TROY HISTORICAL SOCIETY

BYLAWS

REVISED September 22, 2026

ARTICLE I – NAME AND MISSION STATEMENT

The name of the organization is The Troy Historical Society, referred to as “Society” for use in this document.

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. We strive to reflect the many cultures and experiences of the Troy, Michigan population in our outreach, programming, and leadership. 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 Society 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 Society 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 Society shall be operated consistently for such purposes as a not-for-profit organization. No member of the Troy Historical Society or any Board of Trustees member shall have any title to or interest in the corporate property or assets and no part of the net assets of the Society shall inure to the benefit of any member, Board of Trustees member, or any private individual.

ARTICLE III – MEMBERSHIP

Section 1. Any person interested in the purposes of the Troy Historical Society shall be eligible for active membership. The Board of Trustees shall establish membership

categories as deemed appropriate. They may include individual, household, patron, benefactor, and business. A member is considered active only if they are not delinquent in payment of their dues. Only active members are entitled to membership benefits.

Section 2. The Board of Trustees shall create a policy that outlines all membership dues, terms, and benefits.

Section 3. Each active member shall be entitled to attend the annual Members' Meeting and special Member Meetings, nominate individuals to the Board of Trustees through the Nominations Policy, and vote in elections and on actions at Member Meetings. All Troy Historical Society Members are eligible to be elected to the Board of Trustees.

ARTICLE IV – ORGANIZATIONAL BASIS

Section 1. There shall be at least one annual Member Meeting of the Troy Historical 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 active members at least ten days prior to the date of the meeting.

Section 2. The President may call special meetings of the active membership. A quorum necessary to conduct business at any membership meeting shall consist of at least 9 active members other than members of the Board.

Section 3. Effective July 1, 2011, the fiscal year of the Society 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 Bylaws.

Section 4. The principal office of the Society 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 Society required by the laws of the State of Michigan.

Section 5. The Executive Director is not an officer or a Board member and serves under the direction of the Board of the Troy Historical Society. The Executive Director position is a full-time salaried employee and manages the day to day operations of the Troy Historic Village, including hiring, firing, and setting the salaries of the remaining staff members.

ARTICLE V – BOARD OF TRUSTEES

The Troy Historical Society's Board of Trustees shall have the overall responsibility to oversee the operation of the Troy Historic Village, which the buildings, grounds and artifacts are the property of the City of Troy, Oakland County, Michigan. Members shall serve without compensation.

Section 1. The Board of Trustees shall consist of a minimum of nine (9) and maximum of eighteen (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 active membership at its annual meeting. The Board of Trustees shall fill vacancies in the elected Board of Trustees during a term of office only if the Board is less than the minimum required. The term of the Board member shall begin following the close of the meeting where the Board member is elected and shall end at the close of the last meeting of the term. Any Board member so appointed shall serve for the unexpired term of the predecessor. Board members may serve a maximum of four (4) three-year terms. No family shall have more than one (1) member serving on the Board at any time.

Liaison board members are institutional partners of the board such as the City of Troy or Troy School district as outlined in Policy # 4.

No Board member can serve as an employee or contractor or have family serving as an employee. (Persons in conflict with this rule at the time of adoption of the revision to the Bylaws will be excluded from this rule.)

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, conflicts of interest, and such other matters as the Board determines may require written policies to supplement these Bylaws. 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 bi-monthly 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.

Section 4. Removal of Trustees: A Trustee may be removed for cause by a two-thirds (2/3) vote of the remaining Trustees at a regular or special meeting called for that purpose. “Cause” shall include, but is not limited to:

- Failure to attend three (3) meetings of the Board in a rolling twelve (12) month period without excuse;
- Conduct that violates the organization’s mission or code of conduct;
- Breach of fiduciary duties including monetary participation; and
- Actions that bring disrepute or legal risk to the organization.

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 elect such other officers as it deems necessary and appropriate, such as Assistant Secretary and Assistant Treasurer, 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 Trustees 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 Society, shall preside at all membership and Board meetings, and shall conduct the general affairs of the Society. 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 Village Growth and Direction Committee.

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

The Secretary is responsible for communication and Board documentation and shall keep the minutes of all meetings of the Society. The Secretary shall maintain a current copy of Roberts Rules of Order and assemble documents and distribute communications or assign duties as necessary. 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 or the Society's designate shall collect, deposit and disburse monies subject to the policies and approval of the Board of Trustees.

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.

Section 4. Officer Vacancies: In the event of a vacancy in any office, including President, Vice President, Secretary, or Treasurer, the Board of Trustees shall have the authority to fill such vacancy. A Trustee appointed by the Board to fill an Officer vacancy shall serve for the remainder of the unexpired Officer term.

The Board may act at any regular or special meeting to fill an Officer vacancy, provided notice of the proposed action is included in the meeting notice. Notice will be given at least ten (10) days prior to the meeting. Any individual appointed to fill an Officer vacancy must be a current Trustee in good standing.

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. See policies for additional information.

Section 2. The President with the approval of the Board of Trustees appoints Board members to all committees. The chairperson or chairpersons of any committee shall be a member or members of the Board of Trustees, staff member of the Troy Historic Village, or with the approval of the Board, may be appointed from the general membership.

Section 3. The Nominations Committee, a subcommittee of the Village Growth and Direction 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 as necessary to the members of the Board and the Committee, for purposes of nominations and encouragement of active membership. The Nominations 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. All otherwise qualified nominations received by the Nominations Committee shall be placed on the slate of candidates.

Article VIII – PARLIAMENTARY AUTHORITY

Section 1. The rules contained in most current version of Robert's Rules of Order shall govern the proceedings of the Society in all cases which are applicable, except in such cases as are governed by these Bylaws. All Voting procedures shall follow the most current version of Robert’s Rules of Order.

Article IX – AMENDMENTS

Section 1. The Bylaws 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 other than the Members of the Board of Trustees) being present, providing that the Secretary has sent the proposed amendment or amendments in writing or electronically 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

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

Section 2. Upon the dissolution of the Society, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Society, dispose of and distribute all of the assets of the Society in accordance with a policy developed by the Board of Trustees at the time of dissolution. The disbursement of funds should not personally benefit the members or the families of the members of the Board of Trustees.

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