



TENTATIVE agenda

City of Boyne City
Founded 1856

319 N. Lake Street

Boyne City, Michigan 49712
www.cityofboynecity.com

Phone 231-582-6597
Fax 231-582-6506

BOYNE CITY HISTORICAL COMMISSION MEETING

Monday March 19, 2018, 7:00 p.m.

City Hall

I. CALL TO ORDER

II. ROLL CALL

III. APPROVAL OF THE MINUTES

Approval of the January 15, 2017 Boyne City Historical Commission Board meeting and February 21, 2018 Special Boyne City Historical Commission Board meeting.

IV OLD BUSINESS

A. none.

V NEW BUSINESS

- A. Update from Asuka Barden on Heritage Center progress.
- B. Budget review.

VI. CITIZEN COMMENTS

VII COMMUNICATIONS

A. Heritage Center Bylaws

VIII NEXT MEETING, April 16, 2018

IX ADJOURNMENT



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BOYNE CITY HISTORICAL COMMISSION

Minutes of January 15, 2018
7:00 pm
City Hall

CALL TO ORDER: 7:05 PM

PRESENT: Barden, Sansom, Hewitt, Dawson, Alexander, Raycraft.

ABSENT: Kelts

GUEST: Monica Kroondyk and Kecia Freed.

APPROVAL OF MINUTES: Minutes of the November 13, 2017 meeting, Alexander motioned to approved, Raycraft second, all ayes.

OLD BUSINESS:

A. None

NEW BUSINSESS:

- A. Update from Asuka Barden on the progress of the new Historical Board. Progress is moving along very well and they hope to have a better timeline at our next meeting. Asuka showed a power point presentation to highlight the time line.
- B. Motioned by Dawson to keep the current officers until such time that the board will be eliminated, second by Alexander, all ayes.

CITIZENS COMMENTS:

None

COMMUNICATIONS:

None.

Next Meeting: February 19, 2018 7:00 pm.

Adjourned: motioned by Raycraft, second by Alexander to adjourn meeting at 8:13 pm.

BOYNE CITY HISTORICAL COMMISSION

Minutes of February 19, 2018

7:00 pm
City Hall

CALL TO ORDER: 7:05 PM

PRESENT: Barden, Hewitt, Dawson, Alexander.

ABSENT: Kelts, Sansom and Raycraft

GUEST: Monica Kroondyk, Kecia Freed, Gow Litzenburger, Tamara Weidlich and Tom Bernardin.

No Quorum

Barden gave an update from the Boyne Heritage Center Board.

Next Meeting: Special Meeting February 21, 2018 7:30 am.

Adjourned: 8:00

Special Meeting

BOYNE CITY HISTORICAL COMMISSION

Minutes of February 21, 2018

7:30 am
City Hall

CALL TO ORDER: 7:35 AM

PRESENT: Hewitt, Dawson, Alexander and Raycraft.

ABSENT: Kelts, Sansom.

GUEST: None

Approval to contract Joe Hines with Project Arts & Ideas for Phase II Concept Design in the amount of \$16,400.00, motioned by Dawson, second by Raycraft, all ayes.

Approval for Boyne Heritage Center Board filing fees for 501C3 for \$420.00, motioned by Raycraft, 2nd by Dawson, all ayes.

Approval to purchase original time clock from the old railroad office from Howard Ball for \$700.00, Dawson motioned 2nd by Alexander, all ayes.

Next Meeting: March 19, 2018 7:00 pm.

Adjourned: 7:56 am

THE BOYNE HERITAGE CENTER

By-Laws

Approved/adopted 12/6/2017

Article I – Name and Purpose

Section 1 – Name and Organization

The name of this organization is The Boyne Heritage Center. This corporation is a Michigan non-profit organization whose existence shall be perpetual. The organization is directed by a Board of Directors and maintains its corporate office in the State of Michigan. Its registered office is located at 319 North Lake Street, Boyne City, MI, 49712.

Section 2 - Purpose

Its purpose is to promote the collection, preservation, educational interpretation and display of the Boyne City area's artifacts, documents, events and history, its people and institutions, its cultural and economic development. Likewise, the primary goal of the corporation is to preserve the Boyne City area's heritage for the benefit of present and future citizens.

This corporation shall hold, and may exercise, all such powers as may be conferred upon a nonprofit corporation by the laws of the State of Michigan and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event, shall the corporation engage in activities that are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code. This corporation has been formed under the Michigan Nonprofit Corporations Act (the "Law") for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of lobbying or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article II – Dedication of Assets

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director, or officer of this corporation. On liquidation or

dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to The City of Boyne City.

Article III – Board of Directors

Section 1 – Board Size

The business and programs of this corporation shall be managed and controlled by a community-based Board of Directors consisting of not less than five (5) and not more than eleven (11) duly elected voting Board of Directors (*hereinafter "Directors"*), who share the mission and goals of the corporation.

The number of directors may be changed by amendment or revision of these bylaws, or by repeal of these bylaws and adoption of new bylaws.

Section 2 – Board Compensation

Directors shall be volunteers and receive no compensation for their services, except on occasion for responsible and necessary expenses directly related to specific assignments of the corporation as may be approved by the Board of Directors.

Section 3 – Terms

Directors elected at Annual Meetings shall serve a term of three (3) years and the Board shall maintain staggered terms of service as deemed appropriate. A full term commences with the date of election and ends at the subsequent, third Annual Meeting of the corporation.

Section 4 – Meetings and Notice

The Board shall meet at least quarterly at an agreed-upon date, time and place. An official board meeting requires that each Director have written notice and an agenda at least one (1) week in advance of the meeting. Special called meetings of the Board shall be held at the discretion of the Board President or by a majority vote of the Board of Directors. Notices for such special meetings shall be provided to the Directors by email at least three (3) days before the announced time, date and place.

Section 5 – Meeting minutes and general Guidelines

Written minutes detailing Directors present and actions taken shall faithfully record each meeting. There shall be no electronic recording made of any meeting. At the beginning of the subsequent meeting, the recorded minutes from the previous meeting shall be read and accepted by Board vote.

All meetings of the corporation and its committees shall adhere to procedures set forth in Robert's Rules of Order (current edition), unless otherwise modified herein by these Bylaws.

Section 6 – Quorum

A simple majority of Directors then serving shall constitute a quorum for the conduct of business with, thereafter, a simple majority vote required for action on motions. Each duly elected Director shall have one vote. Proxy shall not be permitted.

Section 7 – Election Procedures

Election of officers shall occur each year as necessary during the Annual Meeting. Each officer shall be elected by the Board of Directors and serve for a period of three years. All vacancies in these offices shall be appointed by the Board of Directors, for the remainder of that officer term. Directors so elected shall assume their positions at the next meeting of the Board of Directors.

Section 8 – Officers and Duties

There shall be four officers of the Board, consisting of a President, Vice-President, Secretary, and Treasurer. In the event of a vacancy, one person may serve two offices concurrently, until the vacancy can be filled or until the next election, whichever comes first. The President may not also serve as the Treasurer or the Secretary. Officer duties are as follows, plus such additional duties as the Board of Directors shall from time to time assign:

8.1: Duties of Board President – The President shall preside at all meetings of the Board of Directors, guide fundraising efforts, exercise general oversight of corporate business and perform such other duties as may from time to time be assigned by the Board of Directors. The President may serve as an ex-officio member of those standing and special committees established by the Board. The President may serve no more than two consecutive elected terms. By invitation of the Board, the immediate past Board President may serve as a voting member on the Board of Directors for a period of one year.

8.2: Duties of Vice-President – Upon disability or absence of the President, the Vice President shall perform the duties of the Board President and such other duties as may be assigned by the Board of Directors. The Vice President also leads fundraising efforts and organizes the corporation's Annual Meeting and may serve, at their discretion, as an ex-officio member of all committees.

8.3: Duties of the Secretary – The Secretary shall record the minutes of all meetings of the Board of Directors, maintain records of committee meetings, provide for the safe keeping of all official contracts and records of the corporation, and publish notices of scheduled meetings as required in these Bylaws.

8.4: Duties of the Treasurer – The Treasurer shall be responsible for the prompt deposit of all receipts, an accurate accounting of income and expenditures, and shall present a written financial report to the Board of Directors at monthly meetings. The Treasurer shall maintain the financial records of the corporation using generally acceptable accounting practices and shall perform those other duties inherent to the office of Treasurer. The Treasurer shall render to the President and Directors, whenever they request it, an account of all of the treasurer's transactions and of the financial condition of the corporation. The treasurer shall chair the Finance Committee, assist in the preparation of the budget, and help develop fundraising plans. Additionally, the treasurer shall prepare or oversee the preparation of annual reports to the MI Corporation and Securities Bureau, IRS and The City of Boyne City.

Section 9 - Honorary Titles

The Board of Directors may from time to time award certain friends of the corporation with honorary titles as it may deem prudent to advance the mission and goals of The Boyne Heritage Center. Such honorary titles shall not carry any obligations, powers or duties within this corporation.

Section 10 – Vacancies

Vacancies may occur due to death, resignation, or removal of a Board Member, through an increase in the number of board positions, or due to other circumstances. When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new Board Director(s) from present Directors two weeks in advance of a board meeting. These nominations shall be sent out to Directors with the regular board meeting announcement, to be voted upon at the next meeting. These vacancies will be filled only to the end of the vacating Director's term. Such Directors appointed for a term of less than two years shall then be eligible for an additional two full terms as defined in these Bylaws.

Section 11 - Resignation, Termination, and Absences

Resignation from the Board must be in writing and received by the President or the Secretary, and is effective upon giving such written notice unless the notice specifies a later date for the effectiveness of the resignation. If the President resigns, the Vice-President immediately assumes the position of President. The Board of Directors may

through a simple majority vote agree to accept a resignation made in person or by telephone to the President. A Director may be terminated from the board due to excess absences; more than two unexcused absences from board meetings in a year shall be considered excess absences. A Director may be removed for any other reason by a two-thirds (2/3) vote of the remaining Directors. Resignation from an office on the board must be in writing and received by the Secretary. Each Director must maintain a high commitment to the stated mission and goals, and exhibit the highest ethical standards in the conduct of business as suggested in the most recent American Association of Museums (AAM) "Code of Ethics for Museums." Those Directors brought into question under this rule shall have a hearing before a special committee of the Board and, when their behavior is judged to be in conflict with the AAM Code of Ethics or incompatible with the best interest of the corporation, shall forfeit their office as a Director.

Section 12 - Standing and Special Committees

12.1: Operating, Communications and Fundraising Committee – shall have a responsibility to advise the Board on appropriate budgeting and accounting practices as a nonprofit corporation. Other functions of this Committee shall be to propose an annual budget, monitor income and expenditures and recommend an auditor to conduct the annual audit as specified in these Bylaws. The Treasurer of the corporation shall serve as a voting member of this committee. This committee additionally has the responsibility of seeking funds necessary for the operation and maintenance of The Boyne Heritage Center. This function may be accomplished through governmental budgets, grants, corporate sponsors, personal contributions, in-kind services, special fundraising events and similar resources.

12.2: Collection and Conservation Committee – shall assist staff, officers, Directors with the acquisition and maintenance of corporate properties and facilities and conduct an annual equipment inventory. The committee shall also submit recommendations to the Board on leases, licenses, insurance, real property purchases and similar related matters. Additionally, this committee shall be responsible for those policies, procedures and forms that provide for the acquisition, preservation, storage, security, cataloging and display of items donated or loaned to the museum. Other duties include oversight of an annual inventory of collections and the periodic assessment of preservation and conservation needs.

12.6: Special Committees – Administrative, managerial, advisory and special project committees or subcommittees may be established by the Board President as deemed necessary for the efficient operation of the museum. Each committee thus created shall advise the Board of Directors on matters related to achieving the stated mission and goals of The Boyne Heritage Center.

12.7: Committee Membership – The Board of Directors shall appoint committee membership from among the Directors and designate the chair for each committee thus appointed, unless stipulated otherwise in these Bylaws. Committee Chairs shall be responsible for recording minutes of each meeting and providing a copy to the Recording Secretary.

12.8: Terms of Committee Membership – Members of standing committees shall serve one year or until the next Annual Meeting of the corporation, which ever occurs first. At the discretion of the Board of Directors, members of Standing Committees may continue to serve until a successor is appointed. Members of Special Committees shall serve for one year or less, as specified when the committee is established.

Article IV: Finance and Audits

Section 1 - Fiscal Year

The corporation's financial year shall commence on the first day of May and end on the thirtieth day of April of the following calendar year.

Section 2 - Funds and Property

All funds and property held by the corporation are maintained in trust for the purposes authorized in its charter and only in accordance with its official Mission and Goals. Bequests, gifts, loans and donations must first meet published corporation "Guidelines for Donations." Each officer, employee, volunteer or its agent, having custody of corporation funds or property, is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of the corporation.

Section 3 - Records and Reports

Finances of the corporation shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Board of Directors.

Section 4 - Deposits & Disbursements

All cash, restricted and reserve funds of the corporation shall be deposited in banks or depositories under the name of The Boyne Heritage Center. Any and all disbursements from such accounts shall be made only by checks or similar money orders. For disbursements up to \$250.00, checks or similar money orders may be signed solely by

the Treasurer. The Treasurer and Board President must sign larger checks or money orders. Only banks or depositories that are members of the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corp may be used, unless the Board of Directors consent to use another investment or depository.

Section 5 – Audits

The accounts of this corporation shall be audited within 180 days of the end of each fiscal year provided, however, an additional ninety (90) days may be granted by a vote of the Board. Such audit shall be made by a competent, certified public accountant of recognized standing who is not an officer of the corporation. Upon written request, audit reports shall be made available to corporation Directors and to any appropriate judicial authority.

Article V: Dissolution of the Corporation

Section 1 - Dissolution Rule

If necessary, the Board of Directors shall call a special meeting for the sole purpose to voluntarily dissolve this corporation. At that time all assets and funds, along with all minutes and records, shall be promptly transferred into the custody of The City of Boyne City. In this rule, every attempt will be made to satisfy the corporation's mission.

Section 2 - Optional Rule

In the event no Board of Directors exist, or the Board of Directors refuse or fail in a reasonable period to dissolve the corporation, upon application by any officer or member, the Circuit Court of Charlevoix County shall dissolve the corporation in a manner consistent with the above rule and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 and the laws of the State of Michigan.

Article VI – Annual Meeting

Section 1 – Annual Meeting

An annual meeting of the members shall take place in the month of May, the specific date, time, and the President shall designate location of which. At the annual meeting, as previously stated, elections may be held; Directors may approve other actions as provided in these bylaws, and receive reports.

Article VII – Standard of Care

Section 1 – General

A Board Director shall perform the duties of that position, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner believed to be in the best interest of this corporation and with such care, including reasonable inquiry, and reasonable consideration of concerns expressed by other Directors, as an ordinarily prudent person in a like situation would use under similar circumstances. A person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including any actions or omissions which exceed or defeat a public or charitable purpose to which the corporations, or assets held by it, are dedicated.

Section 2 – Conflict of Interest

The Board of Directors shall adopt a Conflict of Interest policy, the purpose of which is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable Michigan and federal laws applicable to nonprofit and charitable corporations.

Section 3 – Periodic Reviews

Periodic reviews shall be conducted 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. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether Boyne Heritage Center staff compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
2. Whether partnerships, joint ventures, and arrangements with management corporations 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; when conducting the periodic reviews, the Corporation may use outside advisors. The use of such experts shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

Section 4 – Indemnification

To the fullest extent permitted by law, this Corporation shall indemnify its “agents,” including its directors, officers, and volunteers, and including persons formerly occupying any such position, and their heirs, against all expenses, judgments, settlements, and other amounts actually and reasonably incurred by them in connection with their carrying out the ordinary activities of the organization. The corporation shall have the power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent or the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

Article VIII – Committees

Section 1 – Committee Formation

The Board of Directors may, by resolution adopted by a simple majority, providing a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent specifically delegated in the resolution or in these bylaws. Each committee shall consist of one or more Directors, and may also include other interested persons, to serve at the pleasure of the Board. Committee members shall be Directors of the corporation, except that each committee may, at the discretion of the Committee Chair, include any person who is not a member of the corporation to provide professional expertise or other relevant skills. The President of the Board of Directors shall appoint the Committee Chair, who must be a Director. No committee shall bind the corporation in a contract or agreement or expend corporate funds unless specifically authorized to do so by the Board of Directors.

Section 2 – Finance Committee

The Treasurer is the chair of the Finance Committee, which includes two other persons, at least one of whom must be a board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, including asset management; developing an annual budget with other board members; assisting with the fundraising plan; and preparing all federal and state tax forms. The Board must approve the budget and all expenditures must be within budget. Any major changes to the budget must be approved by the board. The Board must also review and approve all federal tax forms prior to their submission. The fiscal year shall begin on May 1 and end on April 30th of the following calendar year. Annual reports shall be submitted to the Board showing income, expenditures, pending income, and assets. The financial records of the organization are public information and shall be made available to Directors and the public.

Section 3 – Audit Committee

The Board may appoint an internal Audit Committee, which shall consist of two or more persons with appropriate qualifications to audit the financial statements of the corporation. The committee shall not include a current officer of the board, or any person with a material financial interest in any entity doing business with the corporation, or more than one member of the Finance Committee. The Audit Committee shall perform annual audits of the corporation's financial reports and shall recommend the hiring and termination of an independent certified public accountant to the Board of Directors, to perform periodic audits as needed under the Audit Committee's supervision. Each member of the board of directors shall receive a written copy of the complete audit. This audit shall be reviewed at the next scheduled meeting of the Board of Directors and accepted or rejected, which action shall be recorded in the minutes.

Article IX – Remote Communication and Electronic Transmission

Section 1 - Participation of Directors By Remote Communication

Any Board of Directors meeting, regular or special, may be held by conference call, live web conferencing or similar live communication equipment, so long as each Director participating in the meeting can communicate concurrently with all other Directors and each Director is provided the means of participating in all matters before the Board, including and not limited to the capacity to propose or interpose an objection to a specific action being taken by the corporation, and all Directors participating in the meeting can hear one another; all Directors communicating in such a manner shall be deemed and recorded to be present in person at such a meeting.

Article X – Records and Reports

Section 1 – Maintenance and Inspection of Articles and Bylaws

The President and the Secretary shall keep the original or a copy of the corporations Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times.

Section 2 – Maintenance and Inspection of Federal Tax Exemption and Annual Information Returns

The President and the Secretary shall keep a copy of the corporation's IRS 1023 completed forms, any additional federal tax exemption application and its annual

information returns for seven years from their date of filing, which shall be open to public inspection and copying to the extent required by law, at all reasonable times.

Section 3 – Maintenance of Other Corporate Records

The President, Secretary, and Treasurer shall keep adequate and correct books and records of accounts; written minutes of the proceedings of its Board, and committees of the Board; and all correspondence between the corporation and other organizations or persons. All such records shall be kept at a place designated by the Board of Directors. Upon leaving office, each officer of the corporation shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts, and other property of the corporation, including any gifts received, as have been in the custody of such officer during his or her term of office.

Section 4 – Right to Inspect

Every Director shall have the absolute right at any reasonable mutually-agreed upon time, to inspect all books, records, and documents of every kind and the physical properties of the corporation. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 5 – Preparation of Annual Financial Statements

The corporation shall prepare annual financial statements using generally accepted accounting principles (GAAP). Such statements shall be audited by the Audit Committee, and periodically by an independent certified public accountant under the supervision of the Audit Committee, in conformity with GAAP. The corporation shall make these financial statements available to the City of Boyne City, the State of Michigan and to the public no later than nine (9) months after the close of the fiscal year to which the statements apply.

Section 6 – Reports

The Board shall cause an annual report to be sent to all directors within 120 days after the end of the corporation's fiscal year. The report shall contain the following information:

1. The assets and liabilities of the corporation at the end of the fiscal year;
2. The principal changes in assets and liabilities during the fiscal year;
3. The revenues or receipts of the corporation, both unrestricted and restricted for particular purposes, for the fiscal year;

4. The expenses or disbursements of the corporation for both general and restricted purposes during the fiscal year; and
5. The information required by Law to be disclosed regarding self-dealing.

The report shall be accompanied by any pertinent report of the Audit Committee or independent auditors.

Article XI – Amendments

The Board of directors may adopt, amend, or repeal bylaws by an affirmative vote of a majority of the Directors then in good standing provided appropriate notice of the amendment is provided. Amendments to these Bylaws require two-thirds (2/3) approval by Directors present and voting.

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Certification by Board of Directors' Recording Secretary

These bylaws, consisting of twelve (12) pages, were approved and adopted by a majority vote of the Board of Directors on December 6th, 2017.

Secretary Signature

Date

Sara B. Shifrin, Recording Secretary, The Boyne Heritage Center