

CONSTITUTION and BY-LAWS

SAGINAW DEPOT PRESERVATION CORPORATION

ADOPTED - 1990

REVISED - 1992

CONSTITUTION

Article I - Name

The name of the organization is Saginaw Depot Preservation Corporation, hereinafter designated either as SDPC or as the "Corporation".

Article II - Purpose

The purpose for which this corporation is organized and operated is exclusively for the acquisition, reclamation and preservation of the historical Saginaw Depot, to improve the inner city community, and to maintain this historically significant structure as defined in Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended.

Article III - Offices

The Corporation may have such offices as the Board of Directors may Require. The principal office shall be located at Austin and Associates in the County of Saginaw and the State of Michigan.

Article IV - Membership

The Corporation shall be a membership corporation subject to the provisions of the Article of Incorporation. The classes, conditions, terms, privileges, rights and duties of membership shall be stated or provided in the By-Laws of the Corporation.

Article V - Government

The SDPC Board of Directors shall be the legal representative of the Association and as such shall have, hold, and administer all property, funds, and affairs of the Corporation.

Provisions for the regulation of the internal affairs of the Association shall be provided for in the By-Laws of the Association.

Article VI - Elections

The manner of the elections or appointment of the members of the SDPC Board of Directors shall be provided for in the By-Laws of the Corporation.

Article VII - Disposition of Assets in Case of Dissolution

In the event of dissolution or termination of the Corporation, the SDPC Board of Directors shall, after the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for charitable, education, or scientific purposes as shall at that time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Corporation shall determine. Any of such assets not so disposed of shall be disposed by the Court of proper jurisdiction exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purpose.

Article VIII - Amendments

This Constitution may be altered or amended by an approving vote of two-thirds (2/3) of those members who cast ballots by mail. Ballots and necessary supporting information shall be mailed at least thirty (30) days prior to the close of voting to all members of record who are eligible to vote. Such closing date shall be designated by the SDPC Board of Directors and printed on the ballots. Proposed amendments to the Constitution may be initiated by the SDPC Board of Directors or by a petition signed by five percent (5%) of the membership.

BY-LAWS

By-Law I - Membership

Section 1. Membership shall be open to any person, group, or business interested in furthering the purpose of the Corporation.

Section 2. Active Membership: The classes of active membership shall be Individual, Couple, Student, Supporting, Sustaining, and Patron. Each active member shall have the right to vote and hold office. Each active member shall receive a subscription to the newsletter.

Section 3. Student Membership: Student membership shall be open to a person who is a full-time school or higher education student. Student members shall have the same privileges as active members except the right to vote or to hold elective office. Each student member shall receive a subscription to the newsletter.

By-Law II - Dues

Section 1. Amount of Dues: The amount of dues shall be paid annually and shall coincide with the calendar year.

Individual Membership	\$20.00
Couple Membership	\$30.00
Student Membership	\$10.00
Supporting Membership	\$50.00
Sustaining Membership	\$100.00
Patron Membership	\$250.00 and up

By-Law III - Government

Section 1. Authority: Authority of the management, policies, and action of the Corporation is vested in the SDPC Board of Directors.

Section 2. Board of Directors Membership: The Board of Directors shall Consist of :

- A. Elected Officers: President, Vice President, Secretary, Treasurer
These officers shall constitute the Executive Committee.
- B. Appointed Officers: Chairs of the various functioning committees

Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 3. Selection and Terms of Office: Officers shall be elected by the Board of Directors at their annual meeting to be held in January in even numbered years. Each officer shall remain in office for two (2) years and may be re-elected for additional terms.

Section 4. Assumption of Office and Removal of Officers: Officers shall assume office at the conclusion of the meeting in which they are elected.

The President will appoint persons, subject to Board approval, for any vacancies which occur during a term of office in order to fill out that one (1) term only. In the event of the inability or unwillingness of any officer to properly fulfill the responsibilities of the office, the officer may resign, or may be requested to resign by a two-thirds (2/3) majority vote of the board of Directors.

Section 5. Elected Officers: The Executive Committee shall be the elected officers and shall have the power of the Board to conduct necessary business between meetings.

Responsibilities of Elected Officers:

- A. The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation; preside at all the meetings of the membership and the Board of Directors; and other such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.
- B. The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.
- C. The Secretary shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with this Constitution and By-Laws, and in general, perform all duties incidental to the office of Secretary and perform such other duties as may be assigned by the President or the Board of Directors.
- D. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and in general, perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or board of Directors.

By-Law IV - Committees

The Board of Directors may establish committees as needed to conduct the management of the Corporation. These shall be by resolution of majority vote of the Board. Only those committees established in this manner may exercise the authority of the Board of Directors in the management of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board of Directors.

Committee Chairs shall be appointed by the President with the approval of the Board of Directors. They may include, but not be limited to, Membership, Fund Raising, Publicity, Publications, and Historical Documentation.

By-Law V - Meetings

Section 1. Annual Membership Meeting: The Annual Membership Meeting in January shall be determined by the Board of Directors and shall be announced to the membership in the official newsletter or by other mail.

Section 2. Quorum for Annual Meeting: A quorum shall consist of twenty-five (25) members present at a previously announced official meeting.

Section 3. The Board of Directors and Quorum: The Board of Directors shall meet at least six (6) times a year on the second Thursday of the month. Members shall be notified of meeting site. A simple majority shall constitute a quorum. The General Membership is welcome to attend.

Section 4. Executive Committee Meetings: The Executive Committee shall meet at the call of the President or any two (2) members of the committee. A simple majority shall constitute a quorum. The General Membership is welcome to attend.

By-Law VI - Finance

Section 1. Working Balance: There shall be an established and adequate working balance in the treasury sufficient to meet current obligations.

Section 2. The Board of Directors shall have authority to make and revise contract, administer and control all receipts and expenditures, hold and disperse all monies derived from dues and/or other levies and application and determine and authorize operational expenses of the Corporation.

By-Law VII - Amendments

The By-Laws may be amended by a majority vote of the membership voting. Any proposed amendment shall be announced to the membership in an official publication of the Corporation thirty (30) days prior to the voting. A secret ballot may be requested by five (5) members.