**ORION HISTORICAL SOCIETY BYLAWS**

**Article I.** Name and Location

A.The name of this organization shall be the Orion Historical Society, hereafter called the “Society.”

 B. The principal place of business of the Society shall be in Orion Township, Oakland County, Michigan.

**Article II.** Purpose

 A. The purpose of the Society is to discover, procure, preserve, disseminate, and promote whatever material that may relate to the civil, religious, social, cultural, architectural, and natural history of the Orion area.

 B. To accomplish this purpose, the Society’s activities shall include, but not be limited to, the following:

1. To collect and preserve a library of books, pamphlets, maps, prints, papers, manuscripts, paintings, and other historical genealogical and biographical material relating to the Orion area.
2. To obtain and maintain a museum and /or other property to exhibit and illustrate such material and other antiquities of the past and present resources of the Orion area.
3. To encourage and promote the study and enjoyment of history through lectures, seminars, workshops, and other means.
4. To publish and diffuse information relative to the history of the Orion area.

**Article III.** Membership and Dues

 A. Membership shall be open to any person who is interested in the purposes of the Society, who attends and participates in the activities of the Society, and who pays annual dues as set by the Board of Directors. It shall be the policy of the Society to provide equal membership opportunities to all eligible persons without regard to race, religion, color, national origin, age, sex, parental status, sexual preference, handicapping condition, or membership in any labor organization.

 B. The Board of Directors may establish different classifications of membership to meet the needs of the Society.

 C. If the Board of Directors establishes different classifications of membership, then it may also establish different levels of dues. However, Society members, by majority vote at an annual or special meeting, must approve the dues structure before it becomes effective.

 D. The Board of Directors shall establish the fiscal year of the Society and dues shall be payable for the fiscal year. A person may join as a new member after the start of the fiscal year in the first ten months of the fiscal year by paying the annual dues in full. A person joining in the last two months of the fiscal year may pay the annual dues in full and be considered a member in good standing through the ensuing year.

 E. Membership in the Society shall automatically terminate when a member fails to pay the annual dues by the deadline set by the Board of Directors. The same deadline shall apply to all members.

 F.Membership shall also terminate upon receipt by the Board of Directors of:

 1. a written letter of resignation from a member, or

 2. written notification of the death of a member.

 G. Membership of any member may be terminated by majority vote of the other members upon the recommendation of the Board of Directors. The Board shall act only for just cause and upon the receipt of documented evidence that the member in question has acted contrary to the purposes and best interests of the Society.

**Article IV.** Meetings of the Members

 A. The annual meeting of the members of the Society shall be held in the month of April each year at a time and place to be determined by the Board of Directors.

 B. Notice of the annual meeting shall be mailed or emailed to all members not less than 15 days before the date of the meeting. If amendments to the Bylaws are to be voted on, then provisions of Article IX, B. apply.

 C. The agenda for the annual meeting shall be set by the Board of Directors.

 D. Special Meetings

 1. Special meetings of the members of the Society shall be held in compliance with the provisions of this Section. Special meetings may be called by a majority vote of the Board of Directors or by written request signed by not less than 10 % of the members who are not members of the Board of Directors.

 2. A written request setting forth the reason(s) forspecial meeting**s** shall be given to the Board of Directors. The Board of Directors shall set the time and place for special meetings, which shall be held within 30 days of receiving a written request.

 3. A written notice of any special meetings must set forth the reason(s) for the meetings and shall be mailed or emailed to all members not more than ten (10) days nor less than five (5) days before the date of the special meeting. If amendments to the Bylaws are to be voted on, then provisions of Article IX, Section B. apply.

 4. The agenda for special meetingsshall be limited to the reason(s) listed in the notice mailed or emailed to all members. Business not listed in the notice shall not be considered at the special meeting.

 E. The rules for establishing a quorum and conducting Society business are:

 1. The quorum for the annual meeting or any special meeting shall be a number equal to 10% of the members of the Society. Proxy votes shall not be allowed at any annual, general membership, or special meeting. Board Members should be present for voting. However, if a Board Member cannot attend in person, they may participate and vote in the live discussion via telephone or other electronic means.

 2. In the absence of a quorum, the members present may receive reports from the Board of Directors and Committees; however, the members shall not vote on any matter without a quorum present. Without a quorum, members may adjourn the meeting to another time when a quorum can be present.

**Article V.** Board of Directors, Structure, and Authority

 A. The affairs of the Society shall be managed by a Board of Directors composed of at least five (5) members and not more than seventeen (17) members.

 B. The Board of Directors shall consist of members of the Society who agree to contribute to the ongoing management of the Society. Additional members may be appointed two at a time, to the Board of Directors throughout the year upon the majority vote approval of the Board of Directors.

 C. The Board of Directors shall meet as often as necessary to handle the affairs of the Society and to carry out its purposes. The quorum shall be a number equal to 50% of the established number of members on the Board plus one.

D. The Board of Directors shall have authority to:

 1. Initiate and approve plans and programs for the benefit of the Society and its members.

 2. Maintain custody of all property belonging to, donated to, or on loan to the Society.

 3. Adopt an annual budget and manage the financial affairs of the Society.

 4. Employ staff to help carry out the purposes of the Society.

 5. Perform all other duties necessary for successful functioning of the Society.

 E. As deemed necessary, a Plan of Dissolution shall be prepared by the Board of Directors and it shall include, at a minimum, the following:

 1. Specific recommendations to ensure that the Society’s financial and contractual obligations are fulfilled.

 2. Detailed instructions for the distribution of any remaining assets to one or more similar nonprofit tax-exempt educational institutions and/or organizations.

 3. Written evidence from the designated institutions and /or organizations that they will accept, maintain, and properly care for any assets entrusted to their care.

If dissolution of the Society is approved by the affirmative two-thirds (2/3) vote of the membership, then the Board of Directors shall see that the Plan of Dissolution is implemented.

**Article VI.** Officers

 A. Directors shall constitute the Board of Directors. Three of the Directors shall serve as Officers. The Officers of the Society shall be Chairperson, Vice Chairperson, and Treasurer.

All members of the Board of Directors shall be elected at the annual meeting. Officers shall be chosen by the members of the Board of Directors at its first meeting. In these Bylaws, references to “Director” apply equally to “Officers.”

 B. The Chairperson shall preside at all meetings of the Society and the Board of Directors.

 C. The Vice Chairperson shall act as Chairperson in case of the Chairperson’s absence.

 D. The Treasurer shall be responsible for:

 1. Receiving, disbursing, and accounting for all funds of the Society,

 2. Making regular reports on the financial status of the Society,

 3. Being the primary authorized signer of all checks,

 4. Filing form 990 and other requisite tax returns as required by law, and

 5. Performing such other duties as may be incidental to this office.

**Article VII.** Committees

 A. The Board of Directors shall have the authority to establish any and all committees necessary to carry out the functions, programs, and activities of the Society. When a committee is established, it shall be given a specific task with which to deal and a time frame for its accomplishment. The committee shall be chaired by one of its members and it shall cease to exist once its task is done.

**Article VIII.** Dissolution

 A. The Board of Directors, if it deems it necessary and appropriate, may call a special meeting of the Society to consider the voluntary dissolution of this organization.

 B. Notice of the proposed dissolution of the Society shall be mailed or emailed to all members of the Society not more than thirty (30) days and not less than twenty (20) days before the date of the meeting at which the proposed dissolution is to be considered. The notice shall contain the proposed Plan of Dissolution as provided for in Article V, Section E. of these Bylaws.

 C. To become effective, the Plan of Dissolution must be approved by the affirmative two-thirds (2/3) vote of the members present and voting. A quorum of the membership shall be present before a vote can be held regarding dissolution.

**Article IX.** Amendments

 A. These Bylaws may be amended following proper notice by the affirmative two-thirds (2/3) vote of the members present and voting upon the amendment. A quorum of the members shall be present before a vote can be held on any amendments.

 B. Notice of any proposed amendment to these Bylaws shall be mailed or emailed to all members of the Society not more than thirty (30) days and not less than twenty (20) days before the date of the meeting, annual or special, at which the amendment is to be considered. The notice shall contain the wording of the Article, Section, or provision as currently contained in the Bylaws and the wording of the proposed Article, Section, or provision.

**Article X.** Adoption and Effective Date

These Bylaws shall become effective immediately upon adoption by an affirmative two-thirds (2/3) vote of the members of the Society present and voting. A quorum of the members shall be present before voting upon adoption.

Amended April of 2000

Amended April of 2002

Amended April of 2003

Accepted as is May 13, 2019 per Meeting Minutes

Accepted April 7, 2024 per Board Meeting Minutes