

**BYLAWS OF THE  
YPSILANTI HERITAGE FOUNDATION**

**ARTICLE I**

**NAME AND LOCATION OF CORPORATION**

The name of this Corporation is THE YPSILANTI HERITAGE FOUNDATION. Its principal office is located at the home of its president.

**ARTICLE II**

**PURPOSE**

The purpose or purposes for which the corporation is formed are as follows:

To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of income therefrom and the principal thereof exclusively for charitable, religious, scientific, civic, moral, literary, cultural, social, economic or educational purposes either directly or by contributions to organizations duly authorized to carry on historical, charitable, community preservation and planning, scientific, civic, moral, literary, cultural or educational activities, including such activities as: the providing or programs and facilities for historical, architectural, and community preservation; for prevention of loss of community or neighborhood customs, traditions, usages, for identity, characteristics or important items or places of unique and distinctive heritage or history, as will in the discretion of the Board of Directors best promote and enhance the general welfare of the inhabitants of the Ypsilanti, Michigan, area without discrimination as to race, color or creed, provided, however, that no part of such income or principal shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence, legislation, provided further that no part of such income or principal shall be appropriated or applied to or for a religious purpose.

No part of the net earnings of this corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or interfering in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, option, exchange, lease, transfer, judicial order or decree, or otherwise, either absolutely or in trust, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, encorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether nor owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, and the laws of the State of Michigan.

(5) In general, to exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(6) Notwithstanding the foregoing, the corporation is organized exclusively for the purposes contemplated by Section 501 (c) (3) of the Internal Revenue Code, and it shall be operated exclusively for such purposes and shall not engage in any transactions prohibited by Section 503 (c) of the Internal Revenue Code as the same now exists or as it may hereafter be amended.

### ARTICLE III

#### MEMBERSHIP

##### Section 1. MEMBERS AND HONORARY MEMBERS

Membership in the Corporation shall be made up of all persons set forth in Section 2 hereof, plus such honorary members or advisory Board Members as shall be named by the Board of Directors from time to time.

##### Section 2. MEMBERSHIPS

(a) Contributing Members shall be those persons, individuals or groups who make a substantial contribution to the Foundation or to the furtherance of its declared purposes. The executive committee of the Foundation shall have the discretion of awarding such contributing memberships from time to time, and to issue appropriate certificates indicating the person so elected and the nature of his or her contribution.

(b) Sustaining Members shall be those persons, individuals or groups who shall make a contribution to the Foundation of cash or property worth in excess of \$2,500.00 which said cash or property shall be acceptable as a gift, grant or bequest as determined by the executive committee. The executive committee of the Foundation shall have the discretion of awarding such sustaining memberships from time to time, and to issue appropriate certificates indicating the person so elected and the nature of his or her contribution.

(c) Citizen Members of Foundation shall be those persons who shall desire to further the purposes and programs of the Foundation and who shall make an annual contribution of at least FIVE (\$5.00) DOLLARS to the Foundation for use by the Foundation for any of its purposes, programs, expenses or other lawful or legitimate expenses or expenditures. The executive committee shall cause to be issued appropriate certificates to each such citizen member upon receipt of their contribution.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS. Meetings of the membership shall be held at the principal office or place of business of the Corporation or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

Section 2. ANNUAL MEETINGS. The first annual meeting of the Corporation shall be held on the third Wednesday of November. Thereafter, the annual meetings of the Corporation shall be held on the third Wednesday of November of each succeeding year. At such meeting, there shall be elected by ballot of the members a Board of Directors in accordance with the requirements of Section 3 of Article V of these Bylaws. The members may also transact such other business of the Corporation as may properly come before them.

Section 3. SPECIAL MEETINGS. It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by 20% of the members and presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths of the members present.

Section 4. NOTICE OF MEETINGS. It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof, as well as the time and place where it is to be held, to each member of record, at his address as it appears on the membership book of the Corporation, or, if no such address appears, at his last known place of address, at least 15 but not more than 45 days prior to such meeting. The mailing of a notice in the manner provided in this section shall be considered due service of notice.

Section 5. QUORUM. The presence, either in person or by proxy, of at least nine (9) of the members of record of the Corporation shall be requisite for, and shall constitute a quorum for, the transaction of business of all meetings of members.

Section 6. ADJOURNED MEETINGS. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than 48 hours from the time the original meeting was called.

Section 7. VOTING. At every meeting of the members, each member present, either in person or by proxy, shall have the right to cast one vote on each question and never more than one vote. The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the Certificate of Incorporation or of these Bylaws, a different vote is required, in which case such express provision shall govern and control.

Section 8. PROXIES. A member may appoint only another member as provided in Article X of Articles of Incorporation as a proxy. Any proxy must be filed with the Secretary before the appointed time of each meeting.

Section 9. ORDER OF BUSINESS. The order of business at all annual meetings of the members shall be as follows:

- (a) Roll call
- (b) Proof of notice of meeting or waiver of notice
- (c) Reading of minutes of preceding meeting
- (d) Reports of Officers
- (e) Reports of Committees
- (f) Appointment of tellers of election
- (g) Election of Board of Directors (annual meeting only)
- (h) Unfinished business
- (i) New business

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. NUMBER AND QUALIFICATIONS. The affairs of the Corporation shall be governed by an Executive Committee composed of 12 persons.

Section 2. POWERS AND DUTIES. The Executive Committee shall have the powers and duties necessary for the administration of the affairs of the Corporation and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done by the members.

Section 3. ELECTION AND TERM OF OFFICE. The members of the Corporation shall elect a Board of Directors consisting of 12 persons at the first annual meeting on the third Wednesday of November, and this Executive Committee shall continue in office for a term of one year until the next annual meeting of the members or until their successors are duly elected and qualified and hold their first meeting. Such election shall always be held at the time of the annual meeting of the members of the Foundation.

Section 4. VACANCIES. Vacancies in the Executive Committee caused by any reason other than the removal of a member of the Executive Committee by a vote of the membership shall be filled by vote of the majority of the remaining members of the Executive Committee, even though they may constitute less than a quorum; and each person so elected shall be a member of the Executive Committee until a successor is elected by the members at the next annual meeting.

Section 5. REMOVAL OF MEMBER OF EXECUTIVE COMMITTEE. At any regular or special meeting duly called, any one or more of the members of the Executive Committee elected by the members may be removed with or without cause by a vote of the majority of the entire membership of record and a successor may then and there be elected to fill the vacancy thus created. Any member of the Executive Committee whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting.

Section 6. COMPENSATION. No compensation shall be paid of members of the Board of Directors for their services as members of the Board of Directors. No remuneration shall be paid to a member of the Board of Directors for services performed by him for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before the services are undertaken.

Section 7. ORGANIZATION MEETING. The first meeting of a newly elected Board of Directors, which shall be an organizational meeting, shall be held within ten days of election at such place as shall be fixed by the members of the Board of Directors at the meeting at which such members of the Board of Directors were elected, and no notice shall be necessary to the newly elected members of the Board of Directors in order legally to constitute such meeting, provided a majority of the whole Board of Directors shall be present.

Section 8. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the members of the Board of Directors, but at least four such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each member of the Board of Directors, personally or by mail, telephone, or telegraph, at least three days prior to the day named for such meeting.

Section 9. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, on three day's notice to each member of the Board of Directors, given personally, or by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided), and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three members of the Board of Directors.

Section 10. WAIVER OF NOTICE. Before or at any meeting of the Board of Directors, any member of the Board of Directors may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member of the Board of Directors at any meeting of the Board of Directors shall be a waiver of notice by him of the time and place thereof. If all the members of the Board of Directors are present at any meetings of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 11. QUORUM. At all meetings of the Board of Directors a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 12. FIDELITY BONDS. The Board of Directors shall require that all officers and employees of the Foundation handling or responsible for Foundation funds shall furnish adequate fidelity bonds. The premiums for such bonds shall be paid by the Foundation.

Section 13. DEPOSIT, INVESTMENT, AND CONTROL OF FUNDS OR PROPERTY. It shall be the duty of the Board of Directors to see that all funds received or held by the Foundation shall be securely safeguarded in a proper financial or banking institution, and they shall also provide for and be responsible for all property or trusts to be held or administered, used, or controlled by the Foundation, whether directly through their own actions or through their duly designated agents, servants, or employees.

## ARTICLE VI

### OFFICERS

Section 1. THE OFFICERS OF THE FOUNDATION SHALL BE: President, Vice-President, Secretary, and Treasurer, all of whom shall be elected from the Board of Directors.

Section 2. ELECTION OF OFFICERS. The officers of the Foundation shall be elected annually by the members of the Board of Directors at the organizational meeting.

Section 3. REMOVAL OF OFFICERS. Upon an affirmative vote of a majority of the members of the Foundation, any officer may be removed, either with or without cause, and a successor elected at any regular meeting or at any special meeting of the members of the Foundation called for such purpose.

Section 4. PRESIDENT. The President shall be the chief executive officer of the Foundation. He/she shall preside at all meetings of the members and of the Executive Committee. He/she shall have all of the general powers and duties which are usually vested in the office of president of a corporation, including but not limited to the power to appoint committees from among the membership from time to time as he may, in his/her discretion, decide is appropriate to assist in the conduct of the affairs of the Foundation. He/she shall be an ex-officio member of all committees except the nominating committee.

Section 5. VICE-PRESIDENT. The Vice-President shall take the place of the President and perform his/her duties whenever the President shall be absent or unable to act. If neither the President or Vice-President is able to act, the Executive Committee shall appoint some other member of the Executive Committee to so do on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him by the Executive Committee.

Section 6. SECRETARY. The Secretary shall keep the minutes of all meetings of the Executive Committee and the minutes of all meetings of members of the Foundation; he/she shall have the custody of the seal of the Foundation; he/she shall provide that all notices are duly given in accordance with these Bylaws; he/she shall have charge of such other books and papers as the Executive Committee shall direct; and he/she shall, in general, perform all the duties incident to the office of Secretary.

Section 7. TREASURER. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He/she shall cause all moneys and other valuable effects to be deposited in the name and to the credit of the Corporation in such depositories as may be designated by the Executive Committee. He/she shall cause the funds of the Corporation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements and shall render to the President and the Executive Committee, whenever requested, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. He/she shall, in general, perform all duties and have all powers incident to the office of Treasurer and shall perform such other duties and have such other powers as may from time to time be assigned to him/her by these Bylaws, by the Executive Committee, or by the President.

## ARTICLE VII

### CORPORATE SEAL

The Executive Committee shall provide a suitable corporate seal containing the name of the Foundation, which seal shall be in the charge of the Secretary. If so directed by the Executive Committee, a duplicate of the seal may be kept and used by the Treasurer or an Assistant Secretary or an Assistant Treasurer.

## ARTICLE VIII

### FISCAL MANAGEMENT

Section 1. FISCAL YEAR. The fiscal year of the Foundation shall begin on the 1st day of October every year, except that the first fiscal year of the Foundation shall begin at the date of incorporation. The commencement day of the fiscal year herein established shall be subject to change by the Executive Committee should corporate practice subsequently dictate.

Section 2. BOOKS AND ACCOUNTS. Books and accounts of the Foundation shall be kept under the direction of the Treasurer and in accordance with standard acceptable commercial practice for corporate fiduciaries in the State of Michigan.

Section 3. AUDITING. At the closing of each fiscal year, the books and records of the Foundation shall be audited by a certified public accountant or other person acceptable to the Board of Directors whose report will be prepared and certified. Based on such reports, the Foundation will furnish the members with a statement of the income and disbursements of the Foundation for each fiscal year.

Section 4. INSPECTION OF BOOKS. Financial reports, such as are required to be furnished to the Board of Directors, and the membership records of the Foundation shall be available at the principal office of the Foundation for inspection at reasonable times by any member.

Section 5. EXECUTION OF FOUNDATION DOCUMENTS. With the prior authorization of the Executive Committee, all notes, contracts, receipts, and other similar written undertakings shall be executed on behalf of the Foundation by either the President or Vice-President, and all checks or other negotiable instruments shall be executed on behalf of the Foundation by either the President or the Vice-President and countersigned by either the Secretary or Treasurer.

## ARTICLE IX

These Bylaws may be amended by two-thirds vote of the members present and voting at any regular or special meeting, provided that a quorum as prescribed in Article IV, Section 5, herein, is present at any such meeting. Amendments may be proposed by the Executive Committee or by petition signed by at least five (5) members. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon.

As the duly elected Secretary of the YPSILANTI HERITAGE FOUNDATION, I hereby certify that these Bylaws were duly and regularly adopted at the first annual meeting in the City of Ypsilanti held at the Presbyterian Church, 300 North Washington Street, on November 20, 1974.

---

Secretary of the Foundation

ATTEST:

---

---

---

---

**ARTICLE VIII**

**FISCAL MANAGEMENT**

Section 1. FISCAL YEAR. The fiscal year of the Foundation shall begin on the 1st day of January every year, except that the first fiscal year of the Foundation shall begin at the date of incorporation. The commencement day of the fiscal year herein established shall be subject to change by the Executive Committee should corporate practice subsequently dictate. (Subsequent sections of Article VIII remain unchanged.)

As the duly elected Secretary of the YPSILANTI HERITAGE FOUNDATION, INC., I hereby certify that these Amendments to the Bylaws were duly and regularly adopted at the duly scheduled meeting of the membership on May 29th, 1975, held in the City of Ypsilanti, at the Presbyterian Church, 300 North Washington Street.

---

Secretary of the Foundation

ATTEST:

---

---

---

---

## AMENDMENTS

The following bylaws were amended on May 29th, 1975, to read as follows:

### ARTICLE III

#### MEMBERSHIP

Section 1. MEMBERS AND HONORARY MEMBERS. Membership in the Corporation shall be made up of all persons set forth in Section 2 hereof, plus such honorary members or advisory Board Members as shall be named by the Board of Directors from time to time.

Section 2. MEMBERSHIPS.

- (a) Individual Members shall be those individuals who shall make an annual contribution of TEN (\$10.00) DOLLARS to the Foundation for any of its purposes, programs, expenses, or other lawful or legitimate expenses or expenditures. The Executive Committee shall cause to be issued receipts to each such member upon receipt of their contribution, and to all other members.
- (b) Family Members shall be those two or more members of a single family who shall make an annual contribution of FIFTEEN (\$15.00) DOLLARS to the Foundation and who shall have a maximum of TWO (2) VOTES.
- (c) Contributing Members shall be those persons, associations, partnerships, and corporations who shall make an annual contribution of TWENTY-FIVE (\$25.00) DOLLARS to the Foundation and who shall have a maximum of TWO (2) VOTES.
- (d) Sustaining Members shall be those persons, associations, partnerships, and corporations who shall make an annual contribution of ONE HUNDRED (\$100.00) DOLLARS to the Foundation and who shall have a maximum of TWO (2) VOTES.
- (e) Life Members shall be those persons, associations, partnerships, and corporations who shall make a contribution of ONE THOUSAND (\$1,000.00) DOLLARS to the Foundation and who shall have a maximum of TWO (2) VOTES.
- (f) All members shall be voting members, including such honorary members as may be named by the Board of Directors.

## AMENDMENT

### PURPOSE

The following bylaw was amended on March 24, 1993, to read as follows:

(7) Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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

Upon the dissolution of the 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 be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

As the duly elected Secretary of the YPSILANTI HERITAGE FOUNDATION, INC., I hereby certify that this amendment to the Bylaws was duly and regularly adopted at the duly scheduled meeting of the membership on March 24, 1993, held in the City of Ypsilanti, at the First United Methodist Church, 209 Washtenaw Avenue.

---

Secretary of the Foundation

ATTEST:

