

BY-LAWS  
OF  
THE GRAND ARMY OF THE REPUBLIC, DEPARTMENT OF MICHIGAN,  
JAMES B. BRAINERD POST 111 MEMORIAL HALL AND MUSEUM, INC  
DBA  
MICHIGAN'S GRAND ARMY OF THE REPUBLIC (G.A.R.)  
MEMORIAL HALL AND MUSEUM

ARTICLE I. PURPOSES AND ORGANIZATION OF CORPORATION.

Section 1.01. Purposes. The purposes of the corporation are solely to own, operate and maintain a museum containing collections of papers, artifacts, photographs, arms, clothing, and personal properties of members of the Grand Army of the Republic, its Allied Orders, and related post-Union Civil War organizations, United Confederate Veterans, and Civil War Memorabilia, and exclusively for charitable, cultural, and educational purposes under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.

Section 1.02. Offices. The principal office of the corporation in the State of Michigan shall be located at 224 South Main Street, Eaton Rapids, MI 48827. The corporation may have such other offices, either within or without the State of Michigan, as the Board of Directors may designate from time to time.

Section 1.03. Prohibition on Distributions. 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.

Section 1.04. Prohibition on Political Activities. 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) by 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 1.05. Powers. The corporation is empowered to acquire, own, dispose or and deal with real and personal property, tangible or intangible, to receive gifts, grants, bequests and proceeds thereof to further such purposes, and to apply for such gifts, grants, and bequests.

## ARTICLE II. BOARD OF DIRECTORS

Section 2.01. General Powers. The Directors shall act only as a board and an individual Director shall have no power, except as authorized by these By-Laws or by action of the Board to bind the corporation as such, unless there is at the time only one Director. All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors, subject, however, to such limitations as are imposed by law, the articles of incorporation, or these bylaws.

Section 2.02. Appointment, Number, Tenure, Terms, and Qualifications. The Board of Directors shall at all times consist of nine [9] persons: each appointed for three [3] year terms. The nine [9] persons shall initially be appointed by the incorporators of the corporation as Directors. One-third of the Directors shall be initially appointed for a three [3] year term; one-third shall appointed for a two [2] year term; and one-third appointed for a one [1] year term. Thereafter, new Directors shall be appointed by Board of Directors except those Directors whose term terminates in the current year of service may not vote on the appointment of a new Director. Directors shall serve a three-year term, or such shorter term as may be necessary to achieve continuity in board composition. If an *ex officio* Director is nominated by an organization of which the Director is an employee, that *ex officio* Director's term shall cease upon the termination of the Director's service in the organization resulting in their *ex officio* appointment to the Board. Other than *ex officio* members, the term of a Director shall commence on appointment and qualification, and terminate upon June 30th of the last year of their term of annual appointment and the appointment and qualification of their successor in office.

a. In order to ensure that the corporation reflects the diversity and scope of interest in the museum and its program by the larger community, the Board of Directors should be composed of individuals who reflect components of the various segments of society served by the museum and its programs. The Board of Directors shall be the sole arbiter as to whether a particular person is qualified as a director and representative of a particular segment of the community.

b. Nominations may be made by any person or organization. However, nominations made by the following organizations within the larger community shall be given priority in appointment to the Board:

- i. One nomination selected by the governing body of the municipality in which a museum facility is situated, currently the City Council of the City of Eaton Rapids, Michigan;
- ii. One nomination selected by the Sons of Union Veterans - Michigan Department.

The number of Directors may be changed from time to time by resolution of the Board of Directors. Directors shall serve until their successors are duly elected and qualified, or until such Director resigns or is deemed to have resigned as herein provided. A director may be removed during his or her term by majority vote of the directors.

c. For attendance purposes only, Board members may designate in writing an alternate who is a representative of the Board member's organization.

d. Vacancies in the Board of Directors resulting from any cause, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of the remaining Directors, or by a sole remaining Director.

e. Qualification shall be by the taking of an oath of office in such manner and form as determined from time to time by the Board of Directors.

Section 3.03. Regular Meetings. The Board of Directors shall meet at least twice annually, at such time and date as provided by resolution of the Board or on such other date or at such other address as is specified by the President, at 224 South Main Street, Eaton Rapids, Michigan. In addition, the Board of Directors may provide, by resolution, another time, date, and place of such meeting, either within or without the State of Michigan, and for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 2.03. Regular Meetings. The Board of Directors shall meet at least twice annually, at such time and date as provided by resolution of the Board or on such other date or at such other address as specified by the President, at 224 South Main Street, Eaton Rapids, Michigan. In addition, the Board of Directors may provide, by resolution, another time, date, and place of such meeting, either within or without the State of Michigan, and for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 2.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place either within or without the State of Michigan as the place for holding any special meeting of the Board called by them.

Section 2.05. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail, fax, or e-mail to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

Section 2.06. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time.

Section 2.07. Manner of Acting. The act of a majority of the Directors present, at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater

number is required by law or by these bylaws. Votes may be cast by the Board Member in person, by written vote, or by designated alternate.

Section 2.08. Compensation. Directors shall not receive any stated salaries for their services, but, by resolution of the Board of Directors, any Director may be reimbursed for expenses of the corporation and for attendance at Board meetings.

Section 2.09. Board Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as a unanimous vote of Directors, if all members of the Board shall individually or collectively consent in writing to such action.

Section 2.10. Telephone and Similar Meetings. Directors and committee members may participate in and hold a meeting by means of conference telephone or other communication technologies by means of which all persons participating in the meeting can either hear each other or are addressees on electronic messages being used to conduct an e-mail discussion. Participation in such a meeting shall constitute presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 2.11. Committees. The Board of Directors may designate one or more committees.

Section 2.12. Attendance. Board Members are expected to attend all Board meetings with the designated alternate substituting no more than two times per year. If the Board Member or their alternate fail to attend more than one meeting, the President will inquire as to the resolve of that member to continue membership on the Board. Should this attendance requirement continue to not be met, then a new Board Member may be appointed, giving priority to the same organization of the former Board Member, and next priority given to the sector that the organization falls under. The President will make recommendations on Board Member appointments to the full Board.

Section 2.13. Resignation of a Director. A Director may resign by written notice to the Secretary or President of the corporation. The President or Secretary may resign by written notice to the other office. Resignation is effective upon its receipt or at a subsequent time as specified in the notice of resignation.

### ARTICLE III. OFFICERS

Section 3.01. Selection of Officers. The Board of Directors, at its first meeting and at each annual following meeting of Board of Directors, shall elect and appoint a President, a Vice-President, a Secretary, and a Treasurer.

Section 3.02. Election and Term of Office. The officers shall be elected or appointed by the Board of Directors. An officer elected or appointed as herein provided shall hold office for the term for which a director is elected or appointed and until a successor is elected or appointed and qualified, or until the officer's resignation or removal. An officer has such authority and shall

perform such duties in the management of the corporation as may be provided by these By-Laws or determined by resolution of the Board of Directors not inconsistent with these By-Laws.

Section 3.03. Removal and Resignation. An officer elected or appointed may be removed by the Board with or without cause. An officer may resign by written notice to the corporation, such resignation is effective upon its receipt by the corporation or at a subsequent time specified in the notice of resignation.

Section 3.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 3.05. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation hereafter authorized by the Board of Directors contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall otherwise be required by law; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3.06. Secretary. The Secretary shall keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the By-Laws and as required by law, be custodian of the corporate records and see to the proper execution of all documents for and on behalf of the corporation when director is duly authorized by the Board of Directors, keep a register of the post office address of each member, have general charge of Board of Directors books of the corporation, and in general perform all of the duties incident to the office of Secretary and such other duties as shall from time to time be assigned to the Secretary by the President or by the Board of Directors.

Section 3.07. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the By-Laws, and in general perform all of the duties incident to the office of Treasurer and such other duties incident to the office of Treasurer and such other duties as may be from time to time assigned by the President or Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of duties in such sum and amount and with such surety or sureties as the Board of Directors shall determine.

Section 3.08. Vice President. The Vice-President shall perform the duties and exercise the powers of President during the absence or disability of the President. The Vice President shall perform such other duties as may be delegated by the Board of Directors or the President.

## ARTICLE IV. CONTRACTS, CHECKS AND DEPOSITS

Section 4.01. Contracts. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, either generally or in specific instances.

Section 4.02. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers as determined by the Board of Directors.

Section 4.03. Deposits. All funds of the corporation or otherwise employed shall be deposited from time to time to the credit of the corporation at the depository as the Board of Directors determine.

## ARTICLE V. INDEMNIFICATION

Section 5.01. Indemnification of Officers and Directors. The Corporation shall indemnify any director or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director or officer of the corporation against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, if the officer or director acting in good faith and in a manner director reasonable believed to be in or not opposed the best interest of the corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The corporation shall indemnify any director or officer who was or is a party to or is threatened to be a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the corporation, against expenses (including attorney fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if the officer or director acted in good faith and in a manner director reasonably believed to be in or not opposed to the best interests of the corporation or its members and except that no indemnification shall be made in respect of any claim, issue or matter as to which said person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the Court in which said action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which said Court shall deem proper. The indemnifications as hereinbefore provided shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances as hereinbefore provided. Such determination shall be made either, by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suite or proceedings; or, if such quorum is not obtainable, or,

event if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or, by the shareholders.

Section 5.02. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent 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 against any liability asserted and incurred in any such capacity or arising out of status as such, whether or not the corporation would have power to indemnify against such liability.

#### ARTICLE VI. FISCAL YEAR

Section 6.01 The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

#### ARTICLE VII. CORPORATE SEAL

Section 7.01 The corporation shall not have a corporate seal.

#### ARTICLE VIII. WAIVER OF NOTICE

Section 8.01 Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these By-Laws, under the provisions of the Articles of Incorporation, or under the provisions of the Michigan Non-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the date and time stated therein, will be deemed equivalent to the giving of such notice.

#### ARTICLE IX. DISSOLUTION

Section 9.01 As required by law and as provided in the Articles of Incorporation, upon dissolution of this organization, 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 distributed to the federal government, or to a state or local government, for a public purpose.

#### ARTICLE X. AMENDMENTS

Section 10.01 These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, provided that Amendment to the By-Laws shall not be adopted unless thirty (30) days prior notice of the meeting of the Board of Directors at which the Amendment shall be considered, shall be served upon the Board of Directors, together with the text of the proposed Amendment, as provided by these By-Laws.

These Bylaws were:

APPROVED BY THE BOARD OF DIRECTORS

July 11, 2013

Deborah J. Malewski

Secretary

AMENDED BY THE BOARD OF DIRECTORS

June 20, 2018

Gary Gibson, Secretary

AMENDED BY THE BOARD OF DIRECTORS

September 10, 2020

Gary Gibson, Secretary

AMENDED BY THE BOARD OF DIRECTORS

October 13, 2022

Gary L. Gibson, Secretary