

GRAND TRUNK WESTERN  
HISTORICAL SOCIETY BYLAWS  
AS ADOPTED MARCH 28, 2014

ARTICLE 1

Section 1. Name

This organization shall be known as the Grand Trunk Western Historical Society. Hereinafter referred to in these bylaws as the "Corporation".

Section 2. Address

The official address shall be PO Box 183682 Shelby Twp, MI 48317

Section 3. Purpose

The organization is a non-profit corporation to educate, provide service and promote fellowship among those interested in the history, current and future activities of the Grand Trunk Western Railroad, Canadian National Railroad, Detroit, Toledo & Ironton Railroad their predecessors and successors.

ARTICLE II

Section 1. Members

1. The Corporation recognizes active members whose applications are accepted, and is current on payment of dues.
2. Honorary members will be recognized by the Corporation and are excluded from payment of dues. The Corporation officers will issue honorary certificates to these members.
3. Honorary members must be approved by a simple majority of officers and directors present at a regularly scheduled board of directors meeting.
4. Period of membership shall be four Semaphore issues for active members.

ARTICLE III

Section 1. Dues

1. All active members shall pay dues to maintain current membership status.
2. Appointed treasurer shall control all dues.
3. Dues rates shall be approved by corporate officers and directors.
4. Dues are to cover all active members for four Semaphore issues upon receipt of dues.
5. All Moneys will be used for nonprofit purposes only to maintain the society's nonprofit status.
6. All checks and money orders shall be made out to GTWHS and handled by the treasurer or appointee.
7. The Treasurer shall report all financial information to the officers and board members, regularly at the Board of Director's meetings.

ARTICLE IV

Section 1. Officers

1. Officers shall be selected by membership - active and honorary.
2. Officers shall serve two-year terms with the elections held at the annual meeting that is held during odd numbered years or in the absence of an annual meeting by mail-in ballot during the fourth quarter of odd-numbered years.
3. To be qualified, persons shall have been a member for a minimum of one year prior to declaring or being nominated for office.
4. Elected officers shall do the duties enumerated in these bylaws but shall do any such additional duties as may be prescribed by the Board of Directors from time to time.

Section 3. President

The president shall

1. Act as chief executive officer of the corporation and shall supervise all affairs of the Corporation.
2. Preside at all meetings of the members and of the Board of Directors
3. Sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, usually where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by

- statue to another officer or agent of the Corporation.
4. Serve as ex-officio member of all committees.

#### Section 4. Vice President

The vice president shall

1. In the absence of the president or in event of his or her inability or refusal to act, perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president
2. Perform such other duties as may be prescribed by the President.

#### Section 5. Treasurer

The Treasurer shall

1. Have charge and custody of and be responsible for all funds and securities of the corporation
2. Receive and give receipts for moneys due and payable to the corporation and promptly deposit all such moneys in the name of the corporation according to the provisions of these bylaws
3. Maintain a record of all other bills to the Board of Directors for approval
4. Maintain a record of all receipts and disbursements in a commonly-accepted form of bookkeeping
5. Prepare a written quarterly report of income and expenditures prior to each regular meeting of the Board of directors. Also, prepare a written annual report of the corporation's financial affairs and condition in a form suitable for publication or distribution to the corporation's members
6. File all tax documents and returns required by state or federal law
7. Perform all other duties incident to the office of treasurer as prescribed by the Board of Directors.

#### Section 6. Secretary

The secretary shall

1. Keep complete and accurate minutes of the meetings of the members and of the Board of Directors and distribute to all directors the minutes from the prior BOD meeting within 30 days preceding the next meeting.
2. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law
3. Be custodian of the corporation records including, but not limited to the articles of incorporation and bylaws, minutes of member meetings and of the Board of Directors and all written reports incident thereto
4. Following each regular annual meeting, submit the original copies of the minutes and reports of the previous year for permanent inclusion into the corporate archives.

#### Section 7. Editor

1. The editor is responsible for writing and having the newsletter published in an established quality forum as directed by the Board of Directors.
2. The editor has the responsibility for the mailing of the newsletters to all current members in good standing
3. The editor has the right to decide what will be published in the newsletter, so long as the content is in the historical nature of the society
4. The editor shall be appointed by the Board of Directors and shall serve in such a capacity at the pleasure of the Board of Directors

### **ARTICLE V**

#### Section 1. Voting

1. All members (active and honorary) are eligible for one vote in any voting process.
2. During elections or voting of any other corporate matter, a majority vote is required for corporate matters to be approved and implemented

#### Section 2. Expulsion of members

1. Any expulsion of a member shall be approved by majority vote of the Board of Directors through a special meeting
2. Expelled member rights and privileges will be terminated and membership will not be recognized

### **ARTICLE VI** **Board of Directors**

#### Section 1. General Powers

Its Board of Directors shall manage the business affairs of the corporation. The BOD shall consist of:

- Five elected directors
- Four officers serving as ex officio directors
- The corporation's immediate past president

## Section 2. Election of term

1. Directors shall be selected by the membership - active and honorary.
2. Directors shall serve two-year terms with the elections held at the annual meeting that is held during odd numbered years or in the absence of an annual meeting by mail-in ballot during the fourth quarter of odd-numbered years.
3. To be qualified, persons shall have been a member for a minimum of one year just prior to declaring or being nominated for office.
4. The five candidates for director receiving the greatest number of votes shall be elected.
5. Each elected director shall take office immediately following his or her election and shall hold office until the next election.
6. The officers shall serve as ex officio members of the BOD concurrent with their terms as officers.
7. The immediate past president shall serve as a member of the BOD until he or she has a successor as past president.

## Section 3. Eligibility and nomination

1. Any member eligible to vote may be nominated as an elected director.
2. Directors need not be residents of the state of Michigan, as long as it does not interfere with their duties as a director.
3. Board of Director members must attend 50% of the meetings per year and not miss more than two consecutive meetings.
4. Nominations may be made by any member and shall be delivered in writing to the vice president no later than 90 days prior to the regular annual meeting of the members or any special meeting at which directors are to be elected. A nominee shall be placed on the ballot only with the nominee's consent.

## Section 4. Regular meetings

1. A regular annual meeting of the Board of Directors shall be held each year, without any other notice than this bylaw, concurrent with and in the same place as the regular annual meeting of the members.
2. The BOD shall hold additional regular meetings at least three times, but no more eleven times during each calendar year.
3. The location of the meetings shall be at the Durand Union Station or a location chosen by the BOD.
4. A quorum to conduct such meetings shall consist of (5) five, (4) four of which are from the board of directors.

## Section 5. Vacancies

A vacancy in any elected office or directorship because of death, resignation, removal, disqualification or otherwise, may be filled by the affirmative vote of a simple majority of the remaining directors at a called meeting.

## **ARTICLE VII Committees**

### Section 1. Creation

1. The BOD may create one or more committees and appoint directors or such persons as the BOD designates to serve on the committee or committees. The members of each committee shall include two or more directors and a majority of its membership shall be directors.
2. All committee members shall serve at the pleasure of the BOD. Unless otherwise provided by these bylaws or by the BOD, each committee shall exist for a one-year period from the time of its creation. The members of each committee shall select a chairperson and the chairperson shall report to the BOD.

### Section 2. Meetings

Subject to all the provisions of these bylaws or actions by the BOD, a committee may determine the time and place of the meetings of the committee and the notice required thereof by a majority vote of its members. A committee may act by unanimous consent in writing without a meeting.

### Section 3. Powers

Each committee may exercise the authority of the BOD to the extent specified by the BOD or in the articles of incorporation or bylaws, except as limited by the State of Michigan nonprofit corporation act.

## **ARTICLE VIII**

### Electronic transmission and remote communication

#### Section 1. Electronic transmission

1. In accordance with Michigan Public act 9 of 2008, the corporation will allow electronic transmission for BOD business rather than written notice where BOD members have e-mail addresses on record with the membership chairperson.
2. It is the BOD member's responsibility to keep a current e-mail address on file with the membership chairperson
3. If a BOD member does not possess an e-mail address, BOD business will be conducted by US Mail.

#### Section 2. Remote communication

1. In accordance with Michigan Public act 9 of 2008, the corporation will allow the use of conference telephony and/or remote communication to hold BOD meetings.

#### Section 3. Voting

1. In accordance with Michigan Public act 9 of 2008, the corporation will allow the use of electronic transmission for votes on corporate business.
2. Electronic voting shall follow the e-mail protocol as described in Robert's Rules of Order.

#### Section 4. Meetings

1. In accordance with Michigan Public act 9 of 2008, the corporation will allow the use of conference telephony and/or remote communication to hold BOD meetings.

### **ARTICLE IX Amendments to bylaws**

These bylaws may be altered, amended or repealed and new bylaws may be adopted at any meeting of the BOD at which a quorum is present by the affirmative vote of 2/3 of the directors present. All proposed amendments shall be in writing and shall be delivered to each director present before being submitted to a vote.

### **ARTICLE X Parliamentary Authority**

The rules contained in the current edition of **Robert's Rules of Order Simplified and Applied** shall govern the society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the society may adopt.

### **ARTICLE XI Dissolution**

In the event of dissolution of the corporation, the officers and directors shall, after dissolving all liabilities of the corporation, dispose of all assets of the corporation to such organizations organized exclusively for charitable, educational or scientific purposes as governed by the US Internal Revenue Code of 1954, Section 501(c) 3.