



Macomb County Heritage Alliance

Bylaws

Article I

Name

The name of this non-profit organization shall be: Macomb County Heritage Alliance

Article II

Mission statement

The Macomb County Heritage Alliance is a coalition of not for profit organizations committed to preserving the history of communities within Macomb County, Michigan.

The mission of our alliance is to provide a forum for the collaboration, communication and education of its members and the public. Our purpose is to educate and promote the importance of historic preservation and conservation of the history of Macomb County, Michigan.

Article III

Motto (Optional)

Article IV

Fiscal Year

The fiscal year of the corporation shall be from January 1 through December 31 in each calendar year

Article V

Membership

- 1) **Equal Opportunity Statement** – The MCHA Inc. is an equal opportunity organization. It does not discriminate based on race, age, sex, creed, color, national origin, ancestry, sexual orientation, occupation, height, weight, handicap, military service, political belief, or religion.
- 2) **Types of Memberships**
 - A) Institutional Memberships
 - a. Each member institution shall appoint one designated voting representative to be chosen at the discretion of the institution.

- b. Types of Institutional Members
 - i. Macomb County Historical organizations
 - ii. Historical societies.
 - iii. Historical commissions.
 - iv. Genealogical societies.
 - v. Libraries.
 - vi. Other entities at the discretion of the board.

B) Associate Membership

- a. Associate Member: may become members for the purpose of contributing to the alliance who may be appointed to special committees by the discretion of the board.
- b. Associate Member will not hold voting rights.
- c. Types of Associate Memberships
 - i. Individuals
 - ii. Other entities at the discretion of the board.

3) **Dues:**

A) Institutional membership annual dues:

- a) based on income of the organizations
 - i. Institution Level 1 - \$25.00 (USD) Subscription period: 1 year based on annual operating budget of \$0 to \$25,000
 - ii. Institution Level 2 - \$50.00 (USD) Subscription period: 1 year based on annual operating budget of \$25,001 to \$100,000
 - iii. Institution Level 3 - \$75.00 (USD) Subscription period: 1 year based on annual operating budget over \$100,000

B) Associate membership annual dues:

- i. \$20.00 (USD) Subscription period: 1 year

4) **Meetings:**

- A) General membership meetings: Meetings of the membership of this organization shall be held at least once a year. The date of the meeting(s) shall be set by the board of directors.
- B) Quorum: Any number of members present at a meeting of the general membership shall constitute a quorum provided that written notice of the calling of the meeting was given to the general membership at least thirty (30) days in advance.
- C) Voting: A simple majority of those institutional members present and voting shall be sufficient to take action on any motion.

- D) Notification of members: The alliance shall provide proper written notice to each institutional organization designated point of contact and associate members of meetings and the agenda to be brought before the membership.

Article VI

Board of Directors

1) General Powers

The business and affairs of the corporation shall be managed and directed by a consensus of its officers and directors.

2) Number and Tenure

The number of Directors shall be seven (7), and will consist of President, Vice President, Secretary, Treasurer and three board members Board members shall be elected to serve for a period of two (2) calendar years and may run for re-election. All Directors must be members of the MCHA.

All candidates running for a position on the Board of Directors must be a member of an alliance institution in good standing for at least the previous twelve (12) consecutive months prior to the candidate's proclamation of candidacy.

3) Positions and Duties

The Board of Directors shall consist of the following members:

A) President

- a. The office of the President will be responsible to the membership to enforce and protect the by-laws. He or she will chair all meetings of the general membership and/or authorized closed meetings held by the Board of Directors. The President is answerable to the membership for the conduct of MCHA business. The President shall be the principle executive officer of the corporation. He or she will sign any and all deeds, mortgages, bonds, contracts, or other instruments the Board has authorized to be executed.
- b. Job Description:
 - i. The President must be available for all board meetings. Serve as presiding officer of the organization and to oversee and conduct the business of the organization with the approval of the Board of Directors. To be responsible for all aspects of the MCHA business, legal proceedings, corporate business; insure the safekeeping of all corporate records, oversee the filing of all pertinent and required tax returns, statements, affidavits, and any and all other documents that

are, or may become, required by the Federal Government or state in which MCHA is incorporated.

B) Vice-President

- a. The Vice president shall be the chairman of all committees connected to public relations, and shall be authorized to constitute committees as needed. The Vice president shall report the findings of all committees to the President. It shall be his or her duty to see that any information necessary for the proper and smooth functioning of the MCHA is promptly distributed to all parties concerned.

In the absence of the President, the Vice president shall perform the duties of the President, and when so acting, shall have the powers of, and be subject to, all the restrictions of the President.

- b. Job Description:
 - i. The Vice-President must be available for all Board meetings. The Vice President shall preside over all meetings in the absence of the President. Assist in conducting the business of the organization. The Vice President shall act to build public relations.

C) Treasurer

- a. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as meet geographical requirements. The Treasurer shall report to the Board of Directors the state of the finances quarterly. The Treasurer shall receive all new and renewal membership applications.

- b. Job Description:
 - i. The Treasurer must be available for all Board meetings. The Treasurer shall have a fiduciary duty to the Corporation to safeguard its financial integrity. Quarterly Financial Statements shall be published in the MCHA publication as soon after the end of each quarter as is possible. An annual budget shall be prepared and presented to the Board of Directors for approval prior to November 30th of each year for their review and approval. Bank records, including monthly statements and cancelled checks shall be kept in an orderly fashion.

Expenses of the MCHA shall be paid promptly, within 30 days after receipt and verification of invoice or other such notice of debt. All paid

invoices shall be kept in an orderly manner. The Treasurer shall ensure that all bank accounts shall have a minimum of two Board members as signatories and that the full Board is notified as to the name and location of the banking institution(s), all account numbers and signatories on the accounts. Copies of bank statements shall be delivered to the other Officers of the corporation monthly.

The Treasurer shall be responsible for maintaining the insurance records, performance bonds of the Corporation and insuring the best possible premium for such coverage. Additionally, it shall be the responsibility of the Treasurer to communicate with the Registered Agent of the Corporation annually, prior to the anniversary of the incorporation date, to verify the receipt of the state of incorporation's annual report documents. The Treasurer shall certify that the corporate dues are paid in advance annually.

D) Secretary

- a. The Secretary shall keep the minutes of the annual, as well as all Board of Directors' meetings. The Secretary shall keep a roster of all members and their mailing addresses. The Secretary shall be responsible for issuing annual membership information to all new and renewing members of the Alliance.
- b. Job Description:
 - i. Must be available for all Board meetings. The Secretary shall keep accurate membership records and send out membership information in a prompt manner.

Membership records shall include, but not be limited to, a roster of paid members. These rosters shall include member's name, address, phone number, and electronic mail address.

E) Board Members

- a. There shall be three (3) representative of the general membership, whose job it is to serve as the initial contact between the membership and the Board of Directors pertaining to all MCHA matters. It shall be their duty to present the position of the individual member before the Board.

4) Vacancies

Any vacancy on the Board of Directors shall be filled by the Board members appointing an interim member. The interim member is to remain in office for the duration of the term. If the term of office is more than one (1) year, a general election will be held.

5) Removal from Office

Any Board member may be removed from office for: Malfeasance, neglect of duties, willful disrespect of his own safety and that of others, misappropriation of goods or property belonging to the Alliance, for flagrant disregard for the current bylaws of the Alliance, or for conduct discrediting to the Alliance.

B) Process for removal:

- a. Anyone in the General Membership may submit a written statement of charges accompanied with documentation that substantiates such charges, to the Board of Directors.
- b. Within forty-five (45) days of receiving the written statement, the Board of Directors then will convene a hearing to review the charges, interview all concerned and/or involved parties and make a decision as to what action should be taken.
- c. If the action taken by the Board of Directors is not satisfactory to the charging member, he or she may present the charges of impeachment to the general membership through the Alliance's newsletter.

B) Final action(s) will be determined by one or both of the following:

- a. A majority vote of the Board of Directors and/or
- b. By a majority of the votes received from the membership via a mail-in ballot.

6) Rules of Succession

In the event the President cannot perform his or her duties, the Vice-president must take over the office of the President, vacating the office of Vice-president. The Vice President's office will then be filled in accordance with Article VI, Section 4.

7) Quorum for a Board meeting

There must be five (5) Board members present to conduct any Board meeting and at least two of these must be officers of the corporation, President, Vice President, Secretary or Treasurer, provided notice of the meeting was given to the members of the board of directors.

8) Board Appointed Positions

The Board of Directors has the authority to appoint persons to the following positions: Registered Agent, Officer's Assistants, Editors of the Alliance's publications, and committees.

9) Elections

- B) Elections will be held every year.
- B) Nominations

- a. A nomination committee appointed by the president, shall present a list nominees for board of directors to the general membership at the annual meeting
 - b. Nominations may be made from the floor at the annual meeting provided the nominee is present and expresses an understanding of the responsibilities of the board of directors. A second is required for any nomination from the floor.
- B) Ballots will be cast by designated voting representatives and counted at the annual meeting.

Article VII

Amendments to the By-Laws

- A) Proposed amendments to the By-laws shall be submitted to the board for consideration.
- B) By-law submissions must receive a 2/3 majority vote from the board to be put to a membership vote.
- C) By-law changes that pass the board vote will be placed on the ballot of the next scheduled general election and must have a 2/3 majority of members present to be enacted.

Article VIII

Dissolution

- A) If the corporation is dissolved any assets remaining will be distributed to another corporation serving a similar purpose and qualifying as a tax exempt, charitable organization under the provisions of 501(c) 3 of the Internal Revenue Code.
 - a. The organization will rely on operation of Michigan State law for dissolution.

Bylaws Appendix A: Conflict of Interest Policy

Article I

1) Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

1) Definitions

A) Interested Person

- a. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B) Financial Interest

- a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family
- b. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement
- c. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement
- d. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement
 - i. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - ii. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

1) Procedures

A) Duty to Disclose

- a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B) Determining Whether a Conflict of Interest Exists

- a. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C) Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D) Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

1) Records of Proceedings

- A) The minutes of the governing board and all committees with board delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

1) Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

1) Annual Statements

- A) Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflicts of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

1) Periodic Reviews

- A) To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

1) Use of Outside Experts

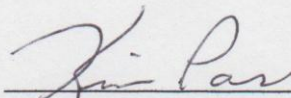
B) When conducting the periodic reviews as provided for in Article VII, the Organization may, but not use outside advisors. If outside experts are used, their use shall not relieve the governing board its responsibility for ensuring periodic reviews are conducted.

_____ Date Signed: _____
President, Participating Society/Organization

Please Print:

Name: _____

Society/Organization Name: _____

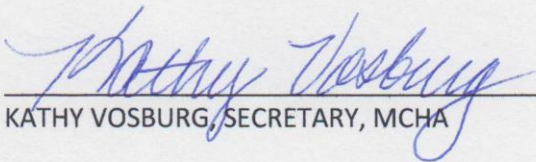


KIM PARR, PRESIDENT, MCHA

Date Signed: 9-10-2013

CHRIS CAUSLEY, VICE-PRESIDENT, MCHA

Date Signed: _____



KATHY VOSBURG, SECRETARY, MCHA

Date Signed: 9-10-13



LORI NYE, TREASURER, MCHA

Date Signed: 10 Sep 2013