



## **WEBSTER TOWNSHIP HISTORICAL SOCIETY**

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

**Approved for adoption on June 13, 2023.**

## **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.

The organization will be operated exclusively as a non-profit, charitable 501©3 organization under the laws of the State of Michigan and the Internal Revenue Service.

## **ARTICLE II**

### **Mission and Purpose**

#### **SECTION 1 – Mission**

The mission of the Webster Township Historical Society is to preserve, promote and bring to life the history of Webster Township through the preservation and sharing of its buildings, archives, and artifacts, and connecting to the community through programs and activities.

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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. Modifications to the By-Laws were unanimously approved at the Annual Meeting & Picnic, June 10, 2019.

## **SECTION 2 – Purpose**

The purpose of the Society shall be to **promote the Historic Webster Village** by collecting and preserving artifacts and information that illustrate the history of Webster Township, encouraging historical investigation; disseminating historical information, and maintaining buildings which preserve and exhibit these historical resources. Collected or donated material becomes the property of the Society unless designated as on "loan" by the donor and is managed by the Director of the Historic Webster Archives (HWA).

## **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**

The Board of Directors shall establish membership categories 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. Family - Members of a single family living in the same dwelling.
  - 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 or honorary membership and access to the Historic Webster Archives.

## **SECTION 2 – Dues**

1. The membership is January through December of the same year. Members will be notified of the expiration of their membership in advance of said expiration date by the most acceptable means of communication available.
2. The amount of annual dues to be paid by any one or all categories of membership shall be determined by a majority vote of the Board of Directors, but not more frequently than once annually.
3. The Board of Directors may authorize waiver of dues payment for members for whom the dues present a financial hardship.
4. Payment of dues entitles a member to the benefits of membership for the year in which payment was received.
5. New members seeking to join the Society in October through December shall be considered enrolled for the following year.

## **ARTICLE V**

### **Meetings**

#### **SECTION 1 – Board Meetings**

1. Regular *Board* meeting intervals of the WTHS shall be determined by the Board of Directors.
2. Special Board meetings may be called by the President or at least three members of the Board.
3. Business, *including voting*, may be *accomplished* via email, phone, or approved online media to facilitate efficient Board operations. *Any such vote shall be noted in the minutes of the next board meeting.*

#### **SECTION 2 – Membership Meetings**

1. An annual membership meeting must be scheduled each year to comply with the WTHS U.S. Federal 501(c)3 status.
2. Notification of meetings shall be sent to all members in good standing.
3. 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.
4. Special membership meetings may be called by the President or at least three Members.

## 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 I – Nominations

1. 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.
2. 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.
3. 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 II – Elections

1. 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.
2. Confidential ballots are submitted to the Secretary by mail, email, or in person as determined by the Board of Directors.
3. Ballots shall be opened, verified, and counted at the Annual Meeting in the presence of at least two sitting Directors.
4. 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 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 and Directors shall be bonded and insured by the WTHS.
6. All Officers shall serve in such a capacity without compensation.
7. All Officers are voting members of the Board of Directors.
8. Any Officer or Director missing three or more consecutive meetings of the Board of Directors will be subject to dismissal from the Board. Dismissal will be determined by a two-thirds vote of the Board of Directors.

## **SECTION 2 – Duties and Powers**

**President.** The President shall:

1. Have executive supervision over the activities and finances 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. With the approval of the Board of Directors, have the power to appoint such committees, agents, and *spokespersons* as may be deemed necessary for transaction of the business of the WTHS.
3. Appoint members of special and standing committees, subject to the approval of the Board of Directors. Committee chairs shall report in writing or in person to the Board of Directors as determined by the President.
4. Maintain membership records in lieu of the absence of a Membership Committee Chair.
5. Have the power to request another Board member perform the duties of an Officer or Board member if that person is temporarily unable to do so. Should illness or disability temporarily prevent an Officer or Director from fulfilling their duties for more than three months, the President, with approval of Board of Directors shall appoint an interim Officer or Director to fulfill those duties.
6. Serve as ex-officio to all WTHS committees, except the Nominating Committee.

7. Maintain possession of a copy of all legal documents of the WTHS (Articles of Incorporation, Constitution, By-Laws, Annual IRS 990 Forms, IRS 501(c)3 letter, State of Michigan Attorney General's Office Registration notification, and Board Meeting Minutes).

**Vice-President.** The Vice-President shall:

1. Assume the duties of the President in the event of absence, incapacity, or resignation of the President.
2. Assist the President as needed by him or her.

**Secretary.** The Secretary shall:

1. Keep minutes of the meetings of the Board of Directors and the WTHS and track attendance of Officers and Directors at each meeting.
2. Carry on the general correspondence for the WTHS.
3. Notify members of meetings and any special activities.
4. Maintain possession of a copy of all legal documents of the WTHS (Articles of Incorporation, Constitution, By-Laws, Annual IRS 990 Forms, IRS 501(c)3 letter, State of Michigan Attorney General's Office Registration notification, and Board Meeting Minutes). A copy of these documents shall be maintained in the Business Office of the WTHS and backed up electronically.

**Treasurer.** The Treasurer shall:

1. Manage the funds of the WTHS by maintaining bank account(s) as directed by the Board of Directors.
2. Quantify expenses and remit payment for expenditures that are approved by the Board of Directors. Approval of bills for payment may be done via email to meet payment deadlines to prevent incurring late fees.
3. Submit quantified expenses and bank statements to the accountant at the end of each month for the preparation of financial reports and bank account reconciliation.
4. Oversee employee payroll.
5. Assist in preparing the next fiscal year's budget. It shall be presented to the Board for review at its November meeting for adoption prior to year-end.
6. Maintain up-to-date financial records and provide a report at each meeting of the Board of Directors and to the membership at the Annual Meeting.

## ARTICLE VIII

### Board of Directors

The business, property, and affairs of the 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 quarterly.

#### SECTION 1 – Qualifications for Directors

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

#### SECTION II– Composition of the Board

The Board shall be composed of the following:

1. No less than three and no more than nine 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. 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 Historic Webster Archives shall serve on the Board. The HWA Director does not vote on any issue.

#### SECTION 3 – Duties and Powers

1. **Voting** Each Board member, with the exception of the Director of Historic Webster Archives, is entitled to one vote on all issues. A simple majority will approve of 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. Expenditures in excess of \$1,000 shall require dual signatures. An accountant shall be retained in preparing monthly financial reports, performing monthly bank account reconciliations, and filing annual corporate taxes and other related corporate returns and documents required for a 501(c)3

organization. A majority vote of the Board is required to approve outsourcing the selection of an accountant or bookkeeper.

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 fundraising 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 or Officer must stand for reelection at the next annual meeting.
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 member of the Board of Directors shall have the power to request the removal of any Officer, Director, committee, or agent, whenever in the judgement of the Board, the business interests of the WTHS will be better served thereby. A two-thirds vote of the Board is required for formal removal.
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.
13. **Resignations.** A Director or Officer may resign their position in writing to the President of the WTHS. The resignation shall be effective as of the date the resignation is received.



## **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 the 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 the succeeding Director immediately at the end of the current Director's appointment.

## **ARTICLE X**

### **Employees and Volunteers**

#### **SECTION 1 – Employees**

1. WTHS may hire part- or full-time employees as needed and financially supported by the operating budget.
2. Payroll processing may be done by an accountant or a payroll processing company.
3. Insurance coverage must be procured as mandated by the State of Michigan and needs of the organization.
4. A supervisor for each employee shall be determined by the Board of Directors.

## **SECTION 2 – Volunteers**

1. The Volunteer Coordinator will manage all volunteers for WTHS.
2. It is recommended to vet volunteers through the State of Michigan background check, especially if they will be working with vulnerable populations, such as children or the elderly.
3. Insurance coverage for Volunteers shall abide by State of Michigan insurance requirements.
4. WTHS will do its best to provide a safe environment for volunteers.

## **ARTICLE XI**

### **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 XII**

### **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, May's North Barn, 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 XIII**

**Statement of Nondiscrimination**

Webster Township Historical Society complies with applicable Federal Civil Rights laws and does not discriminate based on race, color, national origin, age, disability, pregnancy, or sex (including sexual orientation or gender identity).

**ARTICLE XIV**

**Amendment of the 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-third vote of the members present will be required for passage of any proposed amendment(s).

**ARTICLE XV**

**Parliamentary Authority**

The rules contained in Robert's rules of Order, newly revised, shall govern the proceedings of the Society, except in such cases as are governed by these By-Laws.

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ADOPTED by unanimous vote of the Membership this 5 December 1983.

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.

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AMENDED by unanimous vote of the Membership on 9 January 1995. 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.

On 17 March 2017, a properly executed copy of these By-Laws was in the hands of Thelma Tucker, Co-President.

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AMENDED by unanimous vote of members present at the Annual Meeting on 19 June 2017.

On 20 June 2017, a properly executed copy of these By-Laws was in the hands of Thelma Tucker, President.

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AMENDED by unanimous vote of members present at the Annual Meeting on 10 June 2019.

The foregoing By-Laws, as amended on the 10<sup>th</sup> day of June 2019, have to this date been in the keeping of Thelma Tucker, President of the Society. An additional copy is with the Secretary. Officers attesting to the authenticity of these amended By-Laws

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REVISED by unanimous vote of members present at the Annual Meeting on 13 June 2023.

The foregoing By-Laws, as amended on the 13<sup>th</sup> day of June 2023, have to this date been in the keeping of Thelma Tucker, President of the Society. An additional copy is with the Secretary. Officers attesting to the authenticity of these revised By-Laws:

*Thelma Tucker*  
Thelma Tucker, President

*Karen L. Hertenstein*  
Karen Hertenstein, Vice-President

*Virginia Davis*  
Virginia Davis, Secretary

*Dita Albert*  
Dita Albert, Treasurer

Signed in my presence on 11/30/2023



*Lynda Savitski*  
Lynda Savitski