

TROY HISTORICAL SOCIETY
BY-LAWS
Revised September 19, 2022

Article I – Name and Mission Statement

The name of the corporation is The Troy Historical Society.

Mission Statement:

The Troy Historical Society engages the community and enables life-long exploration of history by sharing and preserving our stories, artifacts, and buildings through creative, meaningful experiences.

Vision Statement:

The Troy Historical Society enhances knowledge and historic context through the resources and activities centered at the Troy Historic Village. We provide opportunities for community development, social interaction, and open dialogue on issues of importance. The Troy Historical Society will enrich lives as we connect our experiences to the past and to each other.

Troy Historical Society Values:

The Troy Historical Society provides a welcoming environment that:

- Engages visitors in positive learning experiences and social interactions by embracing innovative and creative programs for individuals and the community
- Promotes stewardship of and adherence to the highest standards of historic preservation, managing resources with integrity and transparency
- Respects the significance of history as we seek knowledge, understanding, perspective, and relevance in our lives
- Recognizes artifacts as social objects and catalysts for sharing information and ideas
- Encourages civil discussion, objective analysis, and critical thinking

- Treats all people with dignity and respect and strives to make buildings, artifacts, and programs accessible to all

Article II – Purposes

The purposes for which the corporation is organized are exclusively charitable, scientific and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and in furtherance of these purposes the corporation may:

- Promote the knowledge and appreciation of local, state, and national heritage among citizens and school children.
- Foster and encourage the collection and preservation of historical artifacts, study and historical research.
- Sponsor the observance and commemoration of occasions of historical interest.
- Perform any functions necessary to accomplish the aforementioned purposes, including but not limited to management of a historical facility open to the public and hiring people to run it.

The corporation shall be operated consistently for such purposes as a non-profit corporation. No member of the Society or any Board member shall have any title to or interest in the corporate property or earnings and no part of the net earnings of the corporation shall inure to the benefit of any member, Board member, or any private individual.

Article III – Membership

Section. 1. Any person interested in the purposes of the Society shall be eligible for active membership. The Board of Trustees shall establish membership categories, such as individual, family, business, and life, as deemed appropriate.

Section 2. The Board of Trustees shall fix annual membership dues. All memberships except life memberships shall expire one year after the payment of annual dues.

Section 3. Each member shall be entitled to vote, participate in meetings of the Society, and be eligible to be elected to the Board of Trustees.

Article IV – Organizational Basis

Section 1. There shall be at least one annual meeting of the membership of the Society held each year at a date and place determined by the Board. Notification of any meeting of the membership shall be sent to all members at least ten days prior to the date of the meeting.

Section 2. The President may call special meetings of the membership. A quorum necessary to conduct business at any membership meeting shall consist of at least nine active members.

Section 3. Effective July 1, 2011, the fiscal year of the corporation shall be the twelve-month period beginning each July 1 and ending on the following June 30. The fiscal year may be amended by the Board of Trustees in accordance with the laws of the State of Michigan and applicable federal law, without the necessity of amending these By-Laws.

Section 4. The principal office of the corporation shall be located at the Troy Historic Village, 60 West Wattles Road, Troy, Michigan (hereinafter referred to as the "Village"), or at such other place in the State of Michigan as the Board of Trustees shall from time

to time designate. The principal office shall also be the registered office of the corporation required by the laws of the State of Michigan.

Article V – Board of Trustees

Section 1. The Board of Trustees shall consist of a minimum of nine and maximum of 18 members each serving for a term of three years. Any active member of the Society is eligible to serve as a member of the Board of Trustees. One-third of the Board shall be elected each year by the general membership at its annual meeting. The Board of Trustees shall fill vacancies in the elected Board of Trustees during a term of office. Any Board member so appointed shall serve for the unexpired term of the predecessor.

Section 2. It shall be the duty of the Board of Trustees to manage and control the affairs of the Society between the annual meetings of the general membership. It shall hold all property and assets of the Society, and it may make, authorize and publish policies with respect to fiscal matters, duties of the Board, Village employees' handbook, diversity, conflicts of interest, and such other matters as the Board determines may require written policies to supplement these By-Laws. The Board of Trustees shall make a full report of its actions and recommendations at the annual meeting of the general membership.

Section 3. The Board of Trustees shall hold quarterly meetings and may meet more often if needed. The President is empowered to set meeting dates, call special meetings, and cancel meetings. A simple majority of the elected members of the Board of Trustees shall constitute a quorum for the transaction of business. The vote of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board. Members of the Board of Trustees who absent themselves from three consecutive meetings of the Board without being excused thereby automatically cease to be Board members, and they shall be notified by the Secretary that they have been removed from the Board in accordance with the By-Laws.

Article VI – Officers

Section 1. The officers of the Board of Trustees and of the Society shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected from the membership of the Board by the Board of Trustees at the Board meeting following the annual membership meeting. The Board may at such meeting elect such other officers as it deems necessary and appropriate, such as Assistant Secretaries and Assistant Treasurers, from the membership of the Board. The term of officers elected shall run to the close of the Board meeting following the next annual membership meeting.

Section 2. The services of all officers shall be on a voluntary basis with no salary or other compensation for their services, provided they shall be entitled to reimbursement for expenses reasonably incurred by them in carrying out their duties as such officers.

Section 3. The duties of the officers shall be as follows:

The **President** shall be the principal executive officer of the corporation, shall preside at all membership and Board meetings, and shall conduct the general affairs of the corporation. The **President** shall appoint members of the standing and special committees, subject to the approval of the Board of Trustees, and shall be an ex-officio member of all official committees, except the nominating committee.

The **Vice President**, in the absence of the President, shall have the power to perform the duties of the President.

The **Secretary** shall keep the minutes of all meetings of the Society. All such minutes, legal documents and records of the Society shall be kept at its principal office.

The **Treasurer** shall be responsible for the custody of all funds of the Society and shall have available at all times a complete accounting of the corporation's finances. The **Treasurer** shall be bonded, at the expense of the corporation, in an amount to be determined annually by the Board of Trustees. The **Treasurer** shall collect, deposit and disburse monies subject to the policies and approval of the Board of Trustees. All checks drawn in the amount of \$1,500.00, or such greater amount as the Board may adopt by resolution without the necessity of amending these By-Laws, or more on the Corporate Account shall require the signatures of two Board members, at least one of whom shall be the **Treasurer**, or an **Assistant Treasurer**, or another Board member authorized by the Board to be the primary signer in the absence of both the **Treasurer** and all **Assistant Treasurers**. The **Treasurer** shall make the books of the Society available for review at least 2 weeks before the Annual Meeting.

An **Assistant Secretary** shall have the power to perform the duties and responsibilities of the Secretary when the Secretary is not available.

An **Assistant Treasurer** shall have the power to perform the duties and responsibilities of the Treasurer when the Treasurer is not available.

Article VII – Committees

Section 1. The Board of Trustees may establish whatever standing or special committees it deems necessary, and shall receive and act on reports from all committees.

Section 2. The President with the approval of the Board of Trustees appoints members of all committees. The chairperson or chairpersons of any committee shall routinely be a member or members of the Board but with the approval of the Board may be appointed from the general membership, and in the cases of the Finance Committee and the Village Store Committee, such a non-Board chairperson of such committee may

be elected an Assistant Secretary by the Board for banking purposes, notwithstanding the provisions of Article VI, Section 1. Other members may be appointed from the general membership.

Section 3. The Nominating Committee is responsible for making nominations for members of the Board of Trustees, and shall consist of three members appointed by the President with the advice and consent of the Board of Trustees. A current list of members of the Society shall be made available to the members of the Board and the Committee, for purposes of nominations and encouragement of active membership. The Nominating Committee, at the annual membership meeting, shall nominate one or more members in good standing for each of the places on the Board of Trustees that are to be filled. Members may make additional nominations from the floor.

Article VIII – Parliamentary Authority

Section 1. The rules contained in Robert's Rules of Order shall govern the proceedings of the Society, except in such cases as are governed by these By-Laws.

Article IX – Amendments

The By-Laws may be amended at any annual meeting of the membership by at least a two-thirds vote of a quorum (at least nine active members) being present, providing that the Secretary has sent the proposed amendment or amendments in writing to each member at least ten days before the meeting of the membership called for that purpose. Amendments may be initiated by any member and submitted to the Board of Trustees for consideration.

Article X – Dissolution

1. The Board of Trustees shall be empowered to dissolve the corporation by at least a two-thirds vote of the entire Board.

2. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of and distribute all of the assets of the corporation to the Troy Historical Society Endowment Fund established by the Board of Trustees, to be administered in accordance with the Fund's Statement of Endowment Policy adopted by resolution of the Board of Trustees, with the moneys of the Fund to be appropriated for expenditure only for such educational and historical projects and programs of the Museum as are (i) recommended by the Director of the Museum and (ii) approved by at least a two-thirds vote of the committee or other governing body administering the Fund. Any such assets of the corporation not so disposed of and distributed to the Fund shall be disposed of by the Circuit Court of Oakland County, Michigan, or its successor, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.