

# BYLAWS

## Besser Museum for Northeast Michigan, Inc.

Adopted June 7, 2001; Revised May 20, 2004; Revised June 19, 2007;  
Revised March 19, 2013; Revised October 21, 2014, Revised June 23, 2015,  
Revised October 21, 2015, Revised June 21, 2016

### ARTICLE I – NAME

The legal name of the organization shall be Besser Museum for Northeast Michigan, Inc.

### ARTICLE II – PURPOSE

*The Besser Museum for Northeast Michigan is an educational institution dedicated to serving the public of all ages and abilities in art, history, and science. Through research, it collects preserves and interprets artifacts, specimens, and information concerning fifteen counties in Northeast Michigan. Through programs and exhibits, it promotes understanding and appreciation of the past and present.*

### ARTICLE III – MEMBERSHIP

**Section 1 – Qualifications.** Any interested individual, business, or organization can hold membership, on an annual basis, through the payment of membership dues.

**Section 2 – Membership Categories.** The Board of Trustees shall establish membership categories and dues.

**Section 3 – Membership Term.** Membership fees are due on an annual basis.

**Section 4 – Number of Votes.** Every membership in good standing is entitled to one vote.

**Section 5 – Nominations to the Board of Trustees.** Every member in good standing is eligible to submit nominations to the Board of Trustees within procedures and deadlines as specified by these bylaws and the Board. These nominations will be made in writing and addressed to the Chair of the Governance Committee.

**Section 6 – Benefits.** All members receive basic benefits determined by the Board of Trustees and these include the opportunity to join museum-affiliated organizations.

**Section 7 – Expulsion.** Any member who fails to pay dues or any properly levied assessment, or engages in activities that jeopardize the tax-exempt status of the Corporation, shall be expelled from membership or have such other actions taken against them as the Board of Trustees in its discretion determines to be necessary.

**Section 8 – Honorary Members.** The Board may award honorary life membership to those individuals who have rendered extraordinary service or support to the Museum. Such membership shall be non-dues paying and shall carry with it the same privileges as regular membership.

#### **ARTICLE IV – MEETINGS OF MEMBERS**

**Section 1 – Annual Meeting.** There shall be an annual meeting of the membership in the month of May or June on a date and at a place in the State of Michigan designated by the Board of Trustees. The purpose of the annual membership meeting is to vote in new Trustees and to receive the annual report from the Director and the Board.

**Section 2 – Notice of Annual Meeting.** Notice of the annual meeting shall be given by mail to each membership eligible to vote. This notice is to be communicated at least ten (10) days before the time fixed for the meeting.

**Section 3 – Special Meeting of Members.** Special meetings of the membership may be called at any time by the President of the Board of Trustees, by a majority of the Board of Trustees, or by at least forty (40) memberships of the Museum upon written notice not less than ten (10) days in advance. Only business stated in the notice shall be transacted at a special meeting.

**Section 4 – Voting.** Each membership shall be entitled to one vote in person, by proxy, or by mail at any annual or special meeting of the membership, except that a person who is not at least eighteen (18) years of age shall not be entitled to vote. Proxy documents shall be provided with the notice of the annual or special meeting. A vote of three-fourths (3/4) of the memberships and proxies at the meeting is necessary to pass motions.

**Section 5 – Proxies.** Any membership in good standing may designate and authorize in writing another membership in good standing to act or vote for the membership by proxy. A proxy shall be signed by the member, clearly identified as such, and delivered to the Besser Museum for Northeast Michigan. The proxy shall be revocable at the pleasure of the member executing it. If the membership executing the proxy, or the other membership authorized to act or vote by it, lacks good standing, the proxy shall be invalid.

#### **ARTICLE V – BOARD OF TRUSTEES**

**Section 1 – General Powers.** The business, property, and affairs of the Museum shall be managed by a Board of Trustees, which shall define the duties and responsibilities of its officers and the Executive Director of the museum.

**Section 2 – Number of Trustees.** The Board of Trustees shall consist of not less than twelve (12), or more than twenty-one (21) elected Trustees who are members of the Museum. Until the maximum number is reached, the Board may appoint additional board members at any time. Each appointed member must stand for election at the next annual

meeting. When the maximum number of Trustees is reached, Trustees shall only be elected at the annual meeting. The twenty-one (21) members of the Board of Trustees shall include the board officers and the President of the Founders Society (or Founders Society member appointed by the Founders Society Board to serve in this capacity).

## **ARTICLE V – BOARD OF TRUSTEES (continued)**

**Section 3 – Ex Officio Members.** The immediate Past President of the Board of Trustees (if his/her term has expired and he/she is ineligible to serve), the Executive Director of the Museum, and Emeritus Trustees may serve as ex officio Members.

**Section 4 – Election of Trustees.** The Trustees shall be elected by the membership from a slate of nominees presented by the Governance Committee at the Annual Meeting of the Membership. Their election shall be arranged so that one-third (1/3) are elected each year. A person shall serve no more than three (3) consecutive three-year (3-year) terms, provided, however, that service of a partial term of not more than two years shall not be counted against this term limit. All Trustees shall take office immediately. A former Trustee is again eligible for nomination and election to the Board after an absence of one year.

**Section 5 – Vacancies.** Whenever a vacancy exists on the Board of Trustees because of death, resignation, or removal, the Board of Trustees may appoint a Trustee to fill the vacancy until the next annual meeting.

**Section 6 – Removal of Trustees.** A Trustee may be removed by a three-fourths (3/4) vote of the Trustees present at any lawfully called meeting of the Board.

**Section 7 – Meetings of Trustees.** A minimum of ten (10) regular meetings of the Board of Trustees shall be held at such time and place as may be agreed upon by the Officers and the Board. Special meetings of the Board may be called by the President, by any two other Officers, or by the Executive Director, and must be called upon request of any five (5) members of the Board with ten (10) days advance notice.

**Section 8 – Voting and Quorum.** All Trustees shall be entitled to vote at any regular or special meeting of the Board. A majority of Trustees shall constitute a quorum for the transaction of business. Motions may be passed by a majority of Trustees present.

**Section 9 – Emeritus Trustees.** The Board of Trustees may confer Emeritus status on a board member who has served three (3) consecutive terms with a distinguished record of service to the museum. Emeritus Trustees are invited to attend all board meetings in an Ex Officio capacity.

**Section 10 – Policies.** The Board shall establish and maintain a Policy Manual, which shall include all the Museum's policies, including such documents as the mission statement, vision and values, personnel policy, code of ethics, collections policy, and such other policies that the Board may adopt.

**Section 11 – Actions by Written Consent.** During any month that a regular meeting of the Board of Trustees is not scheduled or is adjourned for lack of a quorum, and upon the determination by the President that timely action will be in the best interests of the Museum, any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if after notice three-fourths of the Trustees then serving consent thereto in writing, including by electronic transmission such as electronic mail. No such action shall become final until five days after notice of the proposed action is sent to each Trustee. Notice may be by electronic mail unless a Trustee requests copy of the notice and the written consents shall be filed with the minutes of the proceedings of the Board of Trustees.

**Section 12 – Telephonic Attendance.** The President may allow a Trustee to participate in a meeting of Trustees by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting. The participation of a Trustee in a meeting via this method shall be determined by the President of the meeting based on availability of the Trustee, availability and functionality of appropriate equipment, the need for a quorum, the length of the meeting, and input from other members attending the meeting. This provision shall not be deemed a Trustee right, but rather for the convenience of the Board of Trustees.

**Section 13 - Trustee Nonparticipation.** A Trustee who is absent from three or more regular meetings of the Board of Trustees during a year, unless excused in accordance with this section, shall be deemed to have vacated his or her term of office as of his or her third unexcused absence within the year. The remainder of such abandoned term shall be filled in accordance with the procedures set forth in Sections 5 and 4 above. For purposes of this section, the year shall commence at the annual meeting, which shall be deemed a regular meeting of the Board of Trustees for the purposes of this section, and shall end upon adjournment of the May regular meeting of the following year, and shall include any regular meeting adjourned for lack of a quorum. An absence shall be deemed excused when the absence is due to illness or injury, professional or work related conflict, travel, or any other reason deemed excusable by the President, provided that the absent Trustee shall have notified the President or Director at a reasonable time prior to the scheduled meeting time of the anticipated absence and the reason therefore. In extraordinary circumstances, the President may waive the requirement for prior notification.

A Trustee who attends all or any part of a meeting in person or by telephonic conference, or who has given reasonable notice and details of his or her availability for attendance pursuant to Section 12 above, shall not be considered absent for the purposes of this section.

The minutes of a meeting shall list for each non-attending Trustee whether or not his or her absence is excused in accordance with this section or whether he or she has provided notice of availability pursuant to Section 12.

Within ten days after a Trustee's third unexcused absence from a regular meeting of the Board of Trustees within the year, the Secretary shall notify the Trustee and the Chairperson of the Governance Committee that the Trustee's term has been vacated pursuant to this section. The Governance Committee shall nominate a person to fill the vacancy for consideration in accordance with the procedures set forth in Sections 5 and 4 above.

Within ten days after a Trustee's third unexcused absence from a regular meeting of the Board of Trustees within the year, the Secretary shall notify the Trustee and the Chairperson of the Governance Committee that the Trustee's term has been vacated pursuant to this section. The Governance Committee shall nominate a person to fill the vacancy for consideration in accordance with the procedures set forth in Sections 5 and 4 above.

## **ARTICLE VI – OFFICERS**

**Section 1 – Officers.** There shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer.

## **ARTICLE VI – OFFICERS (continued)**

### **Section 2 – Election and Terms of Office.**

- A. The Board of Trustees shall elect officers for a term of one year at its October or November meeting. The officers will take their respective offices on January 1 of each year. A person must serve on the Board of Trustees for a minimum of one year to be eligible to serve as an officer. Officers will serve no more than two consecutive terms in a particular office, unless otherwise stated. However, the Board of Trustees at its October or November meeting may vote to extend the tenure of any officer for an additional one year term if it finds that it is in the best interests of the Museum
- B. The First-Vice President shall automatically succeed to the office of President when that office becomes vacant. The Second Vice-President automatically succeeds to the office of First Vice-President when that office becomes vacant and then to the office of President.
- C. The immediate Past-President will serve on the Executive Committee for one year providing s/he remains on the Board. If the Past-President's Board term expires at the end of his/her Presidency, the Board may extend the term for one year for purposes of fulfilling this provision. If the term of any officer extends beyond that officer's Board term, the Board term of that officer shall be extended until his or her term as an officer ends.

**Section 3 – Vacancy.** If a vacancy occurs in the office of President, the First Vice-President shall serve the unfinished term of the President plus the year for which s/he was elected. The Second Vice-President will serve the unfinished term of the First Vice-President plus the year for which s/he was elected. The Board of Trustees will elect a member to fill the position of Second Vice-President within sixty (60) days.

**Section 4 – Duties.** Among the duties of the officers of the Museum are the following:

- A. The President shall preside at all regular and special meetings of the full Board, the Executive Committee, and the Museum; be authorized to sign checks on behalf of the Museum; be responsible for giving notice of the time and place of all meetings at least ten (10) days in advance; appoint all standing committees and be an ex-officio member of each; and assign specific committee liaison responsibilities to the Vice-Presidents.
- B. The First Vice-president shall assume the duties of the President in the absence of the President; be authorized to sign checks on behalf of the Museum; assume the office of President should it become vacant; and perform such other duties as delegated by the President or the Board.
- C. The Second Vice-President shall assume the duties of President in the absence of the President and First Vice-President; be authorized to sign checks on behalf of the Museum; and perform such other duties as may be delegated by the President or the Board.
- D. The Secretary shall record and provide minutes of all meetings of the Museum membership, the Board of Trustees and the Executive Committee. In addition, the Secretary shall perform such other duties as may be delegated by the Board of Trustees.
- E. The Treasurer shall give regular, complete, and accurate accounts of all financial transactions to the Board of Trustees and Executive Director. The Treasurer shall chair the Finance Committee and be authorized to sign checks on behalf of the Museum. The Treasurer shall prepare and present a complete financial report for the annual meeting. In addition, the Treasurer shall perform such other duties as may be delegated by the Board of Trustees.

**Section 5 – Removal of Officers.** Any officer of the Museum may be removed by a three-fourths (3/4) vote of the Trustees present at any lawfully called meeting of the Board.

## **ARTICLE VII – INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS**

The Corporation shall indemnify all persons who were or are directors, officers, agents and employees against liability and expenses to the extent that the Michigan Nonprofit Corporation Act permits and so long as their acts or omissions constituting the grounds for alleged liability were performed in their official capacity and, if actionable, were based on good

faith business judgments and the belief that the acts or omissions were in the best interests of the Corporation.

## **ARTICLE VIII - COMMITTEES**

**Section 1 – Executive Committee.** The Board of Trustees may create an Executive Committee. The Executive Committee shall consist of the officers of the Board of Trustees, the most recent Past President remaining on the board, and the Executive Director of the Museum. The Committee shall be elected by the Board to serve at the pleasure of the Board for one year, commencing with their election at the May or June meeting and terminating with the election of a new Executive Committee at the next May or June meeting. The Executive Committee may meet between regular board meetings to develop strategies, advise the President, monitor the affairs of the museum, and make recommendations to the Board of Trustees. The Executive Committee may also act in all matters pertinent to the business of the Corporation, with the full authority of the Board in only two instances: 1) when the Board has authorized such action; or 2) when the President determines that an emergency exists and the Board cannot meet in time to address the emergency. In case of emergency, the President shall make every effort to convene a special meeting of the Board, and, if such a meeting is not possible, explain that determination in the minutes of the executive Committee meeting.

## **ARTICLE VIII – COMMITTEES (continued)**

**Section 2 – Standing Committees.** There shall be Standing Committees, which shall include, but not be limited to, a Finance Committee, Development Committee, Governance Committee, Collections Committee, and Facilities Committee. The Board will approve the Chair of each Standing Committee, who will be a member of the Board of Trustees, and who will report to the full Board at regular meetings. Within the discretion of the Board of Trustees, membership on any Standing Committee is not limited to those persons who are members of the Board of Trustees. Members of all committees shall hold office until the next Annual Membership Meeting or until their successors shall have been appointed, or as otherwise provided in these Bylaws.

### **Section 3 – Duties of Standing Committees.**

- A. Finance Committee. The Finance Committee shall monitor the financial affairs of the Besser Museum Corporation and shall make recommendations to the Board of Trustees.
- B. Development Committee. The Development Committee shall supervise and/or conduct all fundraising activities and shall make recommendations to the Board of Trustees.
- C. Governance Committee. The Governance Committee shall develop and recommend to the Board for adoption; policies of the Museum periodically review the Articles of Incorporation, the Bylaws, and the Policy Manual and, as necessary, recommend amendment thereto. This committee shall develop and implement policies regarding Trustee recruitment, orientation, and on-going

Board Education, and develop and maintain a pool of potential future nominees. The committee shall nominate persons to serve as Trustees and Officers. Nominees should represent the people and communities served by the Museum. Only board members and emeritus board members may serve on this committee.

- D. Collections Committee. The Collections Committee is responsible for evaluating the Director's recommendations for major accessions and all deaccessions to the Museum's collections, and establishing policies regarding the permanent collection based on the guidance of the Museum Director.
- E. Facilities Committee. The Facilities Committee shall oversee the development, implementation and regular review of the Museum's site plan. This Committee is also responsible for supervising the program of maintenance and expansion of the Museum's grounds and buildings.

**Section 4 - Ad Hoc Committees**. The President, in consultation with the Board, may appoint ad hoc committees, and for such term and with such objectives as seem desirable. As authorized by the Board, the Museum Director may organize advisory committees and special committees to further the aims of the Museum, and appoint a chair for each committee.

## **ARTICLE VIII – COMMITTEES (continued)**

### **Section 5 - Board Committee Meetings**

- A. Every committee shall meet at the call of its Chair or of the Board President and shall report to the Board. If the Chair is not available to run the meeting, the Chair of the Committee or the Board President shall appoint a committee member to run the meeting.
- B. Committees may meet in person, by conference call or electronically as needed. The actions of all committees shall be subject to approval by a simple majority vote by the Board unless otherwise stated in these Bylaws.
- C. All Committees shall take minutes in the same manner as the Board. Such minutes shall be sent to each member of the Board as soon after the Committee meeting as possible but no later than the Board's monthly meeting.

## **ARTICLE IX – Fiscal Matters**

**Section 1 – Fiscal Year**. The Fiscal Year of the Museum shall begin July 1 and end on the following June 30.

**Section 2 – Execution of Instruments**. All checks, drafts and orders for payment of money, grant requests, contracts or other notes, shall be signed in the name of the Museum by the Executive Director who is the registered agent of the Museum. They shall be countersigned by such officers or agents under policies established by the Board of Trustees.

**Section 3 – Audit.** A Certified Public Accountant shall audit the books and accounts annually with an appropriate report submitted to the Board of Trustees.

## **ARTICLE X – DISPOSITION OF ASSETS IN THE EVENT OF DISSOLUTION**

In the event of dissolution or the winding up of the affairs of the Corporation for any reason, all net assets shall be paid and delivered to appropriate organizations selected by the Board of Trustees that meet the qualification of the Internal Revenue Code Section 501(c)(3) or the equivalent Section.

## **ARTICLE XI – AMENDMENTS**

These bylaws may be amended or repealed by:

- A. An affirmative vote of two-thirds of the Board of Trustees present at any properly called Board meeting, providing that written notice of such proposed change shall be sent to such Trustees at least ten (10) days prior to such meeting, or
- B. Two-thirds (2/3) of the voting members present at any special meeting or annual meeting at which notice the proposed amendment shall have been given at least ten (10) days in advance.

## **ARTICLE XII – PARLIAMENTARY PROCEDURE**

Robert's Rules of Order shall be the authority for all questions of procedure not specifically stated in these bylaws.

## **ARTICLE XIII - THE DIRECTOR**

**Section 1.** The Board shall appoint a Director, whose powers and duties shall be defined by the Board and whose compensation and tenure shall be set at the pleasure of the Board.

**Section 2.** The Director shall be the chief executive officer of the Museum, acting under the authority of the Board. The Board shall delegate to the Director the day-to-day operations of the Museum, implementing its policy and managing its programs. The Director shall also be responsible for maintaining effective communication between the Board and Staff. The Director's duties are set forth in more detail in the "Besser Museum for Northeast Michigan Executive Director Position" which may be amended by the Board from time to time.

**Section 3.** The Director may attend all meetings of the Board and its committees and serve as a non-voting advisor. The Director shall submit at any regular or special meeting such other reports or recommendations as may be deemed advisable or as the Board may require. The Director shall also submit, at the Annual Membership Meeting, a report reviewing the work of the Museum for the previous year.