

Bates Hall Preservation Society Bylaws
Revised and Adopted: May 10, 2022
Revised and Adopted: March 8, 2023

Article I - Name, Location, and Legal Status

Section 1 - Name and Location. The name of this organization is Bates Hall Preservation Society (hereinafter referred to as BHPS). Its principal business is located in Bates Township, County of Iron, State of Michigan. The mailing address is P.O. Box 542, Iron River, Michigan 49935. The physical address is: 3070 U.S. Highway 2, Iron River, MI 49935.

Section 2 - Legal Status. The BHPS Society is a domestic nonprofit corporation organized with an indefinite term of existence under the laws of the State of Michigan as a non-stock company. Its Articles of Incorporation were filed with the Michigan Department of Licensing and Regulatory Affairs Corporations, Securities & Commercial Licensing Bureau Corporations Division on 1/22/2021.

The BHPS is organized exclusively for preservation, charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code.

Article II - Mission and Purpose

Section 1 - Mission. The mission of the BHPS is to preserve and share Bates Township heritage with present and future generations.

Section 2 - Purpose. The purpose of the BHPS for which the corporation is organized is:

- a. To help restore and maintain the Bates Township Hall, its property and building.
- b. To maintain the identity of the community of Bates, Michigan (unincorporated) by restoring and maintaining the historical use of the site through education, social functions and a meeting place for local organizations.
- c. To collect, house and preserve artifacts, works of art, and archival materials related to the history of the Bates Community.
- d. To present interpretive exhibits, displays and programs based upon research of the BHPS.
- e. To cooperate with other institutions - government, educational and historical - in presenting and preserving our heritage for present and future generations.

Article III Membership

Section 1 - Eligibility. Any person interested in the mission and purpose of the BHPS, including an individual, trust, estate, partnership, association, company, or corporation may apply for membership. Any person or entity submitting an application to the Membership Recordkeeper for membership and tendering annual dues will become a member. (A family consisting of

(spouse/spouse) is considered one membership for the purpose of dues payment and for voting unless each spouse wishes to have a separate membership which then permits separate voting rights).

Section 2 - Membership Categories and Dues Regular members shall pay annual dues during the month of January. The amount of dues will be decided at the October meeting. A membership drive will be held in the month of November. Founders and Life Members are not required to pay dues. Membership after the initial dues in January will be payable by proration for the months left until January of the following year.

Section 3 - Resignation Any member may resign by filing a written request with the Secretary who will advise the Membership Recordkeeper.

Article IV - Membership Meetings

Section 1 - Annual Meeting. An annual meeting of members will be held in January at a time and location to be determined by the Board of Directors. The agenda will be set by the President with input from the Board of Directors. Members will be able to have input at the meeting. The Agenda for the meeting will be provided to the Directors and members by the Secretary.

Section 2 - Special Meetings. Special meetings of the members may be called at any time by the President and Secretary or by a simple majority vote of the Board of Directors and state the reason for the meeting.

Section 3 - Regular Meetings. Regular meetings are monthly meetings held by the Directors. The yearly meeting schedule is set at the Annual Meeting but is subject to change by notifying all the Directors of the change. Meetings may be held by telecommunications through electronic means but minutes must be taken.

Section 4 - Notice of Meetings. Notices of the Annual Meeting or of any Special meetings will be made to all members either by notice by mail, email, or other electronic communication or a notice published in the local newspaper at least 10 (ten) days prior to the date of the scheduled meeting.

Section 5 - Quorum. A quorum at a regular meeting of the Directors shall consist of a majority of Directors currently serving. (The number should be rounded. Example 4 ½ would be 5 Directors).

Article V - Board of Directors

Section 1 - Composition. The Board of Directors is comprised of the President, Vice President, Secretary, Treasurer, and three (3) Directors; hereinafter referred to as the "Board," and the Founders.

Founders and Life Members are: Margaret Brennan, Yvonne Andersen, Lesa Behling, and Betty Stromberg. Founders and Life Members are voting members and can attend and provide

their assistance, opinions, make motions, and vote at any meeting or committee. All records and documents shall be made available to them upon request.

Section 2 - Board Meetings. The Board will meet monthly with the exact date of the meeting and location to be established by the President at the Annual Meeting held in January. Meetings of the Board may be held more frequently than monthly as determined by the President. Board meeting notices are not required to be formally published to the membership.

Section 3 - Responsibility. The Board is responsible for the overall policy, direction, and management of the BHPS.

Section 4 - Terms of Office. Board members shall serve a three (3) year term and are eligible for reelection for an additional three-year term. Board members who have served two consecutive terms in a specific position on the Board shall be eligible for nomination and election to the Board but not in the same office in which the Board member previously served. In the event that any position cannot be filled, the Membership can vote to extend an additional term for that Board Officer by a simple majority vote of Members present at the meeting.

The Secretary will maintain a list of each position showing name of the office holder and their respective terms.

Section 5 - Board Elections. Election of new Board member(s) or reelection of a current Board member to a second term shall occur as the first item of business at the annual meeting of the BHPS Board. Members shall be elected by a simple majority vote of the members present at the annual meeting. (Article IV, Membership Meetings).

Section 6 - Quorum. A quorum (unless size stated elsewhere) shall consist of a rounded three-fourths of the Board. (Example 4 ½ would be rounded to 5 members). Any action what requires a vote of the Board may be accomplished via group telecommunications through electronic means. All Board members shall be notified, in advance, of the group telecommunication meeting.

Section 7 - Resignation, Absences, Removal and Board Vacancy

- a. **Resignation** from the Board shall be in writing and received by the Secretary and must be accepted by a majority of the Board for the resignation to be effective. If a Director wishes to resign from one office and transfer to another position within the Board it shall be documented in the minutes and agreed to by the majority of the Board.
- b. **Absences.** A Board member shall be removed from the Board due to excessive absences (defined as more than two unexcused absences from Board meetings in a year). A request for absence from a Board meeting shall be received by the President or Secretary.
- c. **Removal.** A Board member may be removed from the Board for cause by a rounded three-fourths vote of the remaining Board. A Board member may also be removed by cause by two-thirds vote of members present at a special meeting called expressly for this purpose.

- d. **Board Vacancy.** The President of the Board shall fill any Board vacancy by appointment with the advice and consent of the remaining Board members. The appointee's term is the remaining term of the vacated term. The appointee is eligible for election for up to two terms. (Article V, Section 4).

Section 8 - Compensation. The Board receives no compensation other than reimbursement for necessary and reasonable expenses. Any expense must be preapproved before purchase by the President and/or at a meeting of the Directors.

Section 9 - Officers, Founders and Duties. There are seven (7) officers of the Board, consisting of President, Vice President, Secretary, Treasurer, and three (3) Directors. Each officer is a voting member of the Board. The Founders are voting members of the Board and are lifetime members unless removed by the majority of the remaining Directors for just cause.

- A. The **President** of the Board exercises oversight over the entire spectrum of activities relating to and promoting achievement of the mission and purpose of the BHPS as stated in the Articles of Incorporation and these Bylaws.
1. The activities relating to and promoting achievement of the BHPS mission and purpose include, but are not limited to, communications, program and progress management, financial management, fundraising, governance, human resource management, information and technology, planning, volunteer engagement, membership, marketing, activities, education, historical research, and documentation, exhibition/interpretation, publicity and marketing. Through all processes the president must maintain transparency and accountability.
 2. With the advice and consent of the Board, establishes standing and ad hoc committees and task forces as may be needed to further the mission and purposes of BHPS and appoints the committee chairperson. Committee chairpersons, with the advice and consent of the Board, may establish subcommittees. The subcommittee chairperson is appointed by the committee chairperson who established the subcommittee. Members of committees, subcommittees and task forces are required to be members of the BHPS. Where specialty knowledge, skills and abilities are required and are not available within BHPS membership, an exception shall be considered by the Board of Executive Committee (Article VI, Section 1).
- B. The **Vice President** shall perform the duties of the President upon the absence or disability of the President and such other duties as may be assigned by the Board. In the regular course of business, the Vice President will attend and participate in meetings of Board committees, subcommittees and task forces in an advisory capacity only. The Vice President may chair special or ad hoc committees as may be established by the Board.
- C. The **Secretary** shall record the minutes of all meetings of the Board, maintain records of all committee meetings, provide for the safekeeping of all contracts, records and correspondence of the organization, and publish (through print or electronic means) notices of scheduled meetings as required by these Bylaws. The Secretary will assist the President

with the preparation of the agenda for the Board meetings and, prior to the Board meeting, send to all Board members the meeting packet of material(s), as available, to include: the agenda and the minutes of the previous meeting.

D. The **Treasurer** shall:

1. Manage the day-to-day accounting practices and financial record keeping of the BHPS.
2. Develop and present an annual operating budget to the Board. Upon the budget's approval by the Board, monitor the financial status to ensure expenditures remain within the established budget and report funds status to the Board at each meeting.
3. Ensure that the finances of the BHPS are handled in an appropriate fashion and that the financial assets of the organization are protected, and accounting records are maintained according to generally accepted accounting practices.

- a) Ensure transparency and accountability of the BHPS funds. Establish and maintain a bank or credit union checking account that requires two signatures [the Treasurer and the President (or another Board member appointed in writing by the President)] to countersign checks for all expenditures over \$100 or checks payable to the Treasurer. Said checks disburse funds from the BHPS account. All checks presented for signature must be attached to the associated invoice(s).

All deposits will have a copy of the check (and cash when practical) attached to the deposit slip.

- b) Use cash-basis accounting and migrate to an accrual basis at such time as it becomes advantageous to BHPS to do so and is approved by the board.
- c) Chairs the Finance Committee.

E. **Directors.** The Directors shall assist the President, Vice-President, Secretary and Treasurer in their duties as may be determined by the President with the advice and consent of the Board. Directors may chair committees and/or task forces (Article VI).

F. **Membership Recordkeeper** is appointed by the President and shall:

1. Maintain and manage membership records from collection of dues to renewal notification. Advises the Board of delinquent memberships.
2. Provides all income to the Treasurer, with appropriate documentation, for deposit.
3. Heads the November membership drive.
4. Reports at the regular Board meetings the status of memberships.

Article VI - Committees The following committees are established. Committee and task force chairpersons shall be appointed by the President with the advice and consent of the Board. Committee chairpersons shall report to the Board.

Section 1 - Executive Committee. Four officers (President, Vice President, Secretary and Treasurer) as well as Founders serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and the Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board, on an as needed basis, and is subject to the direction and control of the full Board. The President chairs the Executive Committee.

Section 2 - Finance Committee. The Treasurer is the chairperson of the Finance Committee. The Finance Committee includes the President, Vice President, Founders, and an appointed Director.

- a. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget.
- b. Prior to the January Annual Meeting of each year, the Finance Chair and President shall meet to finalize the annual operating budget for the ensuing year.
- c. The Finance Committee Chair shall present the proposed annual operating budget to the Board for approval at the annual general membership meeting.
- d. The Finance Chair shall review the finances of the BHPS, and discuss the status of the financial performance against the annual budget at the monthly regular meetings.
- e. The Finance Chair shall prepare the budget change submissions to the Board, as warranted. Budget amendments should be made at six months and end of year. A financial status report shall be submitted to the Board at each regular Board meeting.
- f. An audit of the financial records shall be performed annually by a member familiar with bookkeeping, who is not a member of the Board. An independent audit of the financial records shall be performed by a Certified Public Accountant (CPA) when there is an unresolved discrepancy. In all cases, the results of the audit shall be reviewed at a Finance Committee meeting with the auditor if deemed necessary. The Treasurer shall present the results of the annual audit to the Board at its next regularly scheduled meeting and any corrective action taken pursuant to the audit findings.
- g. The financial records of the BHPS shall be made available to the membership and the public on written request to the Board. The requestor shall be charged a reasonable fee for reproduction and mailing of the requested records to the requestor. In all cases, the Employee Identification Number (EIN) shall be redacted from the requested financial records prior to providing the records to any requestor.
- h. The fiscal year is January 1st - December 31st.

Section - 3. Committees. Committees shall be set up with a description of duties and responsibilities as needed by the President.

Article VII - Restrictions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes (charitable and educational). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Article VIII - Dissolution/Disposition

Upon the dissolution of the BHPS assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code of a public purpose. All items on loan shall be returned to the owner.

Article IX - Protection of Volunteers

Section - 1. Board of Directors and Others. The volunteer board of directors, committee members, subcommittee members and task force members of the BHPS are not liable to the corporation or members for breach of fiduciary duty as provided for in the Nonprofit Corporation Act, 1982 PA 162, as amended.

Section - 2. Liability to Third Parties. The BHPS assumes no liability to third parties resulting from a volunteer's breach of duty to such third parties.

Article X - Amendments

These By Laws may be amended by presenting the proposed amendments to the members at any regular or special meeting and then being adopted by a majority of those present. The notice of the meeting shall include notice of revision of the By Laws.

Article XI - Parliamentary Authority The rules contained in the current addition of Robert's Rules of Order shall govern. Where inconsistency exists with the Articles of Incorporation and Bylaws, the governing authority are the Articles of Incorporation and the Bylaws.

CERTIFICATION:

The Bylaws were approved at a regular meeting of the Board of Directors on

May 10, 2022

Sharon Ryden 5/12/22
Sharon Ryden, Secretary Date

Margaret Margee Brennan 5/10/22
Margaret Brennan, President Date

Betty Stromberg 5/13/22
Betty Stromberg, Vice President Date

Susan Passamani 5/10/22
Susan Passamani, Treasurer Date

Yvonne M. Andersen 5/10/22
Yvonne Andersen, Director Date

Les Behling 5-12-2022
Les Behling, Director Date


Avonelle Powell 5-10-22
Avonelle Powell, Director Date

Bylaws Amendment was introduced at the March 8, 2023, at a Regular Meeting of the Bates Hall Preservation Society, by President Brennan. Directors present (via zoom) were: Margaret Brennan, Susan Passamani, Avonelle Powell, Fay Frailing, and Robert Berndt. Directors absent were: Betty Stromberg and Sharon Ryden.

It was moved by Avonelle Powell and supported by Fay Frailing to add the following Non Discrimination Clause to the Bates Hall Preservation Society Bylaws latest revision dated May 10, 2022. Ayes 5 Nays 0 Absent 2
[Motion Carried]

“The Bates Hall Preservation Society does not and shall not discriminate on the basis of race, color, religion (creed) gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations”.


Margaret Brennan, President


Betty Stromberg, Vice-President


Susan Passamani, Meeting Acting Secretary
and Treasurer