By- Laws

Of the

Charles H. Wright Museum of African American History

ARTICLE I

Functions and Usages

Section 1. Functions. In furtherance of its purposes, as described in its Articles of Incorporation, the functions of the Museum of African American history, inc., shall include, but not necessarily be limited to, the following:

a. to give an accurate sense of identity and worth to African Americans by demonstrating the quality and depth of their contributions to world cultures, ;and particularly to the United States;

b. to repair distortions of the African American's place in history by documenting facts concerning their struggle for freedom which have hitherto been unknown , unaccepted or ignored:

c. to provide a means for collecting and storing artifacts and other such materials suitable for research on the history of people of African descent;

d. to promote the education, knowledge and appreciation of the heritage of African Americans among the citizens of the world and especially the United States;

e. to foster and encourage the collection and preservation of historical materials;

f. to stimulate unbiased historical study and research;

g. to sponsor the observance and commemoration of occasions of historical significance; and

h. to enable the people of the United States and the world, by membership in the corporation, to identify themselves with the historical developments in the African American and African communities.

Section 2. Museum's Name Usage. All fund-raising and other activities don on behalf of or in the name of the Museum of African American History, Inc. must have approval of the Board of Trustees or the President .

Section 3. BUILDING USAGE. The corporation hereby incorporates by reference the Building Usage Policy as adopted.

Section 4. POLICIES. The corporation hereby incorporates by reference the Personnel Policies and Procedures, and the Collections Policy, as adopted.

ARTICLE II

Offices

Section 1. PRINCIPLAL OFFICE. The principal office for the transaction of business of the Museum is hereby fixed and located at 315 E. Warren Avenue, Detroit, Michigan 48201. The Board of Trustees is hereby granted full power and authority to change said principal office from one location to another in the State of Michigan.

Section 2. OTHER OFFICES. Branch or subordinate offices may be established in any location as may be directed from time to time by the Board of Trustees.

ARTICLE III

Memberships

Section 1. ELIGIBILITY. Any person who is committed to the aims of this corporation, and who has paid the yearly dues as prescribed by the Board of Trustees (unless payment of such dues has been expressly waived by the Board), shall be eligible for membership in the corporation.

Section 2. DESIGNATION. There shall be only one (1) class of membership in the corporation b the Board may ascribe different designations to members based on the dues paid by the members.

Section 3. MEMBERSHIP REQUIREMENTS. Qualifications: Anyone in accord with the aims of the corporation, and who has paid the yearly dues as prescribed by the Board from time to time shall be eligible for membership.

(A) Membership shall be unlimited in number

(B) A member may be removed from membership by a majority vote of any meeting of the Board of Trustees for conduct which may be deemed prejudicial to, or not in the best interest of, the Museum of African American History.

(C) Dues must be paid annually to be eligible for membership.

Section 4. MEMBERSHIP BENEFITS. Members are placed on the mailing list of the Museum and are invited to all public functions of the museum. Members are entitled to a ten (10) percent discount in the museum's Gift Shop. Also, Members will have the opportunity, from time to time, to serve on various advisory committees established by the Board.

Section 5. VOTING. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 6. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

Article IV

Meeting of Members

Section 1. Annual Meeting. The annual meeting of the members of the corporation shall be held in October of each year to be determined by the Board of Trustees, upon completion of the annual audit. If the annual audit has not been completed in time for appropriate notice of an October annual meeting, the annual meeting shall be held at a later date to be determined by the Board of Trustees. At each annual meeting, the membership shall be provided with a status report of the operations of the organization for the preceding year.

Section 2. Special Meetings. Special meetings of the members may be called b the Chair of the Board of Trustees, or three or more of the members of the Museum.

Section 3. Notice of Meeting. It shall be the duty of the Secretary to mail a notice of any meeting of members, stating the purpose thereof and the time and place where it is to be held, to each member of the Corporation. Notification shall be at least fifteen (15), but not more than forty-five (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. Any member may waive notice of any meeting, and attendance at any meeting shall automatically be deemed a waiver of notice, except when a member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Quorum. A majority of the members shall constitute a quorum at any meeting of members. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Article V

Board of Trustees

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Trustees.

Section 2. Numbers and Qualifications. The Board shall consist of not less than thirteen (130 Trustees who shall be appointed by the Mayor of the City of Detroit (hereinafter referred to as the "Mayor"). Each Trustee shall be a member of the Museum.

Section 3. Terms of Trustees. The term of the Trustees shall be staggered for two (2), three (3) or four (4) years.

Section 4. Resignation. A Trustee may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 5.3 of the by-laws.

Section 5. Removal . Trustees may be removed for cause by the Mayor. The Board of Trustees may recommend to the Mayor that trustees be removed from the Board, but removal of Trustees may be effected exclusively by the Mayor.

Section 6. Compensation. No compensation shall be paid to the Trustees for their services as trustees. No remuneration shall be paid to a Trustee for services performed by him or her for the corporation in any capacity.

Section 7. Committee Participation. All Trustees, during a given year, shall serve on a minimum of one (1) Committee (Standing or Ad Hoc) to plan and carry our activities of the Museum.

Section 8. Regular meetings. Regular meetings of the board shall be held at such time and place as shall be determined from time to time, in a Board resolution, but at least four such meetings shall be held during each fiscal year. Except as required by these Bylaws, no notice, other than the resolution, need be given of regular meetings of the Board.

Section 9. Special Meetings. Special meetings of the board may be called by the Chair or at least three members of the Board at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall state the purpose of the meeting and shall be given to each Trustee in any manner at least three days before the meeting.

Section 10. Waiver of Notice. The attendance of a Trustee at a Board meeting shall constitute a waiver of notice of the meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened . In addition, the Trustee may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

Section 11. Meeting By Telephone or Similar Equipment. A Trustee may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence of person at the meeting.

Section 12. Quorum. One third of the Trustees then in office shall constitute a quorum for the transaction of any business at any meeting of the Board. Actions approved by a majority of Trustees present at a meeting where a quorum is present shall constitute authorized actions of the Board.

Section 13. Consent to Corporate Actions. Any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if, before or after the action, all Trustee consent to the action in writing. Written consents shall be filed with minutes of the Board's proceeding.

Article VI

Committees

Section 1. General Powers. In accordance with this Article, the Board shall designate an Executive Committee and Standing Committees, consisting of one (1) or more Trustees and/or members of the corporation, as provided herein. The board may also designate such ad hoc committees as the Board may determine time to time, consisting of one (1) or more Trustees. The Board may designate one (1) or more Trustees and / or corporation members (in case of the Executive Committee or a Standing Committee) and one (1) or more Trustees in the case of an ad hoc committee) as alternate committee members who may replace an absent or disqualified committee member at a committee meeting. I f a committee member is absent or disqualified from voting, then committee members present at a meeting who are no disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. Except for certain members of the Collections Committee, all committees designated by the Board shall serve at the pleasure of the Board. Except for the Executive and Finance Committees, the Chair of the Board shall be an ex-officio non-voting member of each committee and shall not be counted when determining whether a quorum is present at a meeting of a committee.

Section 2. Executive Committee. An Executive Committee shall be designated by the Board. It shall exercise any powers of the Board in managing the corporation's business and affairs. The Executive Committee shall consist of the Chair of the Board, Vice-Chair, Treasurer, Secretary, Parliamentarian, immediate past Chair of the Board and two (2) other Trustees. Neither the Executive Committee nor any other committee shall have the power to:

(a) Amend the articles of incorporation;
(b) Adopt an agreement of merger or consolidation;
(c) Amend the bylaws of the corporation;
(d) Fill vacancies on the board; or
(e) Fix compensations of the directors for serving the board or on a committee;
(f) Recommend to members the sale, lease or exchange of all or substantially all of the corporation's property and assets;
(g) recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
(h) Terminate memberships

Section 3. Other Standing Committees, In addition to the Executive Committee, there shall be the following Standing Committees:

(a) Finance Committee
(b) Museum Building Committee
(c) Development Committee
(d) Audit Committee
(e) Personnel Committee

The Finance Committee shall consist of the Chair of the Board, the Treasurer (who shall serve as the committee's Chair) and no fewer than two) (2) members of the Board . This committee shall advise on expenditures of funds and report on the same to the Board of Trustees.

The Development Committee shall consist of the Chair of the Board, the President and no fewer than five (5) additional members, the majority of whom must be members of the Board and the remainder of whom must be members of the corporation. This committee shall have the responsibility for developing fund-raising activities including, but not limited to, corporate solicitations on behalf of the Museum.

The Audit Committee shall consist of no fewer than three (3) members of the Board. This committee shall audit the expenditures of funds and report on the same to the Board.

The Museum Building Committee shall consist of no fewer than four (4) members of the Board. This committee shall have the responsibility of the maintenance of the present facility and of the development of any planned expansion thereto.

The Personnel Committee shall consist of no fewer than four (4) members of the Board. This committee shall have the responsibility of reviewing personnel practices of the corporation and assuming other personnel responsibilities assigned b the Board.

The Collections committee shall consist of the President, the Registrar, the Chief Curator, at least seven (7) members of the Board, and one (1) staff member of the corporation. Except for the President, the Registrar and the Chief Curator, each committee member shall serve a two (2) year term and may be appointed to serve for one (1) or more additional two year terms. The Chief Curator shall be a non-voting member of the committee and shall not be counted when determining whether a quorum is present at a meeting of the committee. This committee shall have the responsibility, subject to Board oversight, of managing all aspects of the corporation's archive material.

Section 4. Regular Meetings. Regular meetings of committee shall be held at such time and place as shall be determined, from time to time, in a committee resolution. Except as required by these By-Laws, no notice, other than the resolution, need be given of regular meetings of a committee.

Section 5. Special Meetings. Special meetings of a committee shall be called by the Chair of the committee or at least three (3) members of the committee at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of a special meeting shall sate the purpose of the meeting and shall be given to each committee member in any manner at least three (3) days before the meeting.

Section 6. Waiver of Notice. The attendance of a committee member at a committee meeting shall constitute a waiver of notice of the meeting, except where the committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the committee member may submit a waiver of notice hat shall constitute a waiver of notice of the meeting.

Section 7. Meeting by telephone or similar equipment. A committee member may participate in a meeting by conference telephone or any similar communications equipment through which all people participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence of a person at the meeting.

Section 8. Quorum. A majority of committee members then in office shall constitute a quorum for the transaction of any business at a meeting of such committee. Actions approved by a majority of committee members present at a meeting where a quorum is present shall constitute authorized actions of the committee.

Section 9. Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all committee members consent to the action in writing. Written consents shall be filled with the minutes of the committee's proceedings.

Section 10. Committee Actions. Each committee shall maintain minutes of its meetings. All actions of every committee shall be reported to the Board and except for actions, of the Executive Committee, shall be subject to approval and/or modification by the Board; provided; that no action shall be taken by the board with respect to an action of a committee if such Board action shall prejudice any third party which has reasonably relied on the action of the committee.

Section 11. Advisory Committee. The Mayor may appoint an Advisory Committee, consisting of that number of the corporation's Trustees and/or members which the Mayor determines appropriate from time to time, which shall act in an advisory capacity to the Board, and assist the Board in furthering the purposes and activities of the corporation. Such appointees shall serve at the pleasure of the Mayor. Said committee shall meet at the call of its Chair, after receiving approval from the Chair of the Board of Trustees. The Board may also appoint Trustees and/or members to the committee, who shall serve at the pleasure of the Board. This committee shall have no authority to bind the corporation in any manner or to any extent whatsoever.

Article VII

Officers

Section 1. Officers. The officers of the corporation shall be the Chair, Vice Chair, President, Treasurer, Secretary and Parliamentarian. The officers of the corporation shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the Bylaws or by the Board of Trustees. Except for the President, no officer may be elected to the same office more than four (4) successive times. The Trustees may elect and Assistant Treasurer and an Assistant Secretary, and such other officers as in their judgment may be necessary.

Section 2. Election of Officers. Each officer shall be elected by the Board at its annual meeting and, except for the President, shall hold office for one (1) year and until the officer's successor is elected and qualified, or until the officer's resignation or removal.

Section 3. Removal of Officers. Any officer may be removed, with or without cause, and his/her successor elected, at any regular meeting of the Board, or at a special meeting of the Board called for such purpose.

Section 4. Duties of Officers:

Chair of the Board – the Chair of the board shall preside over the meeting s of the Board of Trustees, and shall be and ex-officio member of all committees except the Finance Committee. The Chair shall preside over the meetings of the Executive Committee, and shall exercise the general powers and duties which are usually vested in the office of Chair, including, but not limited to, the power to appoint, with the concurrence of the Board, committees from among the Board members, from time to time, that the Board may decide are appropriate to assist in managing the affairs of the corporation.

Vice Chair – The Vice Chair shall take the place of the chair and perform his or her duties whenever the Chair shall be absent or unable to act. The Vice Chair shall also perform such other duties as shall, from time to time, be assigned him or her by the Board of Trustees.

Secretary – the Secretary shall keep the minutes of all meetings of the Board, and the Executive Committee; preserve all papers, letters, and transactions of the corporation; have charge of the membership transfer book and of such other books or papers as the Board of trustees may direct; and shall, in general, perform all the duties incidental to the office of Secretary. The Secretary may designate a person to record and/ or transcribe the minutes of meetings.

Treasurer – The Treasurer shall (a) collect all membership dues and shall have the care and custody of all the funds and property of the corporation, which shall be disbursed by him or her only upon the order and in accordance with the direction of the Board of Trustees; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received the corporation at such depositories in the corporation's name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned b the Board.

Parliamentarian - The Parliamentarian shall determine that all meetings are conducted in accordance with established parliamentary procedures.

Section 5. President. The Board of Trustees shall elect a President of the corporation who shall serve at the pleasure and be subject to the control of the Board. The President be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporations. The President shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The President shall sign all corporate documents and agreements on behalf of the corporation, unless the President or the Board instructs that the signing be done with or by some other officer, agent, or employee. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the officer.

Section 6. Fidelity Bonds. The Board of Trustees may require Fidelity Bonds for all officers and employees of the organization handling or responsible for corporate funds. Premiums for such bonds shall be paid by the corporation.

Article VIII

Miscellaneous

Section 1. Disbursement of funds. All orders for disbursement of museum funds must be signed by two (2) of the following person: Chair of the board, Treasurer, President, or the Deputy Director of Finance and Administration.

Section 2. Membership Certificate. Each membership certificate shall state that the corporation is a Michigan Not- for Profit Corporation, the name of the holder of the membership and such other information as shall be approved by the Board of Trustees. Membership certificates shall be consecutively numbered, bound in one or more books, and shall be issued.

Lost Certificates: The board of Trustees may direct that a new certificates be issued in place of any certificate or certificates previously issued by the corporation and alleged to have been destroyed or lost, upon the making of an affidavit of that fact by the person claiming such certificates to be lost or destroyed.

Section 3. fiscal Year. The fiscal year of the corporation shall begin on the first day of July every year.

Section 4. Books and Accounts. Books and accounts or the corporation shall be kept under the direction of the Treasurer and Comptroller in accordance with any other Federal, state and local requirements

Section 5. Auditing. At the close of each fiscal year, the books and records of the corporation shall be audited by a public accountant or a certified account or any other person acceptable to the Board of Trustees, whose report will be prepared in accordance with the requirements of any and all Federal, State and local rules and regulations. Based upon such report, the corporation will furnish the members with a statement of the income and disbursements of the corporation for each fiscal year.

Section 6. Inspection of Books. Financial reports such as required to be furnished by these Bylaws and the membership records of the corporation shall be available for inspection at any reasonable time by any member.

Section 7. Amendments. The corporation members and Board of Trustees shall have power to add any provisions to or to amend or repeal any provisions of these Bylaws. In event the board is to vote upon a Bylaw addition, amendment or repeal at a regular meeting of the Board, each trustees shall be given (in any manner) fourteen (14) days notice of the meeting, which notice shall state the time, place and purpose of the meeting.

Section 8. Rules of Procedure. Rules of procedure at any meeting of the members of the board or committee shall be according to Robert's Latest Book on Parliamentary Procedure, so far as applicable, and when no inconsistent with the Bylaws. The rules of procedure may be suspended by a majority vote of those present at any meeting and voting.

Article IX

Indemnification

Section 1. No derivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending , or completed action, suite or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal (other than an action by or in the right of the corporation) by reason of the fact that the person was or is a director, Trustee or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. Te person shall be indemnified and held harmless against expenses (including attorney fees), judgment, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner her or she reasonable believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of nay action, suit, or proceeding by judgment, order, settlement, conviction, or on a pleas of no lo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

The Board of Trustees may authorize the corporation to indemnify any employee or agent of the corporation under the same circumstances for indemnification of the corporation's directors, Trustees and officers pursuant to this section in the event and to the extend the Board determines it is in the corporation's best interest to do so.

Section 2. Derivate Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to or is threatened to be made 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 because (a) the person was or is a director, Trustee or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether or not for profit. The person shall be indemnified against expense (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in o not opposed to the nest interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determine on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly reasonably entitled to indemnification for the expenses which the court considers proper.

The Board of Trustees may authorize the corporation to indemnify an employee or agent of the corporation under the same circumstances for indemnification of the corporation's directors, Trustees and officers pursuant to this section in the event and to the extent the Board Determines it is in the corporation's best interest to do so.

Section 3. Expenses of Successful Defense. To the extent that a person described in section 1 or 2 of this article has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred t in section 1 or 2 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action, suit or proceeding and in any action, suite or proceeding brought to enforce the mandatory indemnification provided by this article

An indemnification under sections 1 or 2 of this article, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in circumstances because the person has met the applicable standard of conduct set forth in those sections. This determination shall be made in any of the following ways;

(a) By a majority vote of a quorum of the Board consisting of Trustees who were not parties to the action, suit or proceeding.
(b) If the quorum described in subdivision (a) is not obtainable, then by the majority vote of a committee of Trustees who are not parties to the action. The committee shall consist of not less than 2 disinterested Trustees.
(c) By independent legal counsel in a written opinion.
(d) By the members of the corporation.

If a person is entitled to indemnification under sections 1 or 2 of this article for a portion of expensed including attorneys' fees. Judgments, penalties, fines, an amounts paid in settlement but not for the total amount thereof, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 4. Advance Expense. Expenses incurred in defending a civil or criminal action, suite, or proceeding described in sections 1 or 2 of this article ma be paid by the corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the person to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 5. Other Rights. The indemnification or advancement of expenses provided under sections1 to 4 of this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled in the corporation's articles of incorporation, By-laws, or contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expensed incurred by the person seeking indemnification or advancement of expenses.

The indemnification provided in sections 1 to 4 of this article and this section continues as to a person who ceases to be a Trustee, director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

Section 6. Insurance. The corporation shall have the power to purchase and maintain insurance o behalf of any person who is was a Trustee, 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, business corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity or arising out of the

person's status as such, whether or not the corporation would have power t indemnify the person against such liability under sections 1 to 5 of this article.

Section 7. Definition. For purposes of sections 1 to 6 of this article, "corporation" includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation or business corporation, so that a person who is or was a Trustee, director, officer, employee, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a director, officer, partner trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise whether for profit or not shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation or business corporation as the person