

## **BYLAWS OF THE MICHIGAN HISTORICAL COMMISSION**

These Bylaws were adopted at a meeting of the Commission on December 6, 2012, effective immediately.

### **I. Duties and Responsibilities**

- A.** The duties and responsibilities of the Michigan Historical Commission shall be carried out in conformity with Michigan law, these Bylaws, and such policies as the Commission may from time to time adopt by resolution, including modifications thereto, as reflected in the meeting minutes or other records of the Commission. Regarding specific responsibilities, the Commission shall proceed as follows:
- 1.** Confer with appropriate staff of the Michigan Department of Natural Resources as often as necessary to ascertain the needs and goals for the various history-related programs and activities undertaken by the Michigan Historical Center.
  - 2.** Offer advice to the staff of the Michigan Historical Center and to the Michigan Department of Natural Resources concerning any aspect of the State's history-related programs.
  - 3.** Promote and co-sponsor events, exhibits, projects, workshops, and publications relating to Michigan's heritage.
  - 4.** At a duly convened meeting, review and vote upon endorsement for each State Historical marker text.

### **II. Election and Appointment of Officers**

- A.** The Commission shall elect a President and a Vice President from among its membership. The term of office of President and Vice President shall each be one year. The election of President and Vice President shall be held at a Commission meeting convened in the month of June. Election to both offices shall be by a majority of votes cast by the members of the Commission present at the meeting.
- B.** The term of office of Secretary of the Commission shall be at the pleasure of the Commission. The appointment of Secretary shall be made in consultation with the Director of the Michigan Historical Center. The Secretary need not be a member of the Commission, and the Director of the Michigan Historical Center shall be eligible for appointment. Appointment of Secretary shall be by a majority of votes cast by the members of the Commission present at a duly convened meeting.

### **III. Meetings**

- A.** There shall be at least four (4) regular meetings of the Commission during each state fiscal year, i.e., October 1 through September 30. Regular meetings may be held at such times and places as the President may from time to time determine. Verbal, written, or electronic notice of the time and place of each regular meeting of the Commission shall be given to each Commissioner at least ten (10) days before the date of the meeting.

- B.** Special meetings of the Commission may be called by the President or, in the absence or at the request of the President, the Vice President as necessary. Notice reasonably calculated to timely inform all Commissioners of the date, time, place, and purpose(s) of a special meeting shall be provided by the Secretary or his or her designee.
- C.** A majority of the members appointed to the Commission and present at any duly noticed regular or special meeting shall constitute a quorum.
- D.** The business which the Commission may perform shall be conducted at a public meeting of the Commission held in compliance with the Open Meetings Act, Act No. 267 of the Public Acts of 1976, being sections 15.261 to 15.275 of the Michigan Compiled Laws. Public notice of the time, date, and place of the meeting shall be given in the manner required by Act No. 267 of the Public Acts of 1976.
- E.** At the last regular meeting of each year, the Commission shall announce its schedule of dates, times, and places of regular meetings for the next calendar year. The Secretary shall post public notice of the schedule within ten (10) calendar days. Such posting shall include electronic posting. The Commission may adopt and announce revisions to the schedule at a duly-noticed meeting.
- F.** Any member of the Commission may attend a meeting by electronic means.
- G.** The President may limit the time allocated for public comment and may limit the time allocated to an individual for comment.

#### **IV. Committees**

- A.** The Commission may establish such standing or special committees or workgroups as from time to time it shall deem appropriate and shall define the powers and responsibilities of each committee or workgroup. The President shall be an ex officio member, without vote, of all committees and workgroups.
- B.** For each committee or workgroup established consisting of more than one (1) person, the President shall appoint a committee or workgroup chairperson who shall have authority to set the date, time, and place for meetings and shall control the conduct of committee or workgroup business.

#### **V. Records**

- A.** The records of the Commission, including notices, meeting minutes, resolutions, and reports, shall be maintained by the Secretary. The Commission records shall be subject to the disclosure requirements of the Freedom of Information Act, Act No. 442 of the Public Acts of 1976, being sections 15.231 to 15.246 of the Michigan Compiled Laws, except that information which pertains to the exact location of archaeological sites shall be kept confidential and shall not be open to public inspection.
- B.** The Secretary shall prepare a draft of proposed minutes for each meeting, circulate the draft by electronic communication to the commissioners, and make it available for public inspection within ten (10) business days after the date of the meeting. The Secretary shall post meeting minutes on the Commission website within five (5) business days after the meeting at which they are approved.

**VI. Conflicts of Interest**

- A.** Except as provided in subparagraph B, no member of the Commission shall apply for, prepare, review, or act upon a grant, subgrant, contract, subcontract, or any other agreement in connection with historic programs administered by the Michigan Historical Center whenever there is a conflict of interest. A member has a conflict of interest with regard to the aforementioned activities if any of the following persons or entities has a personal or financial interest in the nomination, certification, application, procurement, grant, contract, or agreement:

  - 1. The member or his or her spouse, minor child, or partner.
  - 2. An organization in which the member is serving as an officer, director, trustee, partner, or employee.
  - 3. A person or organization with whom the member is negotiating or has any arrangement concerning prospective employment.
- B.** Notwithstanding an apparent conflict, a member of the Commission may engage in activities relating to a project or program listed in subparagraph A in a given case when all of the following factors are present:

  - 1. Involvement in the program or project by the member having the conflict, or by a person or organization associated with the member, would provide a significant cost advantage or essential expertise to the program or project not otherwise available without the involvement.
  - 2. The member takes no part in the review, recommendation, or approval of the specific activity in question.
  - 3. Undue hardship would result to the State of Michigan, or to the member, which outweighs the public interest served by avoiding the conflict.
  - 4. Public disclosure of the nature of the conflict has occurred.
  - 5. All required governmental waivers and approvals have been obtained.
- C.** Members and officers of the Commission shall comply with the Contracts of Public Servants Act, Act No. 317 of the Public Acts of 1968, being sections 15.321 to 15.330 of the Michigan Compiled Laws, and with the State Ethics Act, Act No. 196 of the Public Acts of 1973, being sections 15.341 to 15.348 of the Michigan Compiled Laws; however, in cases where these Bylaws are more restrictive than the aforementioned acts, these Bylaws shall be followed.

**VII. Parliamentary Authority and Amendments**

- A.** Except as otherwise provided by statute or these Bylaws, the parliamentary authority followed at all Commission meetings shall be the most current edition of *Robert's Rules of Order*.
- B.** These Bylaws may be amended at a duly convened regular or special meeting of the Commission by a vote of two-thirds of the Commissioners present at the meeting. No amendment of these Bylaws shall be made at a meeting unless written notice is provided to each Commissioner at least ten (10) days before the meeting, stating the exact nature and extent of the action proposed.

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