

BY-LAWS OF THE GROSSE ILE HISTORICAL SOCIETY
Grosse Ile, Michigan

ARTICLE I - NAME & ORGANIZATION

The name of the non-profit corporation is the Grosse Ile Historical Society (hereinafter referred to as GIHS). It is incorporated under the laws of the State of Michigan and recognized as a 501(C)(3) corporation by the IRS, United States Dept. of Treasury. GIHS shall operate the Depot Museum, the Custom House and the Naval Air Station museum display as educational resources for the public, repositories for its collections, and places to present exhibits and educational programs. Under the GIHS' stewardship is the Grosse Ile Lighthouse which is located on private property.

ARTICLE II - MISSION & VISION STATEMENTS

MISSION STATEMENT

The purposes of the Grosse Ile Historical Society (GIHS) are:

1. To discover, collect and preserve all materials, especially original and source materials, pertaining to the history of Grosse Ile and surrounding areas as well as promoting historical research.
2. To educate for the enlightenment of our community through preparing, editing and publishing historical exhibits and materials descriptive of Grosse Ile.
3. To sponsor programs and activities of historical interest.
4. To promote maintenance, preservation and management of all properties under GIHS stewardship.
5. To bring together those interested in the history of these areas.
6. To promote and stimulate public interest in and appreciation of the history of Grosse Ile and to develop an understanding of its historic past.

GIHS may receive gifts, donations and bequests for the purposes outlined in our mission statement. No member or trustee will ever derive gain or profit from the assets or earnings, either currently or upon dissolution. All assets and earnings will be dedicated exclusively for the purpose for which GIHS is formed, including its reasonable expenses in carrying out organizational business. This does not prohibit a GIHS member from performing a paid service for the GIHS, presuming that all bidding requirements are followed.

VISION STATEMENT

GIHS will be recognized as an important institution of Grosse Ile's rich history, an energetic center for research and learning, and a respected voice for the importance of understanding our past.

GIHS's programs and exhibitions will celebrate the perspective American history brings to our own time and illustrate how it sustains and guides our future. Programs and exhibitions that are thematic, tell stories, and explore turning points in the past will be the goal of the programs and exhibits. Where opinions vary, it will provide a forum for discussion.

ARTICLE III - MEMBERSHIP

Membership refers to anyone with an interest in Grosse Ile history upon payment of annual dues. Annual dues and benefits for all memberships are to be approved by the Board of Trustees. The membership year is January 1st to December 31st. Except as noted, all adult members in good standing are entitled to vote and to hold office. There will be four (4) membership classifications as follows:

INDIVIDUAL - One adult.

INDIVIDUAL LIFE - One adult lifetime membership with additional benefits. *Individual Life members will not be subject to annual dues.*

FAMILY - Members from one household, including up to two (2) adults and children through high school.

FAMILY LIFE - A family lifetime membership from one household, including two (2) adults and children through high school with additional benefits. *Family Life members will not be subject to annual dues.*

Benefits of membership may include (subject to change by the Board): 10% Depot museum gift shop discount, GIHS event reduced admission pricing, a quarterly newsletter, and reciprocal privileges in Time Travelers museums & sites.

Annual dues will be payable on the first day of January. Any member who neglects to pay dues will not be eligible to vote or to hold office unless specifically authorized by the Board of Trustees. Membership will be reinstated upon payment of dues.

When necessary to protect our mission or integrity, membership in the GIHS may be terminated with cause by a vote of the Board, after (1) the member is notified in writing about the conduct causing consideration for removal, and (2) the member is afforded the opportunity to explain the conduct at a Board Meeting prior to the Board taking action.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. A full Membership Meeting will be held once a year in the month of April, unless otherwise ordered by the Board of Trustees. New members to the Board of Trustees will be elected at this April Annual Meeting. Notice of the Membership Meeting will be sent to each member at least seven days prior to such meeting.

Section 2. Special Membership Meetings may be called by the President, by the Board of Trustees, or by fifteen members of the Society upon fifteen days' notice to the membership. The notice will specify the purpose of the meeting.

Section 3. The transaction of business may be conducted at any Membership Meeting by a majority vote of all members who submit an absentee ballot or who are present and vote at the Membership Meeting.

ARTICLE V - BOARD OF TRUSTEES

The Board shall implement the mission of the GIHS while also being mindful to ensure the organization's financial stability. The responsibilities of the trustees shall include: planning for the future and sustainability of the GIHS; husbanding and leveraging the resources of the GIHS to provide for its future welfare; stewardship of the financial resources and the collections; membership recruitment and retention; fundraising and development; promoting and providing, to prospective Board members, education about the GIHS's mission and governance issues; conducting ongoing assessment of the organization's governance needs; and conducting Board self- assessment.

Absences - If any trustee fails to attend three (3) consecutive meetings of the Board of Trustees without excuse accepted as satisfactory by the Board that Trustee shall be deemed to have resigned and the vacancy shall be filled.

Trustee Pledge - In order to address the goals and objectives of GIHS, each Trustee should realize that their responsibility will extend beyond attendance at board meetings and programs (e.g., planning events, reviewing society documents, participation on a committee(s), newsletter submissions).

Section 1. Structure of the Board: GIHS will be governed by a Board of Trustees consisting of no more than 15 members, with each member having one vote. The Board shall include President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, each elected to serve a one or two-year terms depending on their position. The Board will include the five officers and up to ten Trustees. At each Annual Meeting, Board Members will be elected to succeed those whose terms of office will expire. Any Board Member not serving as officer is designated as a Trustee. All regular terms of office begin May 1.

Section 1a: High School Trustee: The Board can at its discretion name a High School Junior or Senior to serve as a Trustee for a one year term. The designate must reside on Grosse Ile, be a member of the Society and will have the full rights and privileges of a Trustee.

Section 1b: Term Limits - The term of office for each Trustee will be for three years or until a successor is elected. No member of the Board of Trustees shall serve more than two (2) consecutive terms of three (3) years, unless approved by a quorum of the Board.

Section 2. Nominations: In the month of January or three months prior to the Annual Meeting, the Board of Trustees will establish a Nominating Committee; consisting of GIHS members of which one is a non-Board member and not more than two Trustees. The committee will present its recommendations to the Board for approval at the regular March Board meeting.

Section 3. Vacancies: Vacancies on the Board of Trustees will be filled for the remainder of the term by vote of the Board.

Section 4. Duties of the Board of Trustees: The Board of Trustees will have all the authority of the Society between Membership Meetings, except that the Board cannot modify any action taken by the membership. The Board, not the Membership, is responsible for the operations of the Society, including the management of all properties and financial matters. Minutes of the Board of Trustees meetings will be made available at each Membership Meeting and a copy will be filed in the Custom House.

Board members are expected to attend all Board meetings, unless excused. Any Board member absent from three consecutive Board Meetings in one year may be asked to resign.

Section 5. Meetings of the Board: The Board of Trustees will meet on the second Tuesday of each month unless a majority of the Board agrees on an alternate date. Special Meetings may be called by the President or by agreement of a majority of the Board. A monthly Board Meeting may be cancelled by resolution of the Board at a previous meeting, or by the President in the event of unforeseen circumstances.

All regular Board meetings are open to the membership. The Board of Trustees can call an Executive Session at its discretion.

Section 6. Quorum: A simple majority of current members of the Board will constitute a quorum for the transaction of business.

Section 7. Bid Threshold: The Board shall have general control and supervision of the funds and property of the organization, set its policies, and review all significant acquisitions and deaccessions. All non-budgeted, non-emergency items in excess of \$250 shall be brought to the Board for a vote of approval. Any expenditure or proposed project of \$2,000 or more needs to be submitted for bids.

ARTICLE VI – OFFICERS

Section 1. Regular Officers: The regular officers of the GIHS will be five: President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer. The Officers will be elected by the new Board of Trustees following the Annual Meeting and before May 1. Each officer will be elected for a term of two years, may be reelected for additional years, and will serve until a successor is elected. In order to have familiarity with the position responsibilities, the President and Treasurer shall have previously had one or more years of prior Board experience.

The President may designate a Parliamentarian from the general membership.

Section 2. Duties and Powers: The duties and powers of the respective officers of the Society will be such as are customarily attached to each office together with other duties and authority as may be vested in them by these By-Laws and the Board of Trustees.

The **President** shall have executive supervision over the activities of GIHS within the scope provided by these bylaws; preside at all Board meetings; and call special meetings of the Board of Trustees as needed. The President shall report annually on the activities of the GIHS, and shall appoint the members of committees not otherwise provided for.

The **Vice President** shall assume the duties of the President in the event of absence, incapacity, resignation or removal of the President and be a liaison to the Events Committee.

The **Recording Secretary** shall keep minutes of the business meetings of the organization. This secretary shall have the minutes available for review by an auditor if required.

The **Corresponding Secretary** shall acknowledge monetary gifts, including memorial gifts; send sympathy and get well cards; and write official correspondence as requested.

The **Treasurer** shall keep financial records, prepare monthly reports; supervise banking in the name of GIHS and paying of accounts payable; be responsible for financial documents; and work closely with the Membership, Museum, and Holiday Boutique Committee Chairpersons. The Treasurer shall prepare and present the annual budget to the Board for approval. The Treasurer shall render an annual report to the membership and any special reports or necessary records for an audit as required. The fiscal year is May 1st to April 30th.

Section 3. Special Power of the President: Subject to the approval of the Board of Trustees, the President may appoint as many special committees as may be needed and prescribe their duties. A special committee serves for the accomplishment of a specific function. When the task is accomplished the special committee disbands. Members may be selected from the general membership of the Society, may be experts in their respective fields, or may be representatives of the community as needed to fulfill the charge of the committee.

Community Advisory Subcommittee: The Board will form a Community Advisory

Subcommittee comprised of community members with special skill sets (e.g., accounting, legal, insurance, banking, investing, construction, communications, fund raising) who could advise the Society in more efficient and effective ways to accomplish its various goals and objectives.

Section 4. Fiduciary Responsibility: The Board shall take steps to assure that each Trustee, agent, or custodian, administer trusts or funds in accordance with accepted standards of fiduciary conduct to produce a reasonable (as determined by the Board of Trustees) return of net income, in furtherance of the GIHS' Mission and Vision.

Section 5. Insurance GIHS shall obtain insurance on individuals, Corporations, or other entities in such amounts as may be deemed necessary by the Board of Trustees.

Article VII – COMMITTEES

There will be sufficient number of Standing Committees and Sub-Committees to meet the needs of GIHS. Standing Committee chairs will be appointed by the President and approved by the Board at the first meeting of the fiscal year or as needed.

Committee Chairs are ordinarily members of the Board, who may select committee members from the general membership, and experts or representatives from the community who are approved by the Board. Under special circumstances, a committee chairperson may be a member at large.

Each committee chair or a representative will present a report to the Board of Trustees at the monthly meeting.

Sub-committees and their chairs are selected by Standing Committee chairs with the assistance and approval of the Board.

Additional duties and responsibilities may be assigned to the Standing Committees by a majority vote of the Board of Trustees.

Section 1. Committees: The Standing Committees shall consist of the following:

- a. Communications
- b. Events and Education
- c. Finance
- d. Membership
- e. Museum and Archives
- f. Properties

Additional Committees: All of the above committees overlap to varying degrees but Fundraising is an Ad Hoc Sub-Committee appointed on an as needed basis where all Trustees and above committees' involvement and skills are needed.

Section 2. Duties and Powers: All committees are subject to the discretion of the Board. Standing Committees will operate by By-laws approved by the Board. Each trustee shall participate in at least one standing committee, chosen or assigned by the Board.

Communications Committee: The Communications Committee shall work to increase the visibility of the Society and its programs to the public. The Communications Committee shall be responsible for the development and implementation of a marketing and communications strategy. This includes the

development and maintenance of the website and social media sites; public relations; and brand imaging for GIHS and all of its properties. Establish and oversee a consistent and active communication strategy for the purposes of organizational marketing, communication, program messaging, fundraising, and community awareness.

- Print and publicize programs, tours and events.
- Assist the Events Committee, as needed, to manage program/event/activity logistics including coordinating locations, speakers, and attendance.
- Build on our current brand and develop programs that will encourage new membership and community wide associations.
- Maintain and build relationships with other historical societies, community partners and members of the press.
- Add value to a member's relationship with GIHS.
- Promote public awareness of GIHS and its offerings and the importance of history to the community through available media and resources.
- Preparation and publicize pamphlets, flyers, brochures, postcards, invitations and other printed material for the promotion of GIHS and local history.
- Edit and publish a quarterly newsletter
- Maintain our webpage and e-media (e.g., Facebook, GI Connect, MailChimp, etc.) platforms.

Events and Education Committee: The Events and Education Committee shall plan or arrange and assist with the development and presentation of youth and adult education programs or activities designed to promote the purposes of GIHS as described in the Mission and Vision Statements. The Events and Education Committee is chaired by the Events and Education Chairperson and other members from the Board or general membership.

- Reach out to community organizations and the community to educate them about Grosse Ile's history
- Plan and arrange programs or activities of an historic nature of interest to and for the benefit of Society members and the community
- Assist all other Committees in the presentation of events or fundraising needs
- Help to plan and carry out campaign cultivation events and activities including calls to confirm appointments and attendance.
- Manage the events and program calendar.
- Take program reservations and track program attendance.

Education Sub-Committee:

- Work with GI schools to educate the students about Grosse Ile's history
- Develop and implement Grosse Ile Historical Society Education Scholarship
- other programs that appeal to children and young families

Holiday Boutique Sub-Committee:

- Manage the annual Holiday Boutique
- Solicit advertisers for the flyer to be sent to all residents
- Connect with vendors – arrange for drop off and pick up
- Coordinate the hours and training of managers and sale persons
- Set up and tear down displays

Finance Committee: The Finance Committee shall assist the Board in the planning, development, and

review of the financial and budgetary policies of the Society; assist the Treasurer in the performance of the Treasurer's duties, including the administration of grants and special funds; and overseeing of the Society's insurance policies. The Lighthouse Endowment Fund and Grosse Ile Historical Society Foundation are sub-committees of this Standing Committee. The Finance Committee is chaired by the Treasurer and shall consist of the President, Treasurer, and members from the general membership.

- Ensure financial accountability of GIHS
- Oversee an ongoing process of budget development and review
- Review and recommend an annual budget to be presented to the Board in March for approval. Once approved, the budget shall be submitted to the general membership for adoption at the April meeting.
- Provide leadership in raising funds and ensuring that adequate funds are available to support the programs of the organization
- Manage and maintain investments of the organization
- Administer a Lighthouse Endowment Fund shall be administered that is kept in an appropriate account as determined by the Board of the GIHS.

Membership Committee: The Membership Committee is responsible for the development and implementation of membership benefits and dues. The Membership Committee is chaired by the Membership Chairperson and other members from the Board or general membership.

- Maintain an accurate membership roster with members' names, street addresses, email addresses, type of membership as well as date of dues payment
- Make membership information available to the Board in such form and manner as the Board shall determine
- Promote membership in GIHS to the community at large
- Supply membership applications to prospective new members and within the Depot and Museum
- Collect and record dues and donations, depositing of monies, and forwarding banking paperwork to the Treasurer
- Issue of membership cards
- Create mailing labels for bulk mailings for newsletters, invitations, membership renewals, etc.
- Inform the Corresponding Secretary of any donations over and above membership dues so that she/he can properly acknowledge them.
- Provide to the President, at the time of elections, a list of eligible voters.
- Conduct the annual membership drive

Museum and Archives Committee - This committee is responsible for the supervision and use of the historical records and shall conduct and assist in historical research. It is also responsible for the acquisition and deaccession of all non-cash gifts and for the cataloging of these items, using standard forms. The Museum and Archives Committee is chaired by the Museum and Archives Chairperson, two additional trustees and three other members from the general membership.

- Oversee the acquisition, use, management and preservation of all artifacts, objects and memorabilia of historical significance to Grosse Ile. Maintain a current and accurate inventory of such items and make them available for study and display
- Review and develop policy regarding GIHS' current collections and the collections' objectives, including accession and de-accession criteria and procedures, storage and conservation.
- Displaying and arrange exhibits
- Maintaining and preserve electronic and hard copy files, documents, photographs, research

- library and genealogical information and assisting members and the public with research
- Manage accession/de-accession items for preservation and display, both artifacts and archives, and their inventory and appropriate storage
- Invite and retain interest from members and visitors to our Museum by refreshing and rotating displays and exhibits, both permanent and temporary
- Display, manage and care for the historical collections of GIHS as well as arranging exhibits
- Administer the day-to-day functions and buildings of GIHS
- Administer the Museum Gift Shop, including selection and purchase of items for sale, pricing of the items, inventories, displays, and staffing of the shop. The Chairperson shall also be responsible for maintaining the records of purchases, sales, and sales tax collection. The Committee, with Board approval, may arrange for gift shop items to be sold at commercial outlets off-site.
- Recruit, train and schedule Docents for the Depot Museum and Custom House tours and special use and volunteers for Society events. Docents are responsible for greeting museum guests and explaining our exhibits. Docents are vital to our mission of educating the public.
- Provide the Board with Committee meeting minutes and updates

Properties Committee: The Properties Committee shall assist the Board in the management, maintenance and renovation of all property, grounds, or rental property owned or maintained by GIHS; including the maintenance, cleaning, preservation and restoration thereof. The Properties Committee is chaired by the Properties Chairman and three additional trustees and, if possible, other members from the general membership, especially those knowledgeable of buildings and grounds.

- Provide the Board with a maintenance plan
- Develop and maintain written policies concerning the use and/or rental of properties by GIHS and others
- Serve as liaison between the Board and any member, contractor, outside organization or other individual using, working on or having direct responsibility for any aspect of GIHS' owned or maintained property.
- Coordinate the maintenance GIHS properties, including exterior and interior integrity and appearance of buildings (in a historically appropriate manner), snow removal, grass cutting and gardens.
- Cooperate and coordinate with the tenant of our rental apartment
- Attend meetings of the Lighthouse Committee

Ad Hoc Fundraising Sub-Committee: The Fundraising Committee shall initiate and implement fundraising plans; and receive and acknowledge all restricted and unrestricted monetary donations, including memorial gifts, grants and endowments for fundraising. The Committee will also ensure donor lists are created and maintained.

Article VIII – Professional Conduct Policy and Prohibition Against Discrimination & Harassment

GIHS is proud of its congenial environment, and it will take all necessary steps to ensure that the environment remains pleasant and free from harassment for all who volunteer here. All GIHS members, are responsible for assuring that the environment is free from improper harassment. We absolutely prohibit harassment and discrimination on the basis of race, color, religion, gender, national origin, individual's age, disability, sexual orientation, status with respect to public assistance, or marital status. With this policy, GIHS prohibits not only unlawful harassment and discrimination, but also other discourteous actions. Derogatory racial, ethnic, religious, age, sexual orientation, sexual or

other inappropriate remarks, slurs, or jokes will not be tolerated.

Sexual harassment may take many forms, including, but not limited to:

- verbal harassment or abuse of a sexual nature;
- subtle pressure or abuse of a sexual nature;
- unnecessary touching of an individual, for example, patting, pinching, hugging, repeated brushing against another person's body;
- offensive sexual flirtation, advances or propositioning;
- graphic verbal commentaries or jokes;
- sexually degrading words used to describe an individual; or
- the offensive display in the workplace of sexual objects, pictures or writings.

Article IX- Liability Limitation for Volunteers

GIHS shall indemnify any person made party to any action, suit or proceeding, whether civil or criminal, by reason or the facts that he or she is or was a Trustee or volunteer of GIHS, or of any Corporation which he or she served in such capacity at the request of GIHS, against the reasonable expenses including attorney's fees, actually and reasonable incurred by him or her in connection with the defense of the action, suit, or proceeding, or in connection with any appeal in it. The right to indemnification conferred by this section shall not restrict the power of GIHS to make any indemnification permitted by law.

Further no Committee Chair or Board Trustee shall be personally liable to GIHS or its members for monetary damages for a breach of such volunteers or Trustee's fiduciary duty; provided however, that this paragraph shall not eliminate or limit the liability of a officer for any of the following:

1. a breach of the Committee Chair or Trustee's duty of loyalty to GIHS;
2. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. a transaction from which the Committee Chair or Trustee derived an improper personal benefit;
4. an act or omission that is grossly negligent; or
5. an act or omission occurring before the filing of these Articles.

Further, so long as it is tax exempt under 501(c)(3) of the Internal Revenue Code of 1986, as amended, the GIHS assumes all liability for all acts or omissions of a volunteer incurred in the good faith performance of the volunteer's duties occurring on or after the date these Articles are filed. However, the GIHS shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the GIHS as an organization described in said 501(c)(3).

In addition, the GIHS assumes all liability to any person for all acts or omissions of a volunteer if all of the following are met:

1. the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. the volunteer was acting in good faith;
3. the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. the volunteer's conduct was not an intentional tort; and
5. the volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed.

If the State Act is amended after the filing of these Articles to authorize the further elimination or limitation of the liability of officers or volunteers of nonprofit corporations, then the liability of officers and volunteers, in addition to that described in this Article, shall be assumed by the GIHS or eliminated or limited to the fullest extent permitted by the State Act as so amended, except to the extent that such assumption is inconsistent with the status of the corporation as an organization described in said 501(c)(3).

No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any officer, trustee or volunteer of this GIHS for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

Article X - Conflict of Interest

From time to time, an Officer or Trustee may have a conflict of interest in a decision before the Board. In such cases, the Officer or Trustee must recuse himself or herself from voting on the issue.

In a matter before the Board a “conflict of interest” is any familial, financial, professional, employment, or other relationship of an Officer or Trustee pertinent to the matter that could reasonably be expected to adversely affect the objectivity of an Officer or Trustee when participating in the action.

With respect to business activities, members and non-members are held to the same rules and procedures regarding conflict of interest, proof of insurances (i.e., Liability, Workers Compensation), and the bid process. The Board is expected to act without prejudice and to comply with the established rules and procedures.

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 XI – Parliamentary Procedures

Robert’s Rules of Order, revised latest edition, will govern the organization in all matters provided they are not inconsistent with this document.

Article XII– Amendments to the By-laws

These by-laws may be amended and new by-laws added at any Membership Meeting by a majority vote of all members who submit an absentee ballot or who are present and vote at the Membership Meeting provided the proposed changes are highlighted in the GIHS newsletter and a full copy is made available at the Museum(s) 30 days prior to the Membership Meeting.

BY-LAWS ENACTED	1962	Revised	April 14, 1998
Revised	September 20, 1971(?)	Revised	January 15, 2001
Revised	October 20, 1975	Revised	January 17, 2005
Revised	October 15, 1984	Revised	April 19, 2010
Revised	October 19, 1987	Revised	April 26, 2011
Revised	April 27, 1992	Revised	April 2013
Revised	December 10, 1996	Revised	April 2018
Revised	March 12, 1997		