

The Orion Historical Society Bylaws

Article I Name

Section A

The name of this organization shall be the Orion Historical Society, hereafter called the "Society."

Section B

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

Article II Purpose

Section 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 the natural history of the Orion area.

Section 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

Section 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 may be set from time to time by the Board of Directors. It shall be the policy of the Orion Historical 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.

Section B

The Board of Directors may establish different classification of memberships to mee the needs of the Society.

Section C

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

Section 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 considers a full member through the ensuing year.

Section 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.

Section 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.

Section 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

Section 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

Section B Notice of the annual meeting shall be mailed 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, Section B apply.

Section C

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

Section D

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) for the special meeting shall be given to the Board of Directors. The Board of Directors shall set the time and place for the special meeting, which shall be held within 30 days of receiving the written request.
3. Notice of the special meeting setting forth the reason(s) for the meetings shall be mailed 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 the special meeting shall be limited to the reason(s) listed in the notice mailed to all members. Business not listed in the notice shall not be considered at the special meeting.

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

Article V

Section 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.

Section 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.

Section C

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. Have custody of all property of the Society,
3. Adopt and annual budget and manage the financial affairs of the Society,
4. Employ staff to help carry out the purposes of the Society, and
5. Perform all other duties necessary for the successful functioning of the Society.

Section D

The 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, and
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.

Section E

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.

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.

Article VI Officers

Section A

Directors shall constitute the Board of Directors. Three of the Directors shall serve as officers. The Officers of the Society shall be Chairman, Vice Chairman 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.

References in these Bylaws to “Director” apply equally to “Officers”.

Section B

The Chairman shall preside at all meetings of the Society and the Board of Directors

Section C

The Vice Chairman shall act as chairman in case of his or her absence.

Section 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. Perform such other duties as may be incidental to this office

Article VII Committees

Section 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

Section 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.

Section B

Notice of the proposed dissolution of the Society shall be mailed 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 Section D of this article.

Section 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 the question of dissolution is voted on.

Article IX Amendments

Section 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 any amendments may be voted on.

Section B

Notice of any proposed amendment to these Bylaws shall be mailed 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

Standing Rules of the Orion Historical Society

1. Board Members shall notify the Chair or the Vice Chair of impending absence from a monthly meeting in advance of the meeting.

2. Membership

Categories shall be:

- Organization \$25
- Family \$15
- Individual \$10
- Student \$5

Membership Dues are due January 1st of the membership year. The deadline for payment of membership renewal dues is the day of the Annual Meeting of Members held in the month of April. Members who have not renewed by then risk losing their honorary designation

Further honorary designations shall be:

- Charter- Those members who subscribed by October 1995 and maintain membership standing by paying dues by the day of the Annual Meeting held in the month of April
- Sustaining – Those members who maintain membership two or more consecutive years.

3. The fiscal year shall be January 1st to December 31st.

Amended January 2000