

Michigan Historic Preservation Network Bylaws

Approved by a vote of the General Membership on May 18, 2017

Article I: Name.

The name of this organization shall be the Michigan Historic Preservation Network, hereafter referred to as the "MHPN", or the "Corporation".

Article II: Purposes.

The purposes for which the organization is organized are:

1. To engage in activities promoting historic preservation in Michigan, and generally,
2. To provide an information and resource exchange for historic district commissions and historic district study committees,
3. To encourage and assist in the formation of new historic districts and the designation of individual historic resources,
4. To develop and maintain training and education programs,
5. To be a source of information on historic preservation matters for local, township, county and state governments,
6. To own real estate, including conservation and historic preservation easements, for the purposes for which the Corporation is organized,
7. To preserve and restore historic structures and sites as defined in MCL 324.2140(b).

In furtherance of the objectives described herein, but not in limitation thereof, the MHPN shall have the power to collect and disseminate statistics and other information, to engage in various fundraising activities, to conduct promotional activities in or by any suitable manner or media, and to hold such property as is necessary to accomplish its purposes.

In accordance with Article (VI) of the Articles of Incorporation, the Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as they now are or shall be amended.

Article III: Membership and Voting Privileges.

1. Membership in the MHPN shall be of eight (8) categories: Historic District Commission/Study Committee, Organization/Business/Institution/Government, Historic Resource Council ("HRC"), and, for individuals and households: Basic Membership, Student/Senior, Patron, Sponsor, and Benefactor.
2. Individual and household members in the five (5) categories of: Basic Membership, Student/Senior, Patron, Sponsor and Benefactor each shall have one (1) vote, and are entitled to hold office and participate in meetings of the MHPN.
3. Official Representatives of the Historic District Commission/Study Committee, HRC and Organization/Business/Institution/Government categories in good standing shall be entitled to vote, hold office, and participate in meetings of the MHPN.
 - a) Organization/Business/Institution/Government members shall have one (1) Official Representative; HRC members shall have two (2) Official Representatives.

- b) Each Historic District Commission/Study Committee member shall have a maximum of ten (10) Official Representatives who shall be commission members and/or staff.
- 4. Membership in the MHPN shall terminate upon failure to pay dues as required.

Article IV: Dues and Payments

- 1. The fiscal year shall be from January 1 through December 31.
- 2. Dues for each membership category shall be established by the Board of Directors and shall be approved at a meeting of the membership.
- 3. If dues are not paid by the Annual Meeting, the individual or organization shall cease to be a member, but may be reinstated at a later time by payment of current dues, provided the sole cause of expulsion was non-payment of dues.

Article V: Board of Directors

- 1. The Board of Directors shall determine its size, to consist of from twelve (12) to twenty-eight (28) voting members.
 - a) Board members are not required to live in the State of Michigan, but if they do not, they must have a demonstrated interest in positively supporting Michigan's preservation activities.
 - b) Up to nine (9) voting members to serve the first of a maximum of three (3) three-year (3-year) terms each shall be elected at each Annual Meeting.
 - c) the Immediate Past President shall be a voting member of the Board of Directors *ex officio* and be counted as one of its twelve (12) to twenty-eight (28) voting members.
 - d) Between one (1) and three (3) of the Board of Directors positions will be dedicated to providing a place on the statewide board for a representative of a Local Partner with the National Trust for Historic Preservation (NTHP). The exact number of dedicated positions will be reviewed annually and allotted based on the number of NTHP Local Partners based in Michigan. Those named to MHPN Board as a Local Partner representative must be either an elected member of their board or their hired Executive Director and will be appointed by their governing body. It is solely the Local Partner's responsibility to fill this position or not. Local Partner positions serve following the requirements of the approved MHPN by-laws.
- 2. The Board of Directors shall be so constituted as to represent the population of the State of Michigan both geographically and demographically, to the extent that suitable candidates are available to the board development committee.
- 3. The Board of Directors shall have the power to appoint any MHPN member in good standing or official representative of a member organization, commission, professional/corporation, HRC, or affiliate group in good standing to fill any vacancies that may occur in its membership until the next election; appointees shall be chosen from nominations provided by the board development committee.
 - a. Someone appointed to fill a vacancy is not assured that the Board of Directors will vote to approve their nomination in the next general election. If chosen by the Board Development Committee, voted by the Board of Directors to be part of its slate of board nominees for presentation at the Annual Meeting, and approved by a vote of the full membership, the person shall begin their first three-year (3-year) term at that time.

- b. Someone chosen by the Board of Directors to fill a vacancy is sometimes filling a vacancy opened by a Board member who has stepped down from board service. Filling the vacancy, however, is not defined as completing the former Board member's term or in any other way being responsible for his or her activities.

4. The Board of Directors shall meet not less than four (4) times each year at such date and time as may be set by the Executive Committee. Notice of the meetings shall be mailed or sent by electronic means at least two (2) weeks in advance.

5. The business of the MHPN between meetings of the Board of Directors shall be directed by an Executive Committee of between eight (8) and twelve (12) members, to consist of the officers; chair or co-chairs of committees; and as many at-large members of the Board as may be needed, elected to the Executive Committee by the Board of Directors from among its own membership. The election of the members of the Executive Committee shall be conducted by the Board of Directors at the time of the Annual Meeting after the full membership votes on the composition of the Board for the upcoming year. The Executive Committee shall exercise the full power of the Board of Directors in directing activities and expenditures, following policies as set by the Board. The Board of Directors shall provide approval of the actions of the Executive Committee through acceptance of the Committee's minutes at the quarterly Board of Directors meetings.

6. The Executive Committee shall have the power to appoint any member of the Board of Directors to fill any vacancy that may occur in its membership until the next election; appointees shall be chosen from nominations provided by the board development committee.

7. One-third (1/3) of the sitting members of the Board of Directors shall constitute a quorum for the transaction of the business at meetings of the Board of Directors. One third plus one (1/3 + 1) members of the Executive Committee shall constitute a quorum for the transaction of business at meetings of the Executive Committee. Any member of the Board of Directors or Executive Committee may attend any meeting by electronic means. Those participating in a meeting by electronic means may be counted toward making the quorum. Meeting minutes shall reflect the timeframe and means of all participants' attendance to document their participation and voting. In the course of transacting business, the need for a vote may fall between regularly scheduled meetings of the Board of Directors or the Executive Committee. In these instances, a vote may be conducted by electronic means as long as the body that is voting meets quorum and the timeframe for casting votes is at least twenty-four (24) hours.

8. Continuous service on the Board of Directors by any person is limited to a maximum of three (3), three-year (3-year) terms, for a total of nine (9) continuous years of service; approved leaves of absence, or any other interruptions in service, are included within the nine (9) continuous years of service and do not extend that time period.

- a) This limitation of nine (9) years of continuous service shall not apply to the *ex officio* service of the Immediate Past President who, if not yet relieved of their office by their successor stepping down from their Presidency, shall serve as a voting member of the board for a tenth (10th) continuous year of service to provide counsel and advice, but in no case shall any person serve for more than ten (10) continuous years.
- b) It is recognized that if the Immediate Past President is not yet relieved of their office at the close of their tenth (10th) continuous year of service, there may be one (1) or more years when there is no current Immediate Past President serving as a member of the Board.
- c) If a member of the Board of Directors has served the maximum of three (3), three-year (3-year) terms and steps down, they may return to begin serving another maximum of three

(3), three-year (3-year) terms after at least one (1) full year has passed. Similarly, if a member steps down before serving the maximum number of terms, or steps down from service during any one of their terms, they may return to begin serving another maximum number of terms after at least one (1) full year has passed. In both instances, stepping down from Board service for at least one (1) full year applies each time these situations occur for a member.

9. The Board of Directors shall be responsible for determining which activities shall be conducted and expenditures made to fulfill the purposes of the Corporation.

10. The failure of a member of the Board of Directors or the Executive Committee to have excused absences for three (3) successive meetings of the Board, or Executive Committee, respectively, as well as failure to communicate with the Board or staff for a period of six (6) months or more, shall be considered to constitute a resignation from the Board tendered by that person. The President shall notify the member in writing of their removal from service.

Article VI: Officers and Duties

1. The officers of the MHPN shall be a President, a Vice-President, a Secretary, and a Treasurer, to be elected from among the members of the Board of Directors at the Annual Meeting for one-year (1-year) terms. The Immediate Past President is also an officer, but shall not need to stand for election. Continuous service in any one of these offices by any one person is limited to five (5), one-year (1-year) terms.

2. The duties of officers are more fully defined and regularly updated in their position descriptions maintained as part of the MHPN's governance plan, but in general shall be as follows:

a. The President is the presiding officer of the Corporation, shall preside at all meetings of the Board of Directors and members of the MHPN, shall provide supervision of the Executive Director, and shall appoint committee chairs and co-chairs. The President shall be a member ex-officio of all appointed standing committees and shall perform such duties as are customary to the office of President.

b. The Vice-President, in the absence of the President, shall have all the power and prerogatives of the President and shall carry out other responsibilities as assigned by the President.

c. The Secretary shall record all the proceedings and resolutions of the MHPN and keep a permanent record. A member of the Board of Directors shall provide written notice of meetings as provided for under Article X.

d. The Treasurer shall be notified of all monies received by the MHPN in the monthly income statement report provided by the Executive Director or a professional paid by the MHPN for accounting services. All monies payable by the MHPN shall be authorized or reviewed by the Treasurer. The Treasurer shall report to the Board of Directors at every meeting.

e. The Immediate Past President shall consult with and advise the Board.

Article VII: Committees and Duties

1. When deemed necessary by the Board of Directors, it may establish committees, which must be chaired or co-chaired by a member of the Board. These committees shall be established by Board resolution, which shall state:

a. The composition of the committee.

b. The term of its chair or co-chairs.

- c. The mission of the committee and its powers to act in carrying out that mission.
2. Temporary committees may be appointed by the President to study or carry out specific tasks related to the operation of the MHPN. Upon presentation to the Board of its final report, the temporary committee is automatically dissolved.
3. The Board Development Committee shall consist of five (5) Board members who shall be appointed by the President with the consent of the Board of Directors. The Board Development Committee shall be a standing committee whose purpose is to identify potential new Directors, arrange mentoring and professional development for new and continuing Directors, retain existing Directors, and conduct exit interviews with departing Directors. The Board Development Committee shall prepare a slate of individuals who have agreed to serve as a Director and a slate of Directors who have agreed to serve as officers, and present the slates for separate votes by the full Board of Directors. The slates shall be presented to the membership thirty (30) days prior to the Annual Meeting.
4. The Finance Committee shall be a standing committee whose purpose is to provide financial guidance and oversight to the MHPN on behalf of the Board of Directors. Members of the Finance Committee shall be appointed by the President with the consent of the Board of Directors. The work of the Finance Committee shall include but not be limited to working with the Board Treasurer and staff to develop the annual operating budget, review audit and tax returns annually, guide MHPN's long-term investments, protect MHPN's assets, and provide financial training for the Board of Directors to better ensure informed votes on financial matters.

Article VIII: Advisory Boards and Duties.

1. Creation. The Board of Directors may create Advisory Boards having such duties and functions as the Board shall determine. Except as otherwise provided in the resolution creating an Advisory Board, the members of each Advisory Board shall be appointed by the President. Any member of any Advisory Board may be removed by the President whenever in his or her judgment the best interests of the Corporation shall be served by such removal.
2. Term of office. Each member of an Advisory Board shall continue as such until a successor is appointed, unless the Advisory Board shall be sooner terminated, or unless such member is removed from such Board, or unless such member shall cease to qualify as a member thereof.
3. Chairperson. One member of each Advisory Board shall be appointed as chairperson.
4. Vacancies. Vacancies in the membership of any Advisory Board may be filled by appointments made in the same manner as provided in the case of the original appointments.
5. Rules. Each Advisory Board may adopt rules for its own governance, not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article IX: Employees.

The Corporation shall retain such employees as shall be deemed advisable by the Board of Directors. The Executive Director shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation within the board-approved budget parameters. The Executive Director shall supervise the activities of the employees in accordance with the Employee Manual, policies and instructions of the Board of Directors.

Article X: General Membership Meetings.

- 1) There shall be an Annual Meeting at a place and time to be determined by the Board of Directors. Special meetings of the membership will be held as called by the Board of Directors.
- 2) Notice of all general meetings shall be sent to all members by a member of the Board of Directors at least thirty (30) days in advance.

Article XI: Amendment to Bylaws.

1. The Bylaws shall be amended or replaced by a majority vote of the members in attendance and eligible to vote at a meeting of the membership.
2. The Bylaws shall be amended or repealed through the following steps:
 - a. All proposed amendments must be submitted to the Board of Directors.
 - b. There must be a review and recommendation to the general membership by the Board of Directors.
 - c. The recommendation of the Board of Directors and any minority opinion, if any, shall be circulated to the general membership at least thirty (30) days prior to the meeting at which the vote will be taken.
 - d. Non-substantive changes may be proposed from the floor and voted upon at the Annual Meeting.

Article XII: Termination of Organization.

1. The Board of Directors shall be empowered to dissolve the MHPN by a majority vote of the entire Board.
2. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated for educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIII: Notice.

Mailing of any notice by electronic mail shall be considered a mailing of notice as required by these bylaws.

Note: These bylaws were approved by a vote of the general membership at its annual meeting held on May 18, 2017, at North Central Michigan College, Petoskey, Michigan.