

**Articles of Incorporation**  
**The Pittsfield Township Historical Society**  
**(as amended October 2001)**

**Article I**  
**NAME**

This organization shall be named THE PITTSFIELD TOWNSHIP HISTORICAL SOCIETY.

**Article II**  
**PURPOSE**

**Section 1:** The purpose of this society shall be to promote, stimulate and support interest in all aspects of American, Michigan, Washtenaw County and especially Pittsfield Township history.

**Section 2:** The Society in cooperation with Pittsfield Charter Township's Ordinance No. 230 and bylaws of the Pittsfield Township Historical Commission shall provide for the preservation of historically important resources. Consistent with this objective, the Society will strive to collect resources, acquire facilities to house resources, recruit human assets to process and care for resources, as well as implement technologies to preserve and provide physical and virtual access to resources.

**Section 3:** The Society shall periodically publish historical information, provide interesting and informative material and other items for distribution to its members. Meetings shall be held with special entertainment pertaining to history such as addresses, lectures, papers or discussions regarding various subjects. The public shall be informed of the activities of the Society by publications in local and area-wide newspapers and interaction with local radio and television stations. Society activities and resources also will be promoted via the Society's Web site, and by other current and future technologies.

**Section 4:** The Society is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3).

**Section 5:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

**Section 6:** Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Specifically, in compliance with this Section, the Pittsfield Township Historical Society will seek to distribute funds to the qualifying organization(s) that most closely approximate(s) the mission stated in

Section 1 and 2 above. For example, should Pittsfield Charter Township sustain and support a Historical Commission, this may be the most appropriate recipient of Historical Society assets -- with the provision that such materials and/or moneys shall remain within the limits of the Township and be used specifically for historic purposes. In the eventuality that such an option is not present, the Board of Directors of the Historical Society will consult with the Pittsfield Township Board to determine the successor agency(ies) for receipt of assets.

### **Article III MEMBERSHIP**

**Section 1: Individual** -- any person interested in the purposes of the Society holding one (1) vote for the purposes of elections and amending organizational documents.

**Section 2: Family** -- all those persons in one household holding a total of two (2) votes for the purposes of elections and amending organizational documents.

**Section 3: Other** -- categories of membership established to recognize contributions beyond normal individual and family membership. These categories are defined in the Bylaws: Article I -- Membership and Dues, and Article II: Special Gifting Categories and Donors. Voting rights for these categories are defined in the respective Bylaws.

### **Article IV ANNUAL MEETING AND FISCAL YEAR**

**Section 1:** The annual meeting of the Society shall be held on the second Wednesday of October each year. The purpose of the annual meeting shall be to effect the orderly transfer of business from the outgoing officers to the newly elected officers and to conduct such other business as may be properly conducted.

**Section 2:** For accounting purposes, the fiscal year of the Society shall begin on October 1 of each year and end on September 30 of the succeeding year.

### **Article V OFFICERS AND BOARD OF DIRECTORS**

**Section 1:** The officers of the Society shall be elected as follows:

- President \*
- Vice President \*
- Secretary \*
- Treasurer \*
- Historical Commission Liaison \*
- Historian \*
- Chair of the Program Committee \*
- Trustees -- variable number, to achieve a Board of Directors consisting of nine (9) members.

\* A Board Member may hold more than one of these positions concurrently -- except that the President and Vice President shall NOT be the same person.

**Section 2:** The terms of office shall be defined as follows:

a. Term of office for the President, Vice President, Secretary, Treasurer, Commission Liaison, Historian, and Chair of the Program Committee shall be for two (2) years each.

b. Term of office for the Trustees shall be for two (2) years each.

**Section 3:** The officers and trustees shall constitute the Board of Directors, which shall meet regularly on a schedule that shall be set by itself with proper and timely notice to the membership of the Society.

#### **Article VI**

#### **ELECTION AND REMOVAL OF OFFICERS**

**Section 1:** All officers shall be elected by secret ballot from a list of candidates selected by the Nominating Committee (See By-Laws Article IV, Section 2a) by those active members in good standing present and voting at the annual meeting.

**Section 2:** Any member of the Society wishing to nominate an individual to any office may contact the chairperson of the Nominating Committee by the second Wednesday of September prior to the Annual Meeting.

**Section 3:** Nominations also may be made by any member of the Society any time prior to balloting at the Annual Meeting. Any nominations made after the deliberations of the Nominating Committee shall be added to the slate of candidates upon affirmative vote of the majority of members present at the Annual Meeting. A candidate for election shall be a member in good standing.

**Section 4:** Officers shall be installed at the close of the Annual Meeting at which they are elected and shall serve until their successors have been duly elected and installed. In the event of a resignation or incapacity of any officer, except the President who shall be succeeded by the Vice President, the vacancy shall be filled by a vote of the Board of Directors for the balance of the unexpired term of office.

**Section 5:** An officer or officers may be removed from office for cause by a two-thirds (2/3) majority vote of Society Members in good standing and present at any regular or special meeting called for such purpose provided that:

- a. notice of the proposed action was given at a previous meeting, or
- b. written notice of the proposed action was provided to each Society Member in good standing.

#### **Article VII**

#### **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

**Section 1:** These Articles of Incorporation may be amended at any time at any regular meeting of the Society or at a special meeting called for that purpose by a two-thirds (2/3) vote of those present provided that:

- a. notice of the proposed action was given at a previous meeting or
- b. written notice of the proposed action was provided to each Society member in good standing.

**Section 2:** The membership of the Society shall be notified five (5) days in advance of a special meeting.

**Section 3:** All proposed amendments to these Articles of Incorporation shall be presented in writing.