

**BYLAWS
OF
ST. CLAIR COUNTY FARM MUSEUM
As revised and restated effective 10-18-2016**

ARTICLE I
Purposes

Section 1. The purpose of the St. Clair county Farm Museum shall be the purposes set forth in Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, including but not limited to the following: To provide an understanding of our heritage, add to our area's cultural base and enhance regional tourism, and be achieved by acquiring, preserving and presenting agricultural, domestic equipment and related artifacts in structures and settings which will portray the origin and evolution of farming and rural living from when the area was first settled until about 1960.

ARTICLE II
Members

Section 1. Membership Qualification : Membership shall be open to all individuals and organizations that may be interested in and support the purpose for which this corporation exists.

Section 2. Classes of Membership : There shall be three classes of membership to be designated as "Dues-Paying Members", "Life Members", and "Honorary Members".

A. Dues-Paying Members shall be those individuals and organizations who pay annual dues in accordance with a schedule established by the Board of Directors. There may be two or more sub-classes of Dues-Paying Members with qualifications for each sub-class established by the Board of Directors.

B. Life Members shall be individuals and organizations that pay a Life Membership fee in an amount determined by the Board of Directors.

C. Honorary Members shall be such individuals or organizations as the Board of Directors shall designate in recognition of outstanding service to the Museum and the purpose for which it exists. Such members shall be elected by secret ballot by the Board of Directors. A nominee's name shall be submitted at a subsequent regular Board of Directors meeting. A two-thirds majority of Directors entitled to vote shall be required for adoption. Honorary Members shall be exempt from the payment of dues. Term of honorary membership shall be determined by the Board of Directors.

Section 3. Termination of Membership :

A. Membership of any class of membership may be terminated by resignation.

B. Dues-Paying Members may be dropped from membership for non-payment of dues. However, these members may redeem their membership by paying dues in the current year.

C. No member shall be entitled to vote upon any question or to hold office in the corporation unless his or her current dues are paid or he or she is a Life Member or Honorary Member in good standing.

ARTICLE III Board of Directors

Section 1. Number and Qualification of Directors :

The business, property and affairs of this corporation shall be managed by a Board of Directors consisting of the **six (6) CURRENTLY 10** Directors elected from the membership at large. To be eligible for election to the Board of Directors a candidate must have been a member as defined in Article II for at least one full membership calendar year (schedule per article II section A and documented in the Policies) immediately prior to running for election.

Section 2. Election and Term of Directors : Each member of the Board of Directors, as designated in the Articles of Incorporation, shall hold office until his or her successor is elected and accepts office, except that, if any Director ceases to be a member during his or her term, he or she shall cease to be a Director. All Directors shall hold office for the term of two (2) years. **No more than 2 family members may be elected to the Board of Directors, so long as they do not reside at the same residents.**

A. Election of Officers: Immediately following the adjournment of the Annual Meeting, the **three (3) CURRENTLY 5** newly elected directors and the **three (3) CURRENTLY 5** currently serving directors shall convene and elect from amongst themselves the four (4) officers. Officer candidates must first be verbally nominated and their nominations accepted. If more than one director accepts the nomination for the same office, the succeeding officer shall be determined by secret ballot vote.

Section 3. Vacancy: Any vacancy occurring on the Board of Directors prior to an election shall be filled by the non-elected candidate who received the highest number of votes in the election immediately before the vacancy occurred provided that candidate is still a member and is willing and able to fill the vacancy. Should the candidate fail the above criteria, the vacancy shall be filled by appointment by the President. In either case, the candidate must have the approval of the Board and such candidate shall serve for the unexpired term of the Director whose vacancy is filled.

Section 4. If any member of the Board of Directors shall be absent for three (3) meetings per election year without reason considered adequate by the Board of Directors, he or she will be removed from by the Board of Directors.

Section 5. Power to Appoint Other Officers and Agents :

The Board of Directors shall have power to appoint such other officers, committees and agents as the Board may deem necessary for transaction of the business of the corporation and may

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delegate to such officers and agents such powers and authority as the Board may deem appropriate.

Section 6. Removal of Officers and Agents : Any officer or agent may be removed by two-thirds majority vote of the Board of Directors whenever, in the judgment of the Board of Directors, the best interests of the corporation will be served thereby.

Section 7. Power to Require Bond: The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond, conditioned for faithful performance of his or her duties, and the cost of such bond shall be borne by the corporation.

ARTICLE IV
Officers

Section 1. President: The president shall be the chief executive officer of the corporation and shall preside over all meetings of the membership and Board. He or she shall have the general management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect. He or she shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 2. Vice President : The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President and shall perform such other duties as may be assigned by the President.

Section 3. Secretary : The Secretary shall attend all meetings of the membership and Board of Directors or appoint a person in his stead, and shall ensure there is a record of each meeting. He shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He or she shall perform such other duties as may be delegated to him or her by the Board of Directors:

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 or she 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 or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the membership, and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors, he or she shall deliver to the President of the corporation, and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of his or her office, and for restoration to the corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and

property of whatever kind in his or her possession or under his or her control belonging to the corporation.

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ARTICLE V
Meetings

Section 1. Place of Meeting: All meetings of the membership and the Board of Directors of the Corporation shall be held at Goodells County Park, Wales Twp, Michigan, unless otherwise directed by resolution of the Board of Directors.

Section 2. Annual Meeting: The annual meeting of the members shall be held on the third (3rd) Tuesday in November of each year commencing at 7:00 P.M.

A. Purpose: The purpose of the annual meeting shall be for the election of the Directors from the membership at large and of such other business as shall pertain to the projection and programming of the work of the corporation for the coming year.

B. Voting Rights: Every member as defined in Article II shall be entitled to one vote at the election of the Board of Directors.

Section 3. Regular Membership Meetings: Regular meetings of the general membership shall be held on the third (3rd) Tuesday of every month at 7:00pm in addition to the Annual Meeting except for December at which time a meeting may take place during the Christmas Holiday Banquet if the business of the Corporation so requires.

A. Purpose: The purpose of the regular membership meetings shall be to discuss agenda items, hear and discuss committee reports, and hear and discuss any such business from the general membership as it pertains to the operation of the Corporation and its events.

B. Voting Rights: Each member as defined in Article II shall be entitled to one vote on the items that pertain to the projects, committees, and programs of the Corporation.

Section 4. ~~Section to be deleted is printed on page 7.~~

Section 4. ~~was 5.~~ Special Meetings of the Board of Directors or Members : Special meetings of the Board of Directors or of the members may be called by the President or Board of Directors at any time at the request in writing of three (3) or more Directors or members. Notice of such meetings shall be given by the President and / or Secretary to each Member or Director in such manner, whether by letter, electronic-mail or telephone, not less than twenty-four hours before the meeting, but action taken at any such meeting shall not be invalidated for want of such notice if such notice shall be waived in writing by all the Members or Directors either before or after the meeting has been held.

Section 5. ~~was 6.~~ Quorum: Presence in person of a majority of the members of the Board of Directors shall constitute a quorum at any of their respective meetings.

Section 6. was 7. Voting Rights: Every member shall be entitled to one vote at a special meeting of the membership. Every Director shall be entitled to one vote at any meeting of the Board of Directors. Any member of the Corporation may attend any or all meetings of the Board of Directors but shall have no vote unless he or she is a member of the Board of Directors.

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ARTICLE VI
Committees

Section 1. Committees: Committees may be appointed by the President and/or the Board of Directors at such times as circumstances may require, but shall at the very minimum include an audit committee, bylaw committee and election committee; the members of which shall be approved by the Board of Directors. [Define and included in the bylaws.](#)

ARTICLE VII
Liability

Section 1. Liability to Corporation : No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a director or officer of the Corporation in good faith, if such person: (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs; or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the Corporation which he had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he or she may be entitled as a matter of law.

Section 2. Liability to Third Parties : Each director or officer, whether or not then in office, shall be held harmless and indemnified by the Corporation against all claims and liabilities and all expenses reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit or proceedings, or the settlement or compromise thereof, to which he or she may be made a party by reason of any action taken or omitted to be taken by him or her as a director or officer of the Corporation in good faith if such person, in the opinion of the Court or of the Board of Directors: (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs; or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he or she had reasonable grounds to believe.

Section 3. Indemnification : The Corporation shall have the rights provided to it by law to indemnify a person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, including actions or suits by or in the right of the Corporation, by any reason or the fact that the person is or was a director, officer, employee, or agent of the Corporation, is or was serving at the request of the corporation as director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise whether for profit or not for profit, against expenses including attorneys fees, judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by the person

in connection with the action, suit, or proceeding if the person acted in good faith in a manner the person reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that conduct was unlawful.

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ARTICLE VIII

Fiscal Year

Section 1. The fiscal year of the corporation shall end on December 31 of each year.

ARTICLE IX

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 and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2. Contracts, Conveyances, etc.: When the execution of any contract, conveyance, return or other instrument or document has been authorized without specification of the executing officers, the President, or Vice President, and the Secretary may execute the same in the name and behalf of the corporation. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of the corporation.

ARTICLE X

Amendment of Bylaws

These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of two-thirds majority of the members of the Board of Directors at any regular or special meeting of the Board of Directors; provided that notice of such meeting shall be in writing and delivered personally, by mail, or by electronic mail to each member at least seven (7) days before the meeting and specifically state the proposed amendment or amendments to be considered at such meeting. Any member may suggest an amendment to the bylaws by submitting in writing such proposal to any Board of Directors member or bylaw committee member.

ARTICLE XI

Dissolution

No part of the net earnings of the organization shall pass to the benefit of, or be distributable to its members, directors, officers, or other private persons. Upon the dissolution of this organization, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the organization, donate the official records and any assets to any organization, or organizations for historical preservation, education, charitable or scientific purposes, which qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal

Revenue Law) as the Board of Directors shall determine.

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ADOPTED POLICIES:

As of 2011: Annual membership dues shall be \$20 WAS \$20

Lifetime membership dues shall be \$200 was \$100

A membership year shall begin in the month of August and end in August the following year.

Section 4. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine. no notice of regular meetings of the Board of Directors shall be required.

