

**AMENDED AND RESTATED BYLAWS  
OF  
EMPIRE AREA HERITAGE GROUP**

**ARTICLE 1- NAME, PURPOSE AND PRINCIPAL OFFICE**

**Section 1.1 Name.** The name of this corporation is Empire Area Heritage Group (“Corporation”). It is a nonprofit corporation organized on a directorship basis and existing under the laws of the State of Michigan.

**Section 1.2 Purpose.** The purpose of the Corporation is to collect, preserve, and interpret the history of Empire, Michigan and surrounding areas (e.g., Empire Township, Glen Arbor Township, and Kasson Township in Leelanau County; Platte Township and Lake Township in Benzie County).

**Section 1.3 Principal Office.** The principal office of the Corporation will be at 11544 S. Lacore Street Empire, Michigan 49630, or at such other place in the Empire area as the Board may from time to time determine.

**ARTICLE 2 - SEAL AND FISCAL YEAR**

**Section 2.1 Seal.** The Corporation need not use a common seal. The signature of the name of the Corporation by a duly authorized officer will be legal and binding.

**Section 2.2 Fiscal Year.** The fiscal year of this Corporation will be from June 1<sup>st</sup> to May 31<sup>st</sup>. or such other period as may be designated by the Board.

**ARTICLE 3 - MEMBERSHIP AND MEETINGS OF MEMBERS**

**Section 3.1 Membership.** Any person or entity may become a member of the Corporation upon payment of dues prescribed by these Bylaws. Members of the Corporation will not, however, be a member as that term is used in the Michigan Nonprofit Corporation Act because a member of the Corporation will have no voting rights. The Board of Directors are the only ones that have voting rights.

**Section 3.2 Categories of Membership.** The membership of the Corporation will be divided into categories as from time to time determined by the Board.

**Section 3.3 No Voting Rights.** The members will not be entitled to vote.

**Section 3.4 Meetings.** A meeting of the membership may be called anytime by the Board. Notice of the meeting will be given by the Secretary, or the person designated by the Board, by providing notice of the date, time and place of the meeting to members in good standing on the date of the notice at least seven (7) days prior to the scheduled meeting. Meetings of the members will be for advisory purposes only to provide an opportunity for the Board to report and present information to the membership and to receive comments and input from the membership. No quorum will be required for any meeting of the membership.

**Section 3.5 Membership Dues.** The Board will, from time to time, establish membership dues that may vary for the various categories of membership. All membership dues will be payable annually.

## **ARTICLE 4—BOARD**

**Section 4.1 Composition of the Board.** Management of all business affairs of the Corporation and responsibility for all financial affairs of the Corporation will be vested in a board of directors ("Board") that will consist of not less than four (4) and not more than ten (10) members of the Corporation ("Directors"). Within those limits, the Board will fix the number of Directors to be elected at the annual election. All Directors are required to be members in good standing of the Corporation.

**Section 4.2 Selection of Directors.** The Board will include the President, Vice President, Secretary, Treasurer, and may include other directors. The election of new or additional Directors will be held on a date set by the Board. The term of each Director will be two (2) consecutive years, which will coincide with the fiscal year of the Corporation (June 1<sup>st</sup> to May 31<sup>st</sup>). A Director may serve no more than two (2) consecutive terms unless approved by the Board. Further, any officer who wishes to be considered for another board position must complete his/her existing term.

**Section 4.3 Vacancies.** Any vacancies which occur on the Board as a result of the resignation, removal or death of any Director will be filled by the affirmative vote of a majority of the remaining Directors. If a position cannot be filled, an existing Director may perform both positions until a replacement can be found. The Board may elect to leave the position vacant, provided the Board is not thereby reduced to less than four (4). A Director may resign at any time by submitting a written resignation to the Board. A Director may be removed with or without cause at any time by 66 $\frac{2}{3}$ % vote of the Board present at a regular or special meeting.

**Section 4.4 Compensation.** The Directors will not receive a salary or any other compensation for their services as Directors. This provision will not prohibit the reimbursement of authorized expenses incurred by Directors in the performance of their duties. This provision will not prohibit a Director from serving the Corporation in another capacity and from receiving compensation for services rendered in that other capacity.

## **ARTICLE 5 - MEETING OF THE BOARD**

**Section 5.1 Place of Meeting.** The meetings of the Board, regular or special, may be held at the principal office of the Corporation or at any other place designated by the Board.

**Section 5.2 Regular Meeting.** Regular meetings of the Board will be held quarterly, or at such times and in such places as will from time to time be determined by the Board. At such regular meetings, the Board will consider any and all business of the Corporation that may properly come before the meeting.

**Section 5.3 Special Meetings.** Special meetings of the Board may be called with not less than two (2) days' notice by the President or by any three (3) Directors of the Board. Only the business for which the special meeting is called will be discussed and acted upon at such special meeting.

**Section 5.4 Notice of Meetings.** Notice of regular meetings of the Board will be provided by any usual means of communication at least seven (7) days prior to the scheduled meeting. Special meetings may be held with not less than two (2) days' notice given by electronic mail or by any normal means of communication. If an annual calendar of meeting dates is prepared by the Corporation, a copy of the calendar will be forwarded to all members of the Board, and no additional notice of regular meetings will be required.

**Section 5.5 Quorum and Voting.** At all meetings of the Board, each Director will have one vote. At meetings of the Board, 33 $\frac{1}{3}$ % of the voting members of the Board will constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting without notice if a time and place for the next meeting is fixed and if the period of adjournment does not exceed one month. If a quorum is present at a meeting, the subsequent departure of any Directors from that meeting prior to adjournment will not affect the quorum. Unless otherwise specified herein, any action by the Board will require the affirmative vote of the majority, meaning >50% of the members of the Board in attendance at that meeting, and any such action will be the act of the Board.

**Section 5.6 Presiding Officer.** All meetings of the Board will be presided over by the President. If the President is not present, the Vice-President will run the meeting. The Secretary of the Corporation will act as Secretary of all meetings, if present. If s/he is not present, the presiding officer of the meeting will appoint a Secretary of the meeting.

**Section 5.7 Conference Telephone/Video Meetings.** Any or all Directors may participate in a meeting of the Board or of a committee of the Board remotely by means of a conference telephone, video conference, or any means of communication by which all persons participating in the meeting can hear each other, and such participation will constitute presence in person at the meeting.

## **ARTICLE 6—OFFICERS**

**Section 6.1 Officers.** The Board will elect to fill a vacancy from submitted applications/nominations by a majority vote. Any two or more offices may be held by the same person, except the offices of President and Secretary. Officers will hold office until their successors have been elected, unless they resign or are removed sooner from office as provided in the Bylaws. The term of office for all offices will be two (2) years with re-election permissible.

**Section 6.2 Vacancies.** Any vacancy which occurs in any office as a result of the resignation, removal or death of any officer will be filled by the affirmative vote of a majority of the Board at its next regular or special meeting at which a quorum is present. Any officer so elected will fill the remaining term of the officer whom he or she replaces. An officer may resign at any time by submitting a written resignation to the Board. An officer may be removed at any time by a 66 $\frac{2}{3}$ % vote of the Board present at a regular or special meeting.

**Section 6.3 Compensation.** The officers will not receive a salary or any other compensation for their services as officers. This provision will not prohibit the reimbursement of authorized expenses incurred by officers in the performance of their duties. This provision will not prohibit an officer from serving the Corporation in another capacity and from receiving compensation for services rendered in that other capacity.

**Section 6.4 President: Powers and Duties.** The President will, when present, preside over and serve as chair of all meetings of the membership and the Board and will schedule, organize (including preparing agendas), and run such meetings as may be in the best interest of the Corporation. The President will organize and present the business of the Corporation at all meetings. Annually, the President will present at a meeting of the Board and the membership a report on the business of the Corporation for the preceding year and on business of the Corporation scheduled or contemplated for the coming year. The President will appoint the chairs of all standing committees of the Board. The President will further have the power to establish special committees and to appoint the chair of any special committees. The President will serve as chief executive officer of the Corporation and oversee the day-to-day operations of the Corporation, including being the primary spokesperson for the Corporation. The President will be authorized to execute all contracts and instruments on behalf of the Corporation as instructed by the Board except such contracts or documents, the execution of which is

delegated by the Board to some other officer. The President will also perform such other duties as the Board may from time to time prescribe.

**Section 6.5 Vice President: Powers and Duties.** The Vice President will assist and act under the direction of the President, unless otherwise determined by the Board or the President. In the absence or disability of the President, the authority of the President will descend to the Vice President or otherwise specified by the Board.

**Section 6.6 Secretary: Powers and Duties.** The Secretary will keep or cause to be kept a true and complete record of the proceedings of meetings of the membership and the Board. The Secretary will give, or cause to be given, all notices required under these Bylaws and will perform whatever other duties the Board may from time to time prescribe. The Secretary will execute or cause to be executed all contracts and instruments on behalf of the Corporation as instructed by the Board except such contracts or documents the execution of which is delegated by the Board to any other officer of the Corporation or the President.

**Section 6.7 Treasurer: Powers and Duties.** The Treasurer will be the chief financial officer of the Corporation and will have custody of corporate funds, securities and other investments and current assets, except such funds and securities as may be committed to the custody of others by the Board. The Treasurer will keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and will deposit or cause to be deposited corporate monies and other valuable effects in the name of the Board. The Treasurer will render or cause to be rendered reports as to the status of the financial affairs of the Corporation to the Board. Prior to the beginning of the fiscal year of the Corporation, the Treasurer will present or cause to be presented an annual operating budget to the Board, and the adoption of the annual budget by the Board will constitute approval for payment and expenditure of all items included in the budget. After the close of the Corporation's fiscal year, the Treasurer will cause to be prepared and submitted to the Board, a statement of the financial affairs of the Corporation and a report on the adequacy of internal controls. The Treasurer will further perform or cause to be performed whatever other duties the Board may from time to time, prescribe.

## **ARTICLE 7 - COMMITTEES**

**Section 7.1 Structure of Committees.** There may be up to six (6) standing committees as set forth herein. Each committee will consist of the number of members necessary for the conduct of the work delegated to that committee. The President will appoint all committee chairs from members of the Board. The size and composition of each committee will be decided by the committee chair year to year. All members of the standing committees must be members of the Corporation and may or may not be members of the Board. The President will be a non-voting ex officio member of all standing committees. The committee chair may request other board members to join his/her committee as needed. Each standing committee will be authorized to appoint subcommittees as needed to accomplish the work delegated to the standing committee.

**Section 7.2 Collections and Exhibitions.** The Information Officer is responsible for the acquisition, accessioning, cataloging, marketing and preservation of the Museum's artifacts. In addition, the Committee is responsible for displaying the Museum collections.

**Section 7.3 Operations.** The Operations Committee will oversee the operations of the Corporation, including adherence to the bylaws, ensuring non-profit status, maintaining proper insurance, and monitoring, reviewing and recommending action to the Board regarding maintenance, repair and development of facilities and grounds.

**Section 7.4 Marketing.** The Communications Coordinator will be responsible for marketing and running all special events for the Corporation (e.g., Heritage Day, Port Oneida Day, etc.).

**Section 7.5 Finance.** The Finance Committee will review regular financial reports and other data to ensure sound operations, appropriate earnings from investment, and adequate financial controls and planning.

**Section 7.6 Technology.** The Chief Information Officer will be responsible for all technology needs of the Corporation and be responsible for maintaining asset inventory databases and all technology devices for the Corporation.

**Section 7.7 Volunteers.** The Committee on Volunteers will be in charge of ensuring that a sufficient number of volunteers (docents, etc.) are available and trained to adequately staff the museum operations.

**Section 7.8 Special Committees.** The Board may, by appropriate resolution, create additional special committees. Such resolution will designate the membership, powers and functions of the committee and the tenure of the committee chairs and members.

## **ARTICLE 8 - CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**Section 8.1 Contracts.** Subject to any limitations and prohibitions contained in the Corporation's Articles of Incorporation, these Amended and Restated Bylaws, applicable law, and except as otherwise provided by resolution of the Board, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation will be executed on its behalf by the President, or any other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

**Section 8.2 Checks, Drafts, Etc.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness over \$1000 issued in the name of the Corporation will be signed by the President and the Treasurer or other designated agents the Board may select.

**Section 8.3 Deposits.** All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board or a designated agent of the Board may select.

**Section 8.4 Gifts and Contributions.** The President or other persons who the Corporation has delegated may accept on behalf of the Corporation any contribution, gift, bequest, or devise as may be consistent with the established purposes of the Corporation, consistent with the policies and procedures established by the Board and as may be permitted by any applicable local, state, or federal law.

**Section 8.5 Loans.** No loans will be contracted on behalf of the Corporation and no evidence of indebtedness will be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

**Section 8.6 Corporate Document Procedure.** No corporate documents (including bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) will be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these Amended and Restated Bylaws.

## **ARTICLE 9–NONPROFIT STATUS**

**Section 9.1 Nonprofit Status and Exempt Activities Limitation.** Notwithstanding any other provision of these Amended and Restated Bylaws, no Director, officer, employee, member, or representative of the Corporation will take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under

Section 501(c)(3) of the Internal Revenue Code of 1986 and its corresponding regulations as they now exist or may be amended (collectively, “Code”), or by any organization contributions that are deductible under Section 170(c)(2) of the Code. Upon termination or dissolution of the Corporation, any assets lawfully available for distribution will be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Code (or described in any corresponding provision of any successor statute).

## **ARTICLE 10–INDEMNIFICATION**

**Section 10.1 Indemnification.** The Corporation may, to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act, (a) indemnify any person, and his or her heirs, personal representatives, executors, administrators, and legal representatives, who was, is, or is threatened to be made, a party to any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that such person is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (collectively, “Covered Matters”); and (b) pay or reimburse the reasonable expenses incurred by such person and his or her heirs, executors, administrators, and legal representatives in connection with any Covered Matter in advance of final disposition of such Covered Matter; provided that the foregoing indemnity will not apply to matters as to which any such person otherwise entitled to indemnification is adjudged in such action, suit, or proceeding to be liable for any willful misconduct, criminal acts, or intentional fraud. The indemnification provided by this Section will not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

## **ARTICLE 11– CONFLICT OF INTEREST POLICY**

**ARTICLE 11.1 CONFLICT OF INTEREST POLICY.** The purpose of the conflict of interest policy is to protect the interest of the Empire Area Heritage Group (“Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. This policy is an exhibit to the Corporation’s bylaws (“Bylaws”). Capitalized terms used in this policy but not defined in it have the same meanings given to them in the Bylaws.

## **ARTICLE 12–AMENDED AND RESTATED BYLAWS**

**Section 12.1 Amended and Restated Bylaws.** These Amended and Restated Bylaws amend, supersede, and replace all previous bylaws of the Corporation, including those dated May 31, 1990.

**Section 12.2 Amendment** These Amended and Restated Bylaws may be altered, amended, added to, or repealed at any meeting of the Board called for that purpose by the vote of 66⅔% vote of the Board.

## **Definitions**

1. “Interested Person” means any director, principal officer, or member of a committee, who has a direct or indirect Financial Interest, as defined below.

2. **“Financial Interest”** means, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
  - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
4. A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

### **Further Definitions**

#### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she will leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members will decide if a conflict of interest exists.

#### 3. Procedures for Addressing the Conflict of Interest

- a. An Interested Person may make a presentation at the Board meeting, but after the presentation, he/she will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Board will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board will determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board will determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it will make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy

- a. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it will inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

#### **Records of Proceedings**

The minutes of the Board meeting will contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Compensation**

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

#### **Annual Statements**

Each director, principal officer and member of the Board will annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Periodic Reviews**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews will be conducted. The periodic reviews will, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use will not relieve the Board of its responsibility for ensuring periodic reviews are conduct

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**The foregoing Amended and Restated Bylaws were adopted by the Board on the \_\_\_\_\_ day of \_\_\_\_\_, 2026 .**

President:

\_\_\_\_\_

Print Name:\_\_\_\_\_