



# **Webster Township Historical Society**

## **BY-LAWS**

**Adopted June 10, 2019**

# **Webster Township Historical Society**

## **BY-LAWS<sup>1, 2, 3</sup>**

### **ARTICLE I**

#### **Name of Organization**

The name of the organization shall be known as the Webster Township Historical Society (WTHS). Historic Webster Village shall be used in references to the buildings and grounds.

### **ARTICLE II**

#### **Purpose**

1. The mission of the WTHS is to bring together those people interested in the history of the area to foster community appreciation for that which shaped the character of Webster and to discover and preserve significant artifacts and information illustrative of life in Webster Township. Acknowledging that every generation bestows a life-style legacy upon succeeding generations, our primary focus is on the rescue, care, and preservation of historical accounts, buildings, and artifacts to share with and help educate future generations.
2. The Society shall maintain the Historic Webster Archives (HWA) consisting of any material that helps establish or illustrate the history of the Webster area such as memorabilia, genealogies, biographies, documents (e.g., papers, pamphlets, catalogs, circulars, handbills, programs, poems, letters, diaries, journals), recordings, photographs, stories, paintings/drawings, public records (e.g., service records, account books, charts, surveys, field books), furniture, equipment, or clothing donated or collected as well as all documents related to the existence and operation of the Society. This material once collected or donated becomes the property of the Society's HWA, unless designated as "on loan" by the donor. Items in the HWA are to be shared with the public in a manner that preserves them, keeping them safe from harm for future generations. The Director of the HWA manages this collection. See Article IX, Section 2.
3. The WTHS shall maintain and direct the operation of any established Society museum(s).
4. The Society as owner of property and buildings shall protect and maintain said property and buildings for use by the community as specified by its Board of Directors. Fund-raising to supplement membership dues for this purpose is determined by the Board of Directors. See Article VIII, Section 3(4).

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<sup>1</sup> The original By-Laws were adopted by a unanimous vote of the Membership on 5 December 1983. These By-Laws were signed by President James B. Parker and attested to by Secretary Kathleen Vigue. Their signatures were notarized by Stephen T. Bemis on 23 February 1984. The foregoing By-Laws were amended on 9 January 1995 by unanimous vote of the Membership. Documents were kept by David E. Calhoun, President on 9 January 1995. On 6 February 2007, those who served as officers and directors of the WTHS: Marjorie Smyth, Chairperson of the Board; Margrit Nonnenmacher, Secretary; and Gloria Brigham, Vice-President; attest to the authenticity of these amended By-Laws as witnessed by David E. Calhoun, Notary Public. In 2008, a properly executed copy of these By-Laws was in the hands of Jack Clark, President, with an additional copy given to Gloria Brigham, Secretary.

<sup>2</sup> By-Laws were unanimously approved at the Annual Meeting & Picnic, June 19, 2017.

<sup>3</sup> Modifications to the By-Laws were unanimously approved at the Annual Meeting & Picnic, June 10, 2019.

## **ARTICLE III**

### **Fiscal Year**

The fiscal year for the WTHS treasury is January 1 through December 31 of any given year. All budgets, reports, tax filings, etc. shall reflect this time period.

## **ARTICLE IV**

### **Membership and Dues**

#### **SECTION 1 – Membership**

1. Any person interested in the history of the township of Webster who applies for membership and pays the applicable dues shall thereby become a Member of the WTHS.
2. The categories of Membership are as follows:
  - a. Student – Any person attending a public, private, or religious school or a college or university.
  - b. Individual – Any person interested in the purposes of the WTHS.
  - c. Members of a single familial household (i.e., husband, wife, and children under the age of 18 years), numbering three or more.
  - d. Patron – Any person wishing to make a special contribution to the WTHS.
  - e. Honorary – Any person deemed worthy by a majority vote of the Board of Directors.
3. Member benefits consist of one vote per paid Membership and access to the HWA.

#### **SECTION 2 – Dues**

1. Membership dues payments shall be paid in the month of January. On December 31 of that same year, Membership expires. Members will be notified of the expiration of their membership at least four weeks in advance of said expiration date by the most acceptable means of communication available.
2. The WTHS Board will determine if and for how long membership is carried over beyond the December 31 deadline.
3. The amount of annual dues to be paid by any one or all categories of Membership or the addition of any new category of Membership may be determined by a majority vote of the Board of Directors, but not more frequently than once annually.
4. The Board of Directors may authorize waiver of dues payment for Members for whom the dues present a financial hardship.
5. Payment of dues entitles a Member to the benefits of Membership for the year in which payment was received.

## ARTICLE V

### Meetings

1. Regular meeting intervals of the WTHS shall be determined by the Board of Directors.
2. Special Board or Membership meetings may be called by the President.
3. Business may be discussed via email or other approved online media to facilitate more efficient Board operations.
4. Voting on noncritical issues may be done via email or other approved online media. Issues voted on via email or other approved online media shall be included in the minutes of the next meeting of the Board of Directors.
5. An annual meeting must be scheduled each year to comply with the WTHS U.S. federal 501(c)3 status. Minutes shall be taken and become part of the HWA. Copies of said minutes shall be made available as requested or required.
6. Notification of meetings shall be sent to all Members in good standing.
7. Unless otherwise specified, for any issue requiring a majority vote during a regular, annual, or special meeting, the majority shall be based on the number of voting Members present at said meeting.

## ARTICLE VI

### Nominations and Elections

The Board shall form an Elections Committee to assist with the nominations and election processes to ensure that process deadlines are met. Nominations and ballots may be distributed and returned via email or other methods approved by the Board of Directors to facilitate adherence to the specified schedule and reduce postage expenses.

#### SECTION 1 – Nominations

**Nominations.** The Call for Nominations for vacant Offices and/or Board positions shall be sent to all Members of the WTHS *two months* prior to the Annual Membership Meeting or Special Membership Meeting called for the purpose of electing Officers and/or Board members. Nominations are collected by the Elections Committee for a period of *two weeks*. The nominated candidates are then submitted to the Treasurer for verification of their membership status. A complete slate of eligible candidates for Office and/or Board of Directors shall be submitted to the Board for approval *five weeks* prior to the Annual Membership Meeting or Special Membership Meeting.

#### SECTION 2 –Elections

**Elections.** A ballot shall be sent to every Member in good standing *four weeks* prior to the Annual Membership Meeting or Special Membership Meeting called for the purpose of electing Officers and/or Board members. Confidential ballots are submitted to the Secretary by mail, email, or in person as determined by the Board of Directors. Ballots shall be opened, verified, and counted at the Annual Meeting in the presence of at least two sitting Directors. Those candidates receiving the majority of votes for each vacant Office or Board position will be notified immediately and begin their terms at the end of the Annual Meeting.

## **ARTICLE VII**

### **Officers**

#### **SECTION 1 –Officers**

1. Officers of the WTHS who also serve on the Board of Directors and compose the Executive Committee of the WTHS are as follows: President, Vice-President, Secretary, and Treasurer.
2. Any Member of the WTHS who is in good standing may be nominated to run for an office.
3. Officers shall be elected to serve a term of two years.
4. There will be no restrictions on the re-election of any Officer.
5. Officers shall be bonded and insured by the WTHS.
6. All Officers shall serve in such capacity without compensation.

#### **SECTION 2 – Duties and Powers**

##### **President**

1. He or she shall have executive supervision over the activities of the WTHS, preside over regular meetings of the WTHS, and report the activities of the Board to the Membership at regular intervals throughout the year.
2. The President is a voting member of the Board.
3. The President shall make appointments as needed to fill any vacancy occurring during a fiscal year. Such appointment shall be for the remaining period of the original term and is subject to approval by a majority vote of the Board of Directors.
4. The President with the approval of the Board of Directors shall have the power to appoint such committees and agents as may be deemed necessary for transaction of the business of the WTHS.
5. The President shall maintain membership records in lieu of the absence of a Membership Committee Chair.

##### **Vice-President**

1. He or she shall assume the duties of the President in the event of absence, incapacity, or resignation of the President.
2. He or she shall assist the President as needed by him or her.
3. The Vice-President is a voting member of the Board of Directors.

##### **Secretary**

1. He or she shall keep minutes of the meetings of the Board of Directors and the WTHS.
2. The Secretary shall carry on the general correspondence for the WTHS.
3. He or she shall notify Members of meetings and any special activities.
4. The Secretary shall have in his or her possession a copy of all of the legal documents of the WTHS (Articles of Incorporation, Constitution, By-Laws, Annual IRS 990 Forms, Letter of 501(c)3 Status, etc.).
5. The Secretary is a voting member of the Board of Directors.

##### **Treasurer**

1. He or she shall manage the funds of the WTHS by maintaining bank account(s) as directed by the Board of Directors.
2. He or she shall write checks to pay the bills approved for payment by the Board of Directors. Approval of bills for payment may be done via email to facilitate meeting payment deadlines.

3. He or she shall maintain up-to-date financial records and provide a report at each meeting of the Board of Directors and to the Membership at regular meetings.
4. The treasurer shall file annual corporate tax returns and other related corporate returns and documents required for a 501(c)3 organization.
5. He or she shall pay bills as authorized by the Board of Directors.
6. The treasurer shall maintain the financial records for the Society: Expenses and income verification, monthly bank statements and treasury reports. Should assistance from an accountant or bookkeeper be required to manage the WTHS fiscal business, the Board shall seek this service. A majority vote of the Board is required to approve outsourcing accounting/bookkeeping.
7. The Treasurer is a voting member of the Board of Directors.

## **ARTICLE VIII**

### **Board of Directors**

The business, property, and affairs of WTHS shall be managed by the Board of Directors. The frequency of Board meetings shall be determined by the Board, but must be held at least twice each year.

#### **SECTION 1 – Qualifications for Directors**

1. Any member of WTHS who is in good standing may serve on the Board.
2. All Directors shall serve in such capacity without compensation.

#### **SECTION 2 – Composition of the Board**

The Board shall be composed of the following.

1. No less than three and no more than seven Directors shall be elected by the Membership to serve for two-year staggered terms. Each Director is entitled to one vote on any issue.
2. The Officers (President, Vice-President, Secretary, and Treasurer) of the WTHS shall serve on the Board. Each Officer is entitled to one vote on any issue.
3. The immediate Past-President shall serve in an advisory role on the Board for the period of one year. He or she is entitled to one vote on any issue before the Board. If there is no Past-President, the Board shall determine if an advisory role is necessary, who shall fill that role, and appoint that person to the role.
4. The Director of the HWA shall serve on the Board. The HWA Director does not vote on any issue before the Board.

#### **SECTION 3 – Duties and Powers**

1. **Voting.** Each Board member is entitled to one vote on any and all issues. A simple majority is will approve any and all issues.
2. **Consent in Writing.** If and when the Directors shall severally or collectively consent in writing to any action to be taken by the WTHS, such action shall be as valid as though it had been authorized at a meeting of the Board.
3. **Financial.** The Board shall approve all WTHS expenditures for payment. A system of checks and balances shall be determined by the Board of Directors such that no one person both receives and spends Society funds. The Board shall appoint one director to receive funds and make deposits to the Society bank account(s). Should assistance from an accountant or bookkeeper be required to manage

the WTHS fiscal business, the Board shall seek this service. A majority vote of the Board is required to approve outsourcing accounting/bookkeeping.

4. **Fund-Raising.** All fund-raising activities/events deemed necessary to supplement membership dues for the purpose of operating the organization and/or maintaining its property shall be submitted to the Board of Directors for approval. The Board may determine the need for a committee or manager to supervise the fund-raising activity/event.
5. **Vacancies.** The Board shall have the power to fill any vacancy in any office occurring for any reason whatsoever. If any Director becomes an Officer either by election or appointment, he or she must vacate his or her seat as Director upon taking office. The vacated seat shall be filled by appointment of the President, subject to majority vote of the Board of Directors. The appointed Director will serve out the term of the vacated position.
6. **Annual Meeting.** An Annual Meeting will be held at a time and place determined by a majority vote of the Board.
7. **By-Laws.** A committee shall be appointed by the Board to review the By-Laws of the WTHS every two years. Amendments may be proposed by any Member and presented in writing to the Board. See Article XIII.
8. **Contracts.** The Board may authorize, by general resolution, a Director or Directors as agent or agents to enter into any contract on behalf of the WTHS.
9. **Loans.** No Director, Officer, or agent shall have the authority on behalf of the WTHS to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board. The authority designated by this provision shall be limited to a single and specific instance.
10. **Removal from Office.** Any Officer, committee, or agent may be removed by the Board whenever in the judgment of the Board, the business interests of the WTHS will be better served thereby.
11. **Delegation of Powers.** For any reason determined by a two-thirds vote of the Board, the Board may delegate all or any of the powers and duties of any Officer to any other Officer or Director, but no Officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.
12. **Bond Requirements.** The Board may require any agent to file with the WTHS a satisfactory bond conditioned for faithful performance of his or her duties.

## **ARTICLE IX**

### **Other Standing Offices**

#### **SECTION 1 – Webmaster**

1. The Webmaster shall be appointed by the President and approved by the Board.
2. The Webmaster designs and updates the WTHS website and social media as directed by the Board.
3. The term of service for the Webmaster is determined by the Board.

#### **SECTION 2 – Director of Archives**

1. The Board appoints a Member in good standing to serve as the Director of Archives who will serve on the Board of Directors.
2. The Director shall be the custodian of all items in the HWA and shall make all such items available to any current member of the Society for viewing and copying, unless copyright protected, at cost of

reproduction and mailing. The Director shall maintain a complete and orderly inventory of all items in the HWA.

3. The term of service for the Director is determined by the Board of Directors. The entire HWA shall be turned over to succeeding Director immediately at the end of the current Director's appointment.

## **ARTICLE X**

### **Restrictions on Actions**

All the assets and earnings of the WTHS shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any member of the WTHS or be distributed to its Directors, Officers, or any private person except that the WTHS shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these By-Laws.

## **ARTICLE XI**

### **Dissolution**

Any funds remaining in the WTHS treasury shall revert to the body assuming responsibility for the remains of the WTHS relative to Sections 1 and 2 below.

#### **SECTION 1 – Webster Township Historical Society (WTHS)**

If at any time the WTHS should dissolve, written public notice shall be given to the Webster Township Board of Trustees and to the general public by the most acceptable means of communication available. Crossroads Community Center (formerly Webster Community Hall), the Dieterle's Corncrib, the Podunk School, the Kleinschmidt General Store, the Wheeler Wheelwright and Blacksmith Shop, the Old Town Hall, and any additional structures that have become part of the "Historic Webster Village" as well as the land on which these buildings stand, shall become the property of the Webster Township Board, or if that organization is unwilling or unable to accept this responsibility, shall become the property of the Washtenaw County Historical Society. Any funds remaining in the WTHS treasury at the dissolution should be transferred to the future directive organization for the express purpose of maintaining the buildings and grounds.

#### **SECTION 2 – Historic Webster-Archives (HWA)**

The Historic Webster Archives shall become the property of the Webster Township Board, or if that organization is unwilling or unable to accept this responsibility, shall become the property of the Washtenaw County Historical Society.

## **ARTICLE XII**

### **Statement of Nondiscrimination**

Notwithstanding any provision of these By-Laws, the WTHS shall not discriminate against any Director, Officer, applicant, or member on the basis of sex, race, color, ethnicity, or national origin.



## **ARTICLE XIII**

### **Amendment of By-Laws**

Should these By-Laws require updating as determined by the Board, they may be amended at any regular or special meeting called for that purpose. Proposed changes must be given at a prior meeting or in writing to each Member at least one week in advance of any special meeting called for the purpose of amending the By-Laws. A two-thirds vote of the members present will be required for passage of any proposed amendment(s).