

*****ATTENTION:** The lines and/or words in **bold lettering** are suggested for removal from the Bylaws. The lines and/or words that are *(underlined, italicized and in parenthesis)* are suggested for addition to or in some cases in place of the bolded lines and/or words.

BY-LAWS OF THE MARITIME HERITAGE ALLIANCE

ARTICLE I – NAME

The name of the corporation shall be Maritime Heritage Alliance.

ARTICLE II – PURPOSE

A. The purpose of the organization is: (1) To preserve, *(share)* and interpret the maritime heritage of the Great Lakes; (2) To conduct educational **exhibits, displays, seminars, classes and** activities designed to instill appreciation of maritime heritage; (3) *(To be an established interpretive center that interprets and teaches maritime history and preserves traditional maritime skills.)* **To establish and maintain a maritime museum;** (4) To restore and construct replicas representative of indigenous *(boats)* **vessels;** (5) To seek and develop sources of maritime skills and create opportunities to revive and perpetuate them; and (6) To develop alliances with similar organizations in the region for the purpose of education. (7) To receive and administer funds and to operate exclusively to *(promote)* **propound** maritime heritage skills and education.

B. To engage in charitable, scientific, literary, social or education activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions and amendments, or subsequent legislation of the Code as the Board of *(Directors)* **Trustees** may from time to time determine.

C. To acquire, own, dispose of and *(manage)* **deal with** real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the corporation.

ARTICLE III – MEMBERSHIP

A. Membership shall include all persons or organizations interested in historical maritime research and activities, who contribute *(financially on an annual basis through membership)* **annually** to this organization. Such members shall receive notice of and may attend the annual and special meetings of the members of this corporation. The Board of Directors may, from time to time, adopt reasonable rules for the admissions, retention and expulsion of members. Such rules shall be *(published)* consistent with the purposes of the corporation.

(B. Membership Categories to include: Individual/ Couple/ Student and Corporate membership. Couple or family membership includes 2 votes whereas individual, student and corporate memberships are single votes per membership.)

Article III Continued

(C. A student membership is one who is enrolled full-time in an accredited institution of learning or is home schooled and is between the ages of 14 and 24.)

ARTICLE IV – NONPROFIT OPERATION

A. The Corporation shall be operated exclusively for charitable, scientific, literary, social and education purposes within the meaning of Section 501 (c) (3) of the Code as a nonprofit corporation. No (Director) trustee or individual member of the corporation shall have any title to or interest in the corporation property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of (i) any **trustee**, director or officer of the corporation, (ii) any private shareholder or other individual, or (iii) any member of the corporation, which is not an organization described in Section 501 (c) (3) of the Code. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, (directors) trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. **No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence publishing or distribution of statements) any political campaign on behalf of any candidate for public office.** Notwithstanding any other provision of this document, the organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal code.

ARTICLE V – MEETINGS

A. The annual meeting of the members to elect Directors, to receive the annual report of the Directors and other reports, and for the transaction of other business, shall be held each year in the month of November. Written notice of the meeting (shall be mailed out a minimum of 30 days in advance and) shall state the purpose of the meeting, the time, the date, and place where it is to be held.

B. Special meetings of the members may be called by action of the Board of Directors, or (or by the members) by the President, upon the written request (30 days in advance by) of one third of the members or by one third of the Board of Directors. The notice of special meetings shall be in the same manner as prescribed for the annual meeting.

Article V continued

C. At all meetings of the members of the organization, **ten (10) members** (*ten percent (10%) of the membership*) shall constitute a quorum. *(Each) Every member (as follows) shall be entitled to one vote. (A couple /family membership constitutes two (2) votes. Individual, corporate and student memberships shall constitute one (1) vote.)*

D. If for any reason the annual meeting is not held in November of any year, any business, which could have been conducted at an annual meeting, may be conducted at any subsequent special or annual meeting **or by consent resolution.**

E. Any action required or permitted to be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, is signed by **all** (*a simple majority of*) members entitled to vote thereon. Said written consents shall be filed with the minutes of the proceeding of the members and shall have the same effect as a vote of the members for all purposes.

ARTICLE VI – BOARD OF DIRECTORS

A. The business and affairs of the corporation shall be managed and controlled by a Board of Directors consisting of (*a minimum of*) nine (9) (*and a maximum of twelve (12)*) elected persons (*one additional for each three year term*). In addition to the maximum of (*12 twelve*) **nine (9)** elected persons, elected as provided for in paragraphs B. and C. of this Article VI, (*an additional board member*) **tenth (10th) person**, with full voting authority, may be appointed to the Board of Directors by Traverse City Light and Power. Directors must be members of the (*MHA*) corporation.

B. The Board of Directors shall be elected for three (3) year terms. (*A Board Member must retire from active membership on the Board for at least one year after serving three (3) consecutive three-year terms.*) *The beginning of the first 3 year term for any group (class) of board members would take effect at the beginning of 2012.* Members of the Board of Directors will serve out their term or until their successors are elected. The Board of Directors shall take office on January 1 following the year of the election. (*Vacancies occurring on the Board of Directors will be filled until the next general membership meeting by the majority vote of the Directors present at any meeting at which a quorum is present. The position will then be filled for the remainder of the unexpired term by membership vote at the next general membership meeting.*) **Vacancies occurring on the Board, for any cause, may be filled for the unexpired term by the majority vote of the Directors present at any meeting at which a quorum is present. (A person filling a vacancy by appointment by the Board of Directors will be ineligible to be appointed by the Board of Directors to another vacancy on the Board without a one year interruption from the Board. This provision shall not prohibit such person from running for election to any vacancy under Article VI).**

Article VI continued

(C. Ex-Officio Board Members. The Board of Directors may appoint ex-officio members, where their experience is considered beneficial to the leadership of MHA, to serve on the Board. These appointments would be in a non-voting capacity and would need to be re-appointed every three (3) years.)

D. The Board of Directors, shall be elected at the annual **board** meeting, by the members present and by absentee ballots received prior to or at the meeting. (Absentee ballots shall include space for write-in candidates. Nominations may also be made from the floor of the annual meeting.)

E. The Board of Directors shall meet monthly during the year, on such dates and at such times as the members of the Board may, from time to time, decide by resolution. Special meetings of the Board of Directors may be scheduled at any time by the written request (including electronic communication requests) of three (3) members of the Board.

F. Notice of all regular and special meetings of the Board shall be given to each Director at least three (3) days before the meeting, but any meeting of the Board of Directors shall be a legal meeting without notice if each Director waives notice of such meeting by a writing filed with the records of such meeting.

G. (A simple majority of voting Board members must be present) **Six (6) members of the Board shall be necessary** to constitute a quorum, but less than a quorum shall have the power to adjourn from time to time until a quorum is present.

H. Any Director who misses three (3) consecutive meetings of the Board of Directors, without being excused by the President CVO, shall be considered to have filed his/her letter of resignation from the Board of Directors and the position will be considered vacant.

ARTICLE VII – OFFICERS

A. The officers of the organization shall be: a President of the Board, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time (determine.) **determined.**

B. The officers of the organization shall be elected at the first meeting of the Board (when the new board members take office) **after the annual membership meeting.** All officers shall hold office for one (1) year or until their successors are elected and qualified. At any meeting of the Board of Directors and at which a quorum is present, the Directors present may remove any officer, elected or appointed by the Board of Directors, from office with or without cause.

C. The elected officers and the Board of Directors shall not receive, directly or indirectly, any salary or other compensation from the organization (for being a Director of the Board).

ARTICLE VIII – DUTIES OF OFFICERS

A. The President of the Board shall be the chief (*volunteer*) **executive** officer (*CVO*) of the corporation and shall preside at the annual and special meetings of the members and at the regular and special meetings of the Board of Directors. He/she shall call all meetings as herein provided and he/she shall enforce these by-laws and shall perform such other duties, as the Directors shall from time to time prescribe.

B. The Vice President shall perform such duties as may be assigned to him/her by the Board of Directors (and in the absence or disability of the CVO, have the power and perform all the duties of the CVO.)

C. The Secretary shall attend the meetings of the corporation and the meetings of the Directors and shall record upon the books and records of the corporation the proceedings of the Board of Directors at their respective meetings. He/she shall notify the members and the Board of Directors of their respective meetings in accordance with the by-laws and shall perform such other duties, as the Directors shall from time to time prescribe.

D. (The treasurer shall present a financial report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, and make financial information available. He/she shall submit the financial records for an annual review as well as assure the accuracy of required tax related documents.) **The Treasurer shall be the financial officer of the corporation and shall receive and deposit in the bank or banks all the monies of this corporation and shall keep an accurate account thereof. He/she shall make disbursements, subject to such regulations as may be determined, from time to time, by the Board of Directors and shall make reports of the finances of the corporation annually and, whenever requested, to the Board of Directors. At the end of the term of office, he/she shall deliver to the successor: all books, monies and other property of the corporation then in his/her possession.**

ARTICLE IX – COMMITTEES

A. (Ninety (90) days) **Thirty (30) days** before the annual membership, meeting a Nominating Committee, appointed by the Board President (*CVO*) (with approval and consent of the Board of Directors), shall (select and) nominate persons to be elected as Directors at the annual meeting in November. (Such nominations shall be sent out to the membership along with absentee ballots a minimum of 30 days prior to the annual meeting.) Nominations may also be made from the floor of the annual meeting. Individuals wishing to serve on the Board of Directors may petition through letter and resume to the nominating committee once it is formed each year, at least 60 days prior to the annual meeting.

B. The President/CVO, with the approval and consent of the Board of Directors, **shall** (may) appoint, within a reasonable time after the new board members take office **annual meeting, standing committees** (other committees) consisting of as many active members as he/she may deem necessary.

(C. Standing committees shall include finance, nominating, and development committees. Other standing committees may be added as determined by the Board of Directors.)

(D. The President/(CVO) with the approval of the Board shall establish operations committees as necessary to carry out the work of the organization.)

(E. Removal of a committee chair may only be done by the approval of the Board of Directors.)

***NOTE: ARTICLE X is a NEW ARTICLE. If accepted, subsequent articles will be renumbered.

ARTICLE X – Employed Officials and Staff

A. Staff - The Board of Directors may employ Staff who will report to the Board of Directors through the CVO for immediate direction. The Board of Directors shall oversee his/her/their annual performance evaluation. The staff may employ additional staff, as may be required for the conduct of business and programs with the approval and oversight of the Board of Directors. Certain staff as determined by the Board shall be ex-officio member(s) of the Board of Directors and ex-officio member(s) of all committees of the Board without voting powers. He/She/They shall provide support and input to their work. He/She/They shall attend all meetings of the Board if instructed to do so and shall make monthly reports to the Board.)

ARTICLE (XI) X– DISSOLUTION

(Upon dissolution of the organization, after paying or providing for the payment of all of the liabilities of the organization, the assets shall be distributed for one or more exempt purposes and/or organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code) i.e. charitable or education; or shall be distributed to the federal government, or to a state or local government for public purposes as determined by the organization's Board of Directors. No portion of such funds shall be distributed among individual members or for any other purpose.)

In the event of dissolution of this organization (MHA) its assets, REAL and PERSONAL, shall be distributed to such organizations qualified as tax exempt under section 501 (c)(3) for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, for a public purpose to a non-profit, or charitable organization, or foundation compatible with the intent and purpose of MHA Article II and Article IV.

Any asset not disposed of shall be disposed of by a court with jurisdiction in the county in which the principle office of the organization is then located, for such purposes, or to such organization or organizations as are compatible with the intent and purpose of MHA, as said court shall determine, which are organized and operated exclusively for such purpose

ARTICLE (XII) XI – AMENDMENTS

These by-laws may be amended at the annual meeting of the membership of the organization by a majority vote of the members present, or at any special members meeting.

ARTICLE (XIII) XII – BOARD LIABILITY

No volunteer director of the Board shall be personally liable to the organization or its members for any monetary damages for breach of the fiduciary duties as a Director; or Officer, except that this provision shall not eliminate or limit the liability of a volunteer director for any of the following:

- a) A breach of the directors', or officers', duty of loyalty to the organization or its members.
- b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- b) A violation of Section 551 (1) of the Michigan Non-Profit Corporation Act as amended.
- c) A transaction from which the Director derived an improper personal benefit.
- d) An act or omission occurring before January 1, 1988.
- e) An act or omission that is grossly negligent.

The corporation assumes all liability to any person other than the corporation, its shareholders, or its members for all acts or omissions of a volunteer director, or officer, occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer director's, or officer's, duties.

The corporation assumes the liability for all acts or omissions of a non-director volunteer occurring on or after the effective date of the provision if all of the following are met:

- a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- b) The volunteer was acting in good faith.
- c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- d) The volunteer's conduct was not an intentional tort.

Article XIII continued

e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956 being section 500.3135 of the Michigan Compiled Laws.

ARTICLE (XIV) XIII – INDEMNIFICATION

Each person who is or was a trustee, director, member or officer of the corporation or member of a committee of the corporation and each person who serves or has served at the request of the corporation, as a trustee, director, officers, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and; maintain insurance on behalf of any such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify such persons against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification or any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

The organization assumes liabilities to third parties incurred in the good faith performance of volunteer director's, or officer's, duties.

The provisions of Articles XIII and XIV are intended to encompass volunteer directors, volunteer officers, or other volunteer's of the organization in accordance with MCLA 450.2209 (c)(d)(e); MSA 21.197(209)(c) (d) (e); MCLA 450.2541; MSA 21.197 (541); MCLA 450.2556, MSA 21.197 (556).

(ARTICLE XV PARLIAMENTARY AUTHORITY)

(Current Robert's Rules of Order, shall govern the Organization in all cases to which are applicable and not in conflict with the organization's Bylaws.)

The above Proposed Bylaw Revisions are recommended by the Bylaws Committee consisting of the following members:

**Richard Blake
Bob Hoffman
Jerry Freels
George Cummings**

**Woody Wright
Rod Jones
Jim Graczyk**

**Linda Engler
Howard Byrne
Jay Ruzak**

Revision #4 dated 3/21/2011