

BY-LAWS

OF

ALPENA MUSEUM ASSOCIATION

ARTICLE I

MEETINGS

Section 1. Place of Meeting. All meetings of the members and of the board of directors of this corporation shall be held at Alpena, Michigan.

Section 2. Annual Meeting of Members. After the year 1962, an annual meeting of the members shall be held in each year on the first Tuesday in March, at two o'clock p.m., for the election of a board of directors. (This section amended October 24, 1968)

Section 3. Notice of Annual Meeting of Members. At least ten (10) days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of members, written notice of the time and place of such meeting shall be mailed to each member provided that in absentia annual or special meetings may be held, in which case, the members may either waive notice of meeting or sign their approval to the minutes of such meeting.

Section 4. Delayed Annual Meeting. If for any reason the annual meeting of members shall not be held on the date hereinbefore designated, such meeting may be called and held as a special meeting upon notice or waiver as provided in Section 3 or by signed approval of the minutes of such meeting.

Section 5. Order of Business at Annual Meeting. The order of business at the annual meeting of the members shall be as follows:

- (a) Roll Call
- (b) Reading notice of and proof of mailing or waiver
- (c) Reading of minutes of last preceding meeting
- (d) Report of officers
- (e) Election of directors
- (f) Transaction of other business
- (g) Adjournment

Section 6. Special Meeting of Members. A special meeting of members may be called at any time by the President, or a majority of the board of directors, and may be held pursuant to the provisions of Section 2 of this article.

Section 7. Meetings of Board of Directors. Regular meetings of the board of directors shall be held not less frequently than once in each year immediately following the annual meeting of members and special meetings of the board of directors may be called by the President, or by a majority of the board of directors at any time on ten (10) days notice in writing by mail, provided notice may be waived and no notice required when all directors are present and sign their approval of the minutes.

ARTICLE II

QUORUM.

Section 1. Quorum of Members. Presence in person or by proxy of members representing a majority of the members shall constitute a quorum at any meeting of members.

Section 2. Quorum of Directors. A majority of the directors shall constitute a quorum.

ARTICLE III.

VOTING, ELECTIONS AND PROXIES

Section 1. Who Entitled to Vote. Except as the articles or an amendment, or amendments, thereto otherwise provide, each member of this corporation shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

Section 2. Proxies. No proxy shall be deemed operative unless and until signed by the member and filed with the secretary. In absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force for three years from its date.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. Number and Term of Directors. The business, property and affairs of this corporation shall be managed by a board of directors composed of three persons who shall be members of this corporation. In the event the number of members is increased, the number of directors may, by action of the board of directors, be likewise increased but in no event shall the number of directors exceed seven.

Section 2. Classification of Directors. The board of three directors elected at the meeting held January 4, 1962, shall hold

office until the 1965 annual meeting, at which meeting one director shall be elected for the term of one year, one director for the year of two years, and one director for the term of three years, and at each annual meeting commencing with the year 1966, one director shall be elected for a three year term.

Section 3. Vacancies. Vacancies in the board of directors may be filled by appointment made by the remaining directors. Each person so elected to fill a vacancy shall remain a director until his successor has been elected by the members, who may make such election at their next annual meeting.

Section 4. Action by Unanimous Consent. If and when the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the board of directors.

Section 5. Power to Make By-laws. The board of directors shall have power to make and alter any by-law or by-laws, including the fixing and altering of the number of directors, provided, that the board shall not make or alter any by-law or by-laws fixing the qualifications, classifications or term of office of any member or members of the then existing board.

Section 6. Power to Elect Officers. The board of directors shall select a president, one or more vice-presidents, a secretary and

a treasurer. The treasurer may be the same person as the president or secretary. Neither the secretary nor the treasurer need be a member.

Section 7. Power to Fill Vacancies. The board of directors shall have power to fill any vacancy in any office occurring from any reason.

Section 8. Power to Require Bonds. The board of directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his duties.

Section 9. Compensation. The compensation of officers, directors and agents may be fixed by the president.

ARTICLE V.

OFFICERS

Section 1. President. The president shall be selected by, and from the membership of, the board of directors. He shall be the chief executive officer of the corporation. He shall preside over all meetings of the board and of the members. He shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. He shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 2. Vice-Presidents. At least one vice-president shall be chosen from the membership of the board. Such vice-presidents as are board members, in the order of their seniority, shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 3. Secretary. The secretary shall attend all meetings of the members and of the board of directors, and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He shall safely keep in his custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. He shall give all notices required by statute, by-law or resolution. He shall perform such other duties as may be delegated to him by the board of directors or by the executive committee.

Section 4. Treasurer. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board, and whenever

requested by them, an account of all his transactions as treasurer and of the financial condition of the corporation.

ARTICLE VI.

DISPOSITION OF ASSETS ON DISSOLUTION, ETC.

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 Alpena Public Schools, a Municipal Corporation, of Alpena, Michigan.

ARTICLE VII.

EXECUTION OF INSTRUMENTS

Section 1. Checks, etc. All checks, drafts and orders for payment of money shall be signed in the name of the corporation by the treasurer or any officer at any time designated by the board of directors for that purpose.

Section 2. Contracts, Conveyances, Etc. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president, or any vice-president, and the secretary, or assistant secretary, may execute the same in the name and behalf of this corporation and may affix the corporate seal thereto. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

ARTICLE VIII.

POWER OF BOARD TO BORROW MONEY

The board of directors shall have full power and authority to borrow money whenever in the discretion of the board the exercise of said power is required in the general interests of this corporation, and in such case the board of directors may authorize the proper officers of this corporation to make, execute and deliver in the name and behalf of this corporation such notes, bonds, and other evidence of indebtedness as said board shall deem proper, and said board shall have full power to mortgage the property of this corporation, or any part thereof, as security for such indebtedness, and no action on the part of the membership of this corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

ARTICLE IX.

AMENDMENT OF BY-LAWS

Section 1. Amendments, How Effected. These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the board of directors if the amendment, alteration, change, addition or repeal be proposed at a regular or special meeting of the board and adopted

at a subsequent regular meeting; provided, that any by-laws made by the affirmative vote of a majority of the board of directors as provided herein may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members; also provided, however, that no change of the date for the annual meeting of members shall be made within thirty days next before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by all members entitled to vote at the annual meeting.

We, Jesse H. Besser, Russell H. Wilson and Fred R. Trelfa, being all of the members of Alpena Museum Association, do hereby ratify and approve the foregoing By-laws as of January 4, 1962.

Jesse H. Besser
Jesse H. Besser

Russell H. Wilson
Russell H. Wilson

Fred R. Trelfa
Fred R. Trelfa

AMENDMENT OF BY-LAWS

OF

ALPENA MUSEUM ASSOCIATION

ARTICLE 1

ANNUAL MEETING OF MEMBERS

Section 2. Amended at Called Meeting of Members, held in Alpena, Michigan, on October 24, 1968.

On motion of Fred R. Trelfa, supported by Jesse Besser, it was moved that Section 2, of Article 1, of the By-Laws be amended to read as follows:-

Section 2. Annual meeting of Members. After the year 1968, an annual meeting of members shall be held in each year on the fourth Tuesday in June, at two o'clock P.M., for the purpose of election of a Board of Directors and the transaction of such other business as might come before the meeting.

Motion carried by vote as follows:-

Ayes - Jesse Besser, Russell H. Wilson, Fred R. Trelfa and Ralph I. Burns. Nays, None.



Fred R. Trelfa, Secretary.