

At the annual meeting, the following proposed amendments to the Society's By-laws will be submitted to the Members in attendance for approval and adoption:

Sections 3 and 4 of Article IV, Organization, are hereby deleted in their entirety and the following is substituted in lieu thereof:

“Section 3. Duties of Officers

a) The President shall preside at all meetings of the Society and of the Board of Trustees at which he/she may be present, shall have executive authority to see that all directives and resolutions of the Board of Trustees are carried into effect, shall exercise general oversight of the Society's business, shall perform such other duties as may be prescribed in these By-laws or assigned to him/her by the Society or by the Board of Trustees, and shall coordinate the work of the officers and committees of the Society in order that its purposes may be promoted.

b) The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act, and when so performing the duties of the President shall have all of the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Trustees or the President may from time to time prescribe.

c) The Secretary shall record the minutes of all meetings of the Society and of the Board of Trustees and shall perform such other duties as may be delegated to him/her.

d) The Treasurer shall have custody of all of the funds of the Society, shall keep a full and accurate account of receipts and expenditures, shall make disbursements in accordance with the approved budget, as authorized by the Society, the Board of Trustees, or a special committee, shall perform all duties incident to the office of Treasurer and such other duties as the President or the Board of Trustees may assign to the Treasurer from time to time. The Treasurer shall present a financial statement when requested by the Board of Trustees and shall make a report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the By-laws. All these duties of the Treasurer may be delegated to employees or independent contractors, but under the Treasurer's ultimate supervision and control. The Treasurer's accounts shall be shared annually with an independent accountant as part of that accountant's preparation of the Society's annual tax return.

Section 4. Executive Director.

The Executive Director shall act as the chief operating officer of the Society and shall have overall supervision of the Society's operations. Subject to the authority of the Board of Trustees and the President, the Executive Director is responsible for the daily administration of the Society, for carrying out the policies and directives established by the Board of Trustees and, together with such other duties as the Board of Trustees may assign to the Executive Director, strive to implement the mission of the Society, provide fundraising leadership and exercise financial management. The Executive Director shall be accountable to the Board of Trustees.

Section 5. Parliamentarian.

The President may appoint a Trustee to serve as a parliamentarian, whose primary duty related to these By-laws is to act as an advisor on the interpretation and proper implementation of the Bylaws, ensure meetings and decision-making processes adhere to the established rules and procedures outlined within the By-laws or otherwise adopted by the Society or the Board of Trustees, provide guidance to the Board of Trustees and members on parliamentary procedure during a meeting, and provide such other advice as the President or Executive Director may request. When in attendance at any meeting of the Executive Committee, the Parliamentarian shall serve in a non-voting capacity.

Section 6. Fiscal Year

The fiscal year of the Society shall be the calendar year, beginning on January 1, 2021.”

Article VII, Standing and Special Committees, is deleted in its entirety and the following is substituted in lieu thereof:

“ARTICLE VII

COMMITTEES

Section 1. Committee Terms and Chairs.

Unless otherwise specifically stated in this Article VII or elsewhere in these By-laws, (a) there shall be no limits as to the number of terms that a committee member may serve on a committee; (b) the chair of each committee shall be a Trustee; and (c) committee members, other than the chair, do not need to be, but may solely be, Trustees.

Section 2. Executive Committee

The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and the Executive Director, who shall be an ex officio, non-voting committee member. The Executive Committee shall carry out policies previously established by the Board of Trustees. Actions of the Executive Committee shall be by majority vote of all committee members entitled to vote; members of the Executive Committee may participate in person, by telephone, or remotely by Zoom or other such electronic communication. Voting may be in person, by telephone, or by Zoom or other electronic communication. The Executive Committee is authorized to approve all transactions, take all actions and make all decisions that are in the ordinary course of business of the Society in-between regular and special meetings of the Board of Trustees, and to do all things necessary and incident thereto. The Executive Committee shall have such other powers and duties as the Board of Trustees may confer upon it.

Section 3. Finance Committee.

The President shall appoint a Finance Committee to be chaired by the Treasurer. The Finance Committee shall insure that an annual budget is prepared and presented to the Board for approval and that accounting, financial reporting, investment, and other financial responsibilities of the Board of Trustees are carried out, and shall recommend appropriate fiscal policies to the Board of Trustees.

Section 4. Development Committee.

The President shall appoint a Development Committee and its chairperson. The Development Committee shall lead the Board of Trustees' participation in non-grant resource development and fund raising, including, but not limited to, annual membership and year end fund drives; the Development Committee shall be a resource to staff in applying for grants. The Development Committee may propose policies and may develop plans and procedures for the Board of Trustees' involvement in fund raising. This committee shall play a strong role in identifying, cultivating, and approaching major donors. The Development Committee shall also lead any (i) capital campaign or (ii) fund raising for long-term physical facilities goals as may be adopted by the Board of Trustees.

Section 5. Program Committee.

The President shall appoint a Program Committee and its chairperson. The Program Committee shall be responsible for, but not limited to, the Society's traditional programming efforts including: developing, supporting, promoting, events, exhibitions, and educational and outreach initiatives that align with the mission of the Society. The committee will work in collaboration with staff to identify topics, speakers, partnerships, and formats that engage diverse audiences and enhance community understanding of Leelanau County's history. The committee shall make recommendations to the Board as needed and report on programming efforts and outcomes regularly.

Section 6. Other Committees.

The Board of Trustees may create such other standing or special committees as it may deem necessary to promote the purposes and carry on the work of the Society."

Except as amended above, the By-laws of the Society shall remain in full force and effect.