

# **BY-LAWS OF THE FRENCH-CANADIAN HERITAGE SOCIETY OF MICHIGAN**

## **ARTICLE I: NAME**

### *Section 1. Name*

The name of this organization shall be the French-Canadian Heritage Society of Michigan, hereinafter referred to as the "Society."

### *Section 2. Principal and Registered Offices*

The principal and registered office of the Society shall be located at P. O. Box 1900, Royal Oak, MI 48068-1900.

### *Section 3. Other Offices*

Other offices and other facilities for the transaction of business of the Society shall be located at such places as the Board of Directors may from time-to-time determine.

## **ARTICLE II: AIMS AND OBJECTIVES**

### *Section 1. Purpose*

The purposes of this corporation 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:

- A. To encourage interest in, awareness of, and appreciation of our French-Canadian ancestry, history, and culture.
- B. To advocate a greater understanding of French-Canadian contributions to the Great Lakes region.
- C. To promote the exchange of knowledge and contact between people of French-Canadian descent, to aid in genealogical research, and to sponsor activities related thereto.
- D. To promote and publish genealogical, historical, and cultural materials.
- E. To promote the collection and preservation of genealogical, historical, and cultural materials relating to French Canadians and to cooperate with other societies/organizations to improve French-Canadian content in archives, libraries, and museums in Michigan.

### *Section 2. Funding*

The Society may solicit and receive gifts of money and other property in the furtherance of these objectives. It may lend, purchase, sell, lease, or rent such property provided such action is consistent with the Society's objectives.

### *Section 3. Restrictions*

None of the earnings of the Society may inure to any private shareholder or individual. The Society may not attempt to influence legislation as a substantial part of its activities nor may it participate in any campaign activity for or against political candidates.

## **ARTICLE III: MEMBERSHIP**

### *Section 1. Members*

All individuals and organizations interested in the mission and purposes of this Society shall be eligible for membership upon payment of dues. The Society shall be open to individuals regardless of race, color, creed, age, sex, or economic status.

### *Section 2. Voting*

Each membership shall be entitled to one vote.

### *Section 3. Membership Dues*

Membership dues shall be set by the Board of Directors and may be modified from time-to-time by the Board. ~~Annual membership fees shall be due and payable by the end of January.~~ Annual membership renewal fees shall be due and payable by a postmarked date or be subjected to a late fee; the date and fee to be determined by the Board and published in the Society's journal.

## **ARTICLE IV: MEETINGS**

### *Section 1. Annual Membership Meeting*

The Society's annual membership meeting for the purpose of electing Directors and Officers, as well as for transacting such other business as may come before the meeting, shall be held in the month of January of each year.

### *Section 2. Nominating Membership Meeting*

The Society will hold a membership meeting in the month of September for the purposes of nominating candidates to fill offices.

*Section 3. Other Regular Membership Meetings*

Regular meetings for the presentation of social, cultural, educational or other programs for the membership may be scheduled by action of the Board of Directors or upon request by 10 percent of the membership, but by no fewer than 25 members.

*Section 4. Membership Meeting Notification*

The Board of Directors shall notify the members of the date, time, and place of the meetings at least two weeks before the meeting. The Board of Directors may, by resolution, change the date of any meetings.

*Section 5. Regular Board Meetings*

The Board of Directors shall meet quarterly.

*Section 6. Special Board Meetings*

The President or any two Directors may call special board meetings of the Board of Directors.

*Section 7. Notices of Board Meeting*

Notice of any regular or special meeting of the Board of Directors shall be delivered to each Director.

*Section 8. Quorum and Vote for Board Meetings*

At any meeting of the Board of Directors, a quorum shall consist of a majority of the Directors and shall have full power to decide any question coming before the meeting, except where a greater number to constitute a quorum or a greater vote is required by law, by Articles of Incorporation, or by these By-Laws

*Section 9. Meeting Participation Through Communication Technology*

The Board of Directors may conduct meetings using any form of communication technology. As with physical meetings, any decisions made in this manner must be forwarded to the Recording Secretary.

**ARTICLE V: BOARD OF DIRECTORS AND OFFICERS**

*Section 1. Board of Directors*

This corporation is organized upon a membership basis. The Board of Directors shall govern the business and affairs of the Society. The Board of Directors shall carry out the purposes of the Society and, subject only to the limitations imposed by law, the Articles of Incorporation of the Society, and these By-Laws, may exercise all powers of the corporation.

#### *Section 2. Number*

The number of Directors shall be not less than five or more than twenty as shall be determined from time-to-time by majority vote of the members at any annual or special meeting. In addition to the Officers of the Society and the immediate past President, the Board of Directors shall include ~~Chapter Coordinators or their representatives,~~ and all Society Committee Chairpersons. Only current members of the Society may serve as Directors or Officers of the Society.

#### *Section 3. Officers*

The Officers of the Society shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary, Registrar, Treasurer, and such other Officers as may be designated by the Board of Directors.

#### *Section 4. President*

The President's duties shall be to preside over all meetings and functions of the Society and direct and enforce the Articles of Incorporation and By-Laws of the Society.

#### *Section 5. Vice President*

In the absence of the President, the Vice President shall serve in the above capacity.

#### *Section 6. Recording Secretary*

The Recording Secretary shall maintain a permanent record of all business transacted at all meetings of the Society and its Directors and maintain the files of the Society including ~~Chapter and~~ Committee activities reported to the Society. In the absence of the President and Vice President, the Recording Secretary will function as President.

#### *Section 7. Corresponding Secretary*

The Corresponding Secretary shall attend to all necessary correspondence of the Society.

#### *Section 8. Registrar*

The Registrar shall maintain a register of members of the Society and be responsible for the membership renewal program.

*Section 9. Treasurer*

The Treasurer shall maintain a record of all financial transactions and shall make a financial report thereof at each of the meetings. The Treasurer's records shall be audited as required by Article VIII, Section 5.

*Section 10. Absence*

In the absence of the President, Vice President, and Recording Secretary, one of the other Officers or Directors may function as President with the approval of the other attending members.

*Section 11. Vacancies*

A vacancy occurring on the Board of Directors or among the Officers may be filled by the affirmative vote of a majority of the remaining Directors and Officers. The term of any Director or Officer appointed to fill a vacancy on the Board of Directors shall continue only until the expiration of the term of the Director or Officer whose vacancy he or she is filling. That Director or Officer may then be elected to serve consecutive terms.

*Section 12. Removal*

Any Director or Officer may be removed, with or without cause, by the affirmative vote of not less than two-thirds of the Board of Directors. In addition, any Director or Officer may be removed via petition whereon are contained the number of signatures of current members equaling a majority of the total membership of the Society.

**ARTICLE VI: COMMITTEES**

*Section 1. Committees*

The President, with the majority consent of the Board of Directors, may designate one or more additional special or standing committees with such membership, powers, and duties as they prescribe.

*Section 2. Chairpersons*

The Chairperson of each committee shall call meetings of that committee as necessary and shall maintain a general record of the work and action of the committee. A report of the committee will be given to the Recording Secretary of the Society. The Chairperson will serve as a member of the Board of Directors.

*Section 3. Termination*

Chairpersons of committees that have been abolished by a majority vote of all the Board of Directors shall have their terms as Directors terminated.

## ~~ARTICLE VII: CHAPTERS~~

### ~~Section 1. Formation~~

~~A Chapter may be formed when at least ten members of the Society petition for approval of the Board of Directors with such membership, powers, and duties as may be prescribed by these By-Laws and the Board.~~

### ~~Section 2. Activities~~

~~A Chapter will engage in activities that may include, but are not limited to, regular meetings, special events, and projects in keeping with the purposes of the Society found in Article II, Section 1, of these By-Laws.~~

### ~~Section 3. Chapter Membership~~

~~All Society members may select any Chapter with which they wish to be affiliated. Nevertheless, all Society members may participate in any Chapter meetings, activities, or programs.~~

### ~~Section 4. Management~~

~~A Coordinator supervises the Chapter and is elected by the Chapter membership. The Coordinator serves as a member of the Board of Directors. The Coordinator may appoint Chapter members to serve on Chapter committees as needed.~~

### ~~Section 5. Funding~~

~~Chapters are not permitted to charge their members dues or other fees. All funds for Chapter activities will derive from the Society's annual budget process or from fundraising activities that must comply with the Board of Director's policies and procedures. Any monies resulting from Chapter fundraising activities must be sent to the Society Treasurer for subsequent distribution by the Board of Directors.~~

### ~~Section 6. Special Projects~~

~~Requests for special project proposals and funding not included in the annual budget must be presented in writing to the Board of Directors in advance for approval. Several Chapters, with the permission of the Board of Directors, may combine their efforts when developing events or projects.~~

*Section 7. Documentation*

~~Copies of the minutes of all Chapter meetings will be sent to the Society's Recording Secretary.~~

*Section 8. Cessation—*

~~Members of a Chapter may disband upon petition to and approval of the Board of Directors. Alternatively, the Board of Directors may disband an inactive Chapter. A Chapter will be considered inactive if it does not hold at least one meeting in a year. Coordinators whose Chapters have been disbanded or are inactive shall have their terms as Directors terminated. All disbanded Chapter records are to be transferred to the Society's Recording Secretary.~~

**ARTICLE ~~VIII~~ VII: RULES AND PROCEDURES**

*Section 1. Fiscal Year*

The fiscal year of the Society shall be from 1 January through 31 December.

*Section 2. Nominations*

The Board of Directors of the Society will appoint a Nominating Committee. The Nominating Committee will report a list of candidates at the September membership meeting. In addition, any current member of the Society may nominate any current member for any open position from the floor at the September meeting. Other nominations may be made in writing. All nominations must be submitted to the Board of Directors by the end of September.

*Section 3. Election*

The Officers of the Society shall be elected by a majority of the membership. Ballots will be distributed to the membership in the autumn. All ballots must be returned by the end of December. The ballots will be counted ~~before~~ by the January meeting. The results of the election will be announced at the January meeting and the new Officers installed.

*Section 4. Term*

The term of each Director and Officer shall be one fiscal year. Directors and Officers may serve consecutive terms.

*Section 5. Audit*

An auditing committee of two members shall be appointed. The committee shall audit the Treasurer's records within ninety (90) days after the close of the Treasurer's term of office and shall report to the Society at the next meeting.

#### *Section 6. Disbursement of Funds*

Any authorized disbursement of Society funds requested by Officers or members shall be paid upon submission of receipts and itemized reports. All checks, drafts, notes, and withdrawals shall be signed by any of the following: President, Vice President, Treasurer, or Recording Secretary. An annual Treasurer's report shall be presented at the January Meeting for the previous fiscal year.

#### *Section 7. Meeting Procedures*

Robert's *Rules of Order*, revised, shall under all but unusual circumstances, be the authority to govern all meetings of the Society, the Directors, ~~the Chapters~~ and the Committees.

#### *Section 8. Communications*

Notices required by these By-Laws may be delivered personally or by mail, email, telephone, fax, or any other appropriate and effective means of communication.

### **ARTICLE ~~IX~~ VIII: LIABILITY AND INDEMNIFICATION**

#### *Section 1. Actions Against Officers*

No Director, Officer, Employee, Committee Member or other agent appointed by the Board of Directors of the Society shall incur any personal liability for any acts, omissions or errors in such capacity except for his or her own negligent or willful misconduct. No person shall be liable for the acts, neglect, default, omissions, and errors or misconduct of any fellow director, officer, employee, committee member or other agent of the Society in which he or she has not participated, concurred or acquiesced. No person dealing with the Society shall be obliged to see to the application of any money or other property contributed, loaned or otherwise paid or delivered to the Society.

#### *Section 2. Volunteer Directors*

Each Director shall be a Volunteer Director as defined in Michigan Law Section 110(2) of 1982 P.A. 162, as amended, and, as such, shall not receive anything of value from the Society for serving as a Director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a Director in his or her capacity as a Director.

#### *Section 3. Liability to Society*

A Volunteer Director of the Society shall not be personally liable to the Society or its members for monetary damages for a breach of the Director's fiduciary duty. This provision shall not eliminate or limit the liability of a Director for any of the following:

- A. A breach of the Director's duty of loyalty to the Society or its members.
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- C. A violation of Section 551(1) of said Act.
- D. A transaction from which the Director derived an improper personal benefit.
- E. An act or omission occurring before the date of filing of these By-laws.

#### *Section 4. Liability to Others*

The Society shall assume all liability to any person other than the Society or its members for all acts or omissions of a Volunteer Director occurring after the date of filing of these By-laws.

#### *Section 5. Indemnification*

The Society shall indemnify any Director, Officer, Employee, Committee Member and other agent appointed by the Board of Directors, or any person formerly in any of the foregoing positions, against any expense actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Director, Officer, Employee, Committee Member or other agent appointed by the Board of Directors, except as to matters with respect to which he or she shall be adjudged to be liable for negligent or willful misconduct in the performance of his or her duties in such capacities. The Society also shall reimburse any such Director, Officer, Employee, Committee Member or other agent appointed by the Board of Directors for the reasonable costs of settlement of any such action, suit, or proceeding, if prior to such settlement it shall be found by a majority of the disinterested members of the Board of Directors that it is in the best interest of the Society that such settlement be made and that such person was not guilty of negligent or willful misconduct in the performance of the duties which gave rise to such action, suit, or proceeding.

#### *Section 6. Insurance*

The Society may insure itself and its Directors, Officers, Employees, Committee Members and other agents appointed by the Board of Directors against such risks as may be determined by the Board of Directors from time to time.

**ARTICLE ~~X~~ IX: ALTERATION, AMENDMENT, OR REPEAL**

These By-Laws may be altered, amended, repealed, or new By-Laws may be adopted, by the affirmative vote of the majority of voting members present at any regular or special membership meeting provided that (a) the proposed alteration, amendment, repeal, or the proposed new By-Laws, have been distributed for review at least two weeks before such meeting; and (b) reasonable notice of the meeting and of the proposed alteration, amendment, repeal, or new By-Laws has been given to the membership.

**ARTICLE ~~XI~~ X: DISSOLUTION**

Upon dissolution of the Society, all of its assets, if any remaining, shall be distributed to any qualified 501(c)3 tax-exempt organization in such shares as the then Board of Directors shall designate and determine.

Note: These By-Laws were approved by the Society's Board of Directors on 8 January 2005 at a meeting held at the Mt. Clemens Public Library. The membership approved these By-Laws by vote on 9 April 2005 at a meeting held at the Mt. Clemens Public Library.

Note: On 13 January 2007, Article VII, Section 8 was modified by vote of the membership at a meeting at the Mt. Clemens Public Library with the following text added: "Alternatively, the Board of Directors may disband an inactive Chapter."

Note: On \_\_\_\_\_, the Society's By-Laws were modified to remove Article VII: Chapters and other mentions of Chapters, thus terminating all Chapters, by a vote of the membership at \_\_\_\_\_ with the remaining articles being renumbered sequentially.