction which affects his or her personal interests or the interests of any corporation, partnership or association in which he or she is directly or indirectly interested; nor shall any director or officer vote upon any such contract or transaction.

**2.2 NUMBER AND SELECTION OF DIRECTORS.** The number of directors constituting the Board of Directors shall be not less than seven or more than nineteen, not including ex officio directors. Each affiliate chapter will select a chapter Board member to serve on the Friends of Michigan History Board of Directors as an ex officio, non-voting director. The state ex officio

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director without voting rights shall be the Director of the Michigan Historical Center or his or her designee.

The Board of Directors shall meet at least six times each year. Directors shall be elected by and from the dues paying members of the corporation at the Annual Meeting, except as provided in Section 2.4 of this Article, and shall hold office until a successor is elected. The number of directors serving may be changed with 30 days notice, by a majority vote of the members of the Board of Directors at a regular or special meeting of the Board called for that purpose, subject to the aforementioned limitation.

**2.3 REMOVAL.** A director may resign at any time by written notice to the corporation. A director may be removed with cause in conformity with the laws of the State of Michigan by a vote of two-thirds vote of the members of the corporation entitled to vote at an election of directors. The unexcused absences of a director from three consecutive meetings of the Board may be deemed a resignation if so declared by majority vote of the Board.

**2.4 VACANCIES.** Vacancies occurring in the Board of Directors for whatever reason shall be filled by a vote of the majority of directors then in office, upon recommendation of a special review committee.

**2.5 DIRECTORS' ANNUAL MEETING.** The Annual Meeting of the Board of Directors shall be held in conjunction with and immediately following the close of business taken up at the Annual Meeting of the members of the corporation. The Board of Directors shall meet for the purpose of electing officers and considering such business as may properly be brought before the meeting. If there is less than a quorum of the directors at an annual meeting of the Board of Directors, matters which might have been taken up at the annual meeting may be taken up at any later regular or special meeting.

**2.6 REGULAR AND SPECIAL MEETINGS.** Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be approved by a majority vote of the directors. Special meetings of the Board may be called by the President as he or she deems necessary. Regular and special meetings may be held in person, by conference telephone call, or by other electronic communication means available.

**2.7 NOTICE OF MEETING OF THE BOARD OF DIRECTORS.** Written notice of the time and place of all meetings of the Board of Directors shall be sent to each director at least ten (10) days before the date of the meeting, either personally or by U.S. postal or electronic mail, by sending such notice to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notices of special meetings shall state the specific purpose or purposes of the meeting. No business may be conducted at a special meeting except the business specified in the notice of the meeting.

**2.8 DIRECTORS' QUORUM AND VOTING REQUIREMENTS.** A majority of members of the Board of Directors then in office constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as otherwise required by the laws of the State of Michigan or specified in these Bylaws or the Articles of Incorporation. A member of the Board or of a committee appointed by the Board may participate in a meeting by means of conference telephone or other electronic communications equipment by means of which all persons participating in the meeting can hear or read each other's comments. Participation in a meeting in this manner constitutes presence in person at the meeting.

**2.9 POWERS OF THE BOARD OF DIRECTORS.** The Board of Directors shall have charge, control and management of the business, property, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in section 501 (c) (3) of the Internal Revenue Code of 1986 (or a

comparable provision in any future United States Internal Revenue Law) not inconsistent with these Bylaws and with the Articles of Incorporation, and with the laws of the State of Michigan. The Board of Directors shall have all of the powers, expressed or implied, conferred upon Boards of Directors of nonprofit corporations under the laws of the State of Michigan.

**2.10 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS.** All conveyances and mortgages of real estate, assignments or discharges of mortgages and material written contracts shall be executed and, if need be, acknowledged in the name of the corporation by the President or the Vice President, and the Secretary or Treasurer.

**2.11 POWER TO ELECT OFFICERS.** The Board of Directors shall have the power to elect a President, a Vice President, a Secretary, and a Treasurer.

**2.12 POWER TO APPOINT OTHER OFFICERS AND AGENTS.** The Board of Directors shall have power to appoint such other officers and agents, as the Board shall deem necessary for transaction of the business of the corporation.

**2.13 POWER TO EMPLOY AN EXECUTIVE DIRECTOR AND SUPPORT STAFF.** The Board of Directors shall have the power to employ and compensate an Executive Director and such staff, as the Board deems necessary to conduct the day-to-day business of the corporation. If an Executive Director is employed by the Board, the Executive Director shall direct the activities of the corporation in accordance with the instructions from the Board or the Executive Committee and shall report his or her actions to the Board and the Executive Committee at their respective next ensuing meetings. The Executive Director shall receive monies and disburse funds in accordance with instructions from the Board or the Executive Committee. If required by the Board and at the expense of the corporation, the Executive Director shall deliver to the President an adequate bond conditioned for faithful performance of his or her duties.

**2.14 POWER TO REQUIRE BONDS.** The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his or her duties. The costs of acquiring the bond shall be borne by the corporation.

### ARTICLE III OFFICERS

**3.1 OFFICERS.** The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall be members of the Board of Directors.

**3.2 ELECTION AND TERM OF OFFICE.** All officers shall be elected by the Board of Directors at the annual meeting and shall serve a term of one year or until their successors have been elected.

**3.3 REMOVAL.** Any officer may be removed for good cause by the vote of a majority of the directors then in office at any regular, special or annual meeting of the Board of Directors.

**3.4 VACANCIES.** In the event of the death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of the officer or until his or her successor shall be elected.

**3.5 PRESIDENT.** The President shall be the chief executive officer of the corporation, shall have general and active management of the affairs of the corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall oversee the actions undertaken by the Executive Director and support staff, if any, shall be an ex officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the president of a corporation. The President, or his or her designee, shall preside over meetings of the Board of Directors and the Executive Committee.

**3.6 VICE PRESIDENT.** The Vice President shall perform those duties as may be assigned by the President, and he or she shall, in turn, perform the duties and exercise the powers of the President during the absence or disability of the President.

**3.7 SECRETARY.** The Secretary shall attend all meetings of the Board of Directors and the Executive Committee and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. The Secretary shall give notices of meetings and shall perform such other duties as may be delegated to the Secretary by the members of the Board of Directors or by the Executive Committee. The Secretary also shall serve as the Resident Agent for the corporation.

**3.8 TREASURER.** The Treasurer shall have custody of all corporate funds and other assets and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all money and securities in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for disbursements, and shall render to the President and directors at the regular meetings of the Board, and whenever requested by the President or the Board of Directors, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall be responsible for filing all financial and tax reports required by the State of Michigan and the federal Internal Revenue Service. If required by the Board and at the expense of the corporation, the Treasurer shall deliver to the President of the corporation a bond to be kept in force and in such form and amount and with a surety satisfactory to the Board, conditioned upon faithful performance of his or her duties and for restoration to the corporation in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the corporation.

**3.9 INDEMNIFICATION: THIRD PARTY ACTIONS.** The Friends shall indemnify any officer, director or employee who is a party to any pending or completed action, suit, or proceeding whether civil or administrative (other than an action by or in the right of the Friends) and whether formal or informal, by reason of the fact that he or she is or was a director, officer, or employee of the Friends, against expenses including attorney's fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if there is clear, reasonable cause to believe that his or her conduct was not unlawful, and that they acted in good faith and in a manner which the Board reasonably believed to be in the best interests of the Friends.

**3.10 INDEMNIFICATION: MANDATORY AND PERMISSIVE PAYMENTS.** Any indemnification of a director, officer, or employee, is proper if he or she met the applicable standard or conduct set forth in Section 3.9. Such determination shall be made by a majority vote of a quorum of the Board of Directors, consisting of Directors who were not parties to such action, suit or proceeding. If a director, officer, or employee is entitled to indemnification under Section 3.9 for a portion of expenses including attorney's fees, judgments, penalties, fines and amounts paid in settlement but not for the total amount, the Friends may indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

**3.11 INDEMNIFICATION: CONTINUATION BEYOND STATUS AS DIRECTOR, OFFICER, OR EMPLOYEE.** The indemnification of expenses provided under Section 3.9 is not exclusive of other rights to which a person seeking indemnification may be entitled under the articles of incorporation, bylaws, or a contractual agreement. However, the total amount of expenses indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification. The indemnification provided in Sections 3.9 continues

as to a person who has ceased to be a director, officer, or employee of the Friends for up to 5 years from the date of severance as a director, officer, or employee.

**3.12 INDEMNIFICATION: PURCHASE AND MAINTENANCE OF INSURANCE BY FRIENDS.** The Friends may purchase and maintain insurance on behalf of any person who is a director, officer, or employee of the Friends, against any liability incurred by him or her in such capacity arising out of his or her status under Sections 3.9.

#### **ARTICLE IV COMMITTEES**

**4.1 EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, and one Director at large appointed by the Board. The Executive Committee shall have authority to act for the Board of Directors between meetings of the Board of Directors, except as limited by law and except for the election of officers and directors. The Executive Committee shall meet as necessary, but not less often than quarterly, at the call of the President or any three Executive Committee members and shall make full report of its actions at the next ensuing meeting of the Board of Directors. The Executive Committee may meet by in person, by telephone conference call, or by any other available electronic communication means whenever prompt action on any corporation matter is necessary.

**4.2 OTHER COMMITTEES.** The President may establish such other standing or special committees from time to time as it shall deem appropriate to conduct the activities of the corporation and shall define the powers and responsibilities of such committees. All members of the corporation shall be eligible to serve on any committee other than the Executive Committee. For each committee established, the President shall appoint a chairperson who shall have authority to set the date, time and place for meetings and shall control the conduct of committee business. Committees may meet in person, by telephone conference call, or by any other available electronic communication means.

**4.3 COMMITTEE QUORUM.** A majority of the members of a committee constitutes a quorum for the transaction of business.

#### **ARTICLE V MEMBERS**

**5.1 MEMBERSHIP.** The membership shall be dues paying members. Membership shall be open to all persons interested in supporting the purposes of the corporation.

**5.2 MEMBER CLASSIFICATIONS AND DUES.** The Board of Directors may establish more than one membership classification for which the amount of dues may differ. Annual dues for membership shall be initially set and approved by the Board of Directors. Thereafter, the Board of Directors shall evaluate the dues structure annually and may submit any recommended changes for the consideration and approval of the members of the corporation at the Annual Meeting.

**5.3 DUES PAYMENT.** Membership dues shall be payable annually. Any delinquent member may be dropped from the rolls.

**5.4 VOTING RIGHTS.** Members of the corporation who are not delinquent in the payment of dues shall be entitled to vote at the Annual Meeting or at any regular or special meeting of the corporation.

## ARTICLE VI AFFILIATE CHAPTERS

**6.1 AFFILIATE CHAPTERS.** The Board of Directors may, as appropriate, recognize affiliate chapters. Chapters may or may not be affiliated with museum and historic sites that are recognized as part of the Michigan Historical Museum system, under the authority of the Michigan Historical Center, Department of History, Arts and Libraries.

**6.2 RELATION TO FRIENDS OF MICHIGAN HISTORY.** Each chapter shall be a subsidiary organization under the authority of the Friends of Michigan History, a federally recognized 501 (c) (3) Michigan non-profit corporation. Each chapter shall carry out the aims and purposes of the Friends of Michigan History, and adopts by reference hereof, the Articles of Incorporation and Bylaws of the Friends of Michigan History, Incorporated. Each chapter acknowledges and agrees that all policies and objectives to be pursued by the chapter, or by any director or member thereof, will be in accordance with the policies, purposes and objectives of the Friends of Michigan History, Incorporated.

**6.3 MEMBERSHIP.** Any person interested in the activities of the Friends of Michigan History is eligible for affiliate chapter membership. All dues paying chapter members shall be active members of the Friends of Michigan History. Dues payments and other income received by the Friends of Michigan History, and designated for an affiliate chapter shall be so designated by the Friends of Michigan History treasurer, and forwarded to the chapter on a quarterly basis, less any applicable affiliate, administrative or membership premium fees then pending.

**6.4 CHAPTER OPERATIONS.** All affiliate chapters shall be operated in accordance with the Bylaws of the Friends of Michigan History, except that the chapter Board of Directors shall consist of not less than five nor more than seven members, all of whom shall be dues paying members in good standing with the Friends of Michigan History.

**6.5 ASSETS.** The chapter treasurer shall have custody of all funds and securities. The chapter treasurer shall sign all checks, with an additional signature as directed by the chapter Board. The chapter treasurer shall deposit all checks in an account established in a financial institution approved by the chapter Board. No part of the income or net earnings of the chapter shall inure to the benefit of, or be distributed to, any director, officer, or member of the chapter. The chapter treasurer shall cause to be executed and filed with the chapter Board of Directors, a bond in the amount to be determined annually. The chapter treasurer shall be responsible for filing all financial and tax reports for the chapter as required by Friends of Michigan History, the State of Michigan, and the federal Internal Revenue Service.

**6.6 ANNUAL REPORTING.** The chapter shall submit an annual report to the Friends of Michigan History. The annual report shall include a financial report, an activity report, and copies of the approved annual meeting minutes of the affiliate chapter for the preceding year.

## ARTICLE VII MEETINGS

**7.1 ANNUAL MEETING AND NOTICE.** An annual meeting of the voting membership of the corporation shall be held at such time and place in the month of June of each year as may be designated by the President or the Vice President. The June meeting date shall be designated on or before January 1 of each year. Notice of the annual meeting shall be mailed by U.S. postal or electronic mail to all members of the corporation at least ten (10) days prior to the meeting. At the Annual Meeting, the officers and committee chairpersons shall submit their reports, vacancies among the members of the Board of Directors shall be elected by and from the membership of the corporation, and any other business of the corporation properly of concern to the membership shall be carried on. If less than a quorum of the membership

appear for an Annual Meeting, the holding of the Annual Meeting shall not be required and matters which might have been acted on at the Annual Meeting may be acted on by the Board of Directors at a later regular or special meeting.

**7.2 SPECIAL MEETINGS OF MEMBERS.** Special meetings of the members of the corporation may be called by the Board of Directors whenever deemed necessary by the Board and may be called by the President or Secretary upon the written request of at least twenty percent (20%) of the members of the corporation. Written notice of such meetings shall be mailed by U.S. postal or electronic mail to the last known address of each member.

**7.3 QUORUM.** The presence of at least a majority of the eligible members of the Board of directors shall constitute a quorum at any membership meeting.

#### **ARTICLE VIII PARLIAMENTARY AUTHORITY**

**8.1.** Unless otherwise governed by the Articles of Incorporation or these Bylaws, the proceedings of the corporation shall be governed by the rules contained in the latest edition of "Robert's Rules of Order".

#### **ARTICLE IX AMENDMENTS**

**9.1.** The Bylaws may be amended at a regular, special or annual meeting of the members of the corporation called for that purpose, by a vote of two-thirds of the members present at the meeting. No amendment of these Bylaws shall be made at a regular or a special meeting unless a notice is mailed by U.S. postal or electronic mail to each member at his or her last address of record at least ten (10) days before the meeting, stating that it is proposed that these Bylaws be amended at the meeting and describing the substance of the proposed amendment. The amended Bylaws shall be executed and acknowledged by the Secretary of the corporation and shall be filed and recorded in the same place and manner as the original Bylaws. No amendment of these Bylaws, which is inconsistent with the Articles of Incorporation, may become effective unless the Articles of Incorporation are amended to remove the inconsistency. A copy of the amended bylaws shall be transmitted to each affiliate chapter upon adoption.

#### **ARTICLE X DISSOLUTION**

**10.1.** Upon dissolution of this corporation, the Board of Directors shall, after providing for payment of all of the debts and obligations of the corporation, distribute all remaining assets of the corporation to the State of Michigan, Department of History, Arts and Libraries to support the Michigan Historical Center for a public purpose.

#### **ARTICLE XI CERTIFICATION**

**11.1 ADOPTION.** I, Keith G. Harrison, being the Secretary of the Friends of Michigan History, Inc., do hereby certify that the foregoing amended Bylaws were adopted by the Friends of Michigan History, Inc. at a special membership meeting of the corporation held on the day of February 11, 2008.

*Keith G. Harrison, Secretary*  
Friends of Michigan History, Inc.