

**BYLAWS OF  
COPPER COUNTRY PRESERVATION TRUST, INC.**

**ARTICLE I  
NAME AND PRINCIPAL OFFICE OF CORPORATION**

**Section 1.01.** The name of this corporation shall be Copper Country Preservation Trust, Inc. (hereinafter referred to as the “Corporation”). Its principal office will be in Calumet, Michigan.

**ARTICLE II  
MEMBERS**

**Section 2.01. General Membership:** The Corporation shall have no general members. For all purposes of voting and decision making in all matters pertaining to the management and operation of the corporation, the Board of Directors shall be deemed its members.

**Section 2.02. Sustaining Membership:** The Board of Directors may from time to time establish various levels of individual and organizational sustaining membership and designate amounts of annual contributions associated herewith for interested members of the public. Individual and organizational members of the public who wish to support the goals and activities of the Corporation may become Sustaining Members at the various levels set by the Board of Directors by making an annual donation of the amount so designated. Sustaining Members shall be recognized publicly as such (unless they request to be anonymous) and may be offered, as approved by the Board of Directors, free attendance or participation in Corporation activities or events tied to their level of sustaining membership. Sustaining Members will have no right to vote or otherwise participate in the management or operation of the Corporation as a result of such membership.

**ARTICLE III  
MEETINGS**

**Section 3.01.** The annual meeting for such business as deemed appropriate by the Board, shall be held each year on the date designated by the Corporation. The annual meeting shall be open to the public and held at least 30 days in advance of the beginning of the Corporation’s fiscal year, which is 1 October through 30 September. The date, place and hour of the annual meeting shall be established by resolution of the Board at least 90 days prior to the annual meeting and made available to the public.

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 4.01.** The Corporation shall be governed by a Board of seven (7) Directors. The first and all subsequent board of directors shall be the seven (7) Commissioners of the Keweenaw National Historical Park Advisory Commission. The Commissioners shall serve concurrently as Commissioners and as members of the Board of Directors. The Commission members are appointed by the U.S. Secretary of Interior as follows: two members (2) appointed after

consideration of nominees submitted by the Calumet Village Council and the Calumet Township Board; one (1) member appointed after consideration of nominees submitted by the Quincy Township and the Franklin Township Board; one (1) member appointed after consideration of nominees submitted by the Houghton County Board of Commissioners; one (1) member appointed after consideration of nominees by the Governor of the State of Michigan; and two (2) members who are qualified to serve because of their familiarity with national parks and historic preservation.

**Section 4.02.** Commissioners/Board of Director Members are appointed for 3-year terms. If no member is appointed on or prior to the expiration date of an incumbent's term, the incumbent member may continue to serve until the new appointment is made. Any vacancy will be filled in the same manner in which the original appointment was made. Members may be reappointed not more than three times for successive three-year terms.

**Section 4.03.** The Board of Directors shall not receive any compensation for their services, as such, but by resolution of the Board, may be reimbursed for their expenses while conducting business of the Corporation.

## **ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS**

**Section 5.01.** Quarterly meetings of the Corporation will be conducted in association with the quarterly meetings of the Keweenaw National Historical Park Advisory Commission. When necessary in the opinion of the Chair for the orderly, timely, effective and efficient conduct of business, a meeting of the Board can be conducted via a conference call, in addition to gathering and conducting meetings in person.

**Section 5.02.** Special meetings of the Board may be called by or at the request of the Chair or four (4) or more of the Directors. The person or persons authorized to call special meetings of the Board may fix the time and place for holding such special meetings. When necessary to gain the approval of the Board concerning a matter, which in the discretion of the Chair, should not be delayed until a scheduled, formal meeting of the Board, the Chair may call for a vote of Directors via email or facsimile. This authority shall not be used in any case where four (4) or more of the Directors object to such vote. A minimum of five (5) days shall be given for the response of Directors to an email or facsimile vote conducted under this authority.

**Section 5.03** Five (5) members of the Board shall constitute a quorum for the transaction of business at such meetings. If less than five (5) members of the Board are participating in a scheduled meeting, a majority of the Directors present may adjourn the meeting to a different time without further notice.

**Section 5.04.** The affirmative vote of at least four (4) members of the Board of Directors shall be necessary for the authorization or taking of any action voted upon by the Board. Each Director shall be entitled to one (1) vote, in person or by proxy, on all matters laid before the Board for consideration. Proxies may only be given to the Chair, Secretary, or other Director who will be present at the meeting. Proxies may specify (a) particular votes(s) on (a) particular matter(s), but may not be counted in the establishment of a quorum for the conduct of general

business of the Board unless such proxy authorizes a vote on all matters that come before the meeting.

## **ARTICLE VI COMMITTEES**

**Section 6.01.** The Board of Directors, by resolution adopted by five (5) or more Directors, may designate or appoint one or more committees, including without limitation an Executive Committee, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated and appointed by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

## **ARTICLE VII OFFICERS**

**Section 7.01.** The officers of the Corporation shall be elected annually by the Board of Directors and shall consist of a Chair, a Vice-Chair, a President, a Secretary and a Treasurer, and may include other officers and assistant officers as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 7.02.** The Board of Directors may require any of the officers or employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned upon the faithful performance of their respective offices or employments.

**Section 7.03.** Any officer elected or appointed by the Board may be removed at any time with or without cause by the affirmative vote of five (5) members of the Board of Directors. Any vacancy occurring in any office of the Corporation (other than a vacancy resulting from normal expiration of a term of office) shall be filled by the Board not sooner than thirty (30) days after written notice of the vacancy to all members of the Board of Directors.

### **The Chair**

**Section 7.04.** The Chairman/Chair shall be the chief executive officer of the Corporation and shall preside at meetings of the Board of Directors.

### **The Vice-Chair**

**Section 7.05.** The Vice-Chairman/Vice-Chair, shall respectively have such powers and perform such duties as assigned to them by the Board of Directors or the Chair. In the absence or disability of the Chair, the Vice-Chairman/Vice-Chair, in the order determined by the Board of Directors, shall perform the duties and exercise the power of the Chair.

### **The President**

**Section 7.06.** The President shall be the chief operating officer of the Corporation; the Executive Director of the Keweenaw National Historical Park Advisory Commission shall serve concurrently as the executive director of the Commission and the chief operating officer of the Corporation; he/she shall have general and active management of the affairs and property of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall perform or cause to have performed on behalf of the Secretary and/or Treasurer such administrative duties as are required to record, transcribe, prepare, file, and transmit minutes and other records of the Corporation, and as are required to receipt, deposit, disburse and account for funds of the Corporation.

### **The Secretary**

**Section 7.07.** The Secretary shall keep the minutes of all meetings of the Board of Directors, of all meetings of committees of directors appointed in accordance with Section 6.01 of these bylaws. He/she shall give, or cause to be given, such notice of all meetings of the Board of Directors as may required by the bylaws, and shall perform such other duties as shall be assigned to him/her by the Board of Directors, the Chairman or the President.

### **The Treasurer**

**Section 7.08.** The treasurer shall have the custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall be responsible for depositing all moneys in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall be responsible for disbursing the funds of the Corporation in accordance with the directions of the Board of Directors, and shall render to the Board, at its regular meetings, or when the Board so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

## **ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 8.01.** Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the Treasurer or such other offices, or agents or employees of the Corporation, as may, from time to time, be designated by the Board of Directors. All instruments of transfer of personal property other than securities, all instruments of conveyance of real property and all contracts and agreements shall be signed by such officers or agents as the Board of Directors shall direct, and in any event, they may be signed by any two (2) of the following officers, namely, the Chairman, President, Vice Chairman, Secretary or Treasurer. The Board of Directors may authorize or empower one or more officers or agents of the Corporation to execute and deliver any and all papers and documents or to do other acts or things on behalf of the Corporation, including any required or convenient in dealing with Government authorities.

**Section 8.02.** All funds of the corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 8.03.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE IX DUES**

**Section 9.01.** The Corporation is not a general membership organization and thus, no dues will be established for the Board of Directors or membership.

## **ARTICLE X SEAL**

**Section 10.01.** The Corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the date of its incorporation and the words "State of Michigan."

## **ARTICLE XI FISCAL YEAR**

**Section 11.01.** The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each year.

## **ARTICLE XII AMENDMENTS**

**Section 12.01.** These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of five (5) or more Directors in office at any regular or special meeting, provided that no such action shall be taken if it would in any way adversely effect the Corporation's qualification under Section 501(c) 3 of the Internal Revenue Code of 1986 (or any successor provision).

Adopted:

\_\_\_\_\_  
Alison K. Hoagland, Chair                      Date

\_\_\_\_\_  
Susan C. Cone                                      Date

\_\_\_\_\_  
Rev. Robert V. Langseth                      Date