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**Skagit County Historical Museum**

## **By-Laws**

**[revised September 2016]**

### **SKAGIT COUNTY HISTORICAL SOCIETY BYLAWS**

#### **ARTICLE I - NAME**

- SECTION 1.** The name of this organization shall be the Skagit County Historical Society (the Society).
- SECTION 2.** This Society shall be a non-sectarian, non-political, non-segregated and nonprofit educational organization.
- SECTION 3.** The principle place of business of the Society shall be the Skagit County Historical Museum, owned and operated by the Society and located in La Conner, Washington.
- SECTION 4.** Other offices for the transaction of business shall be located at such places as the Board of Trustees may determine.

**ARTICLE II – PURPOSE**

**MISSION STATEMENT:** The Skagit County Historical Society shall preserve and present the County's unique cultural heritage for the enjoyment and education of all.

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**Motto:** Preserving Skagit History for all people for all time.

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**SECTION 1.** This Society shall discover and collect any material which may establish or illustrate the history of Skagit County.

**SECTION 2.** This Society shall ensure the preservation of such material and assist with the preservation of historic buildings, structures, sites, districts, roads and trails as appropriate.

**SECTION 3.** This Society shall seek to disseminate historical information and arouse interest in the past by publishing historical material, presenting public programs and exhibitions and marking historic buildings, structures, sites, districts, roads and trails as appropriate.

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**ARTICLE III - LAWS GOVERNING**

The Washington Nonprofit Corporations Act and the Society's Articles of Incorporation shall govern the Society. In the event of conflict between these Bylaws or the Articles of Incorporation and the Washington Nonprofit Corporations Act, the Act shall govern. In no event shall any of the Society's assets be used contrary to the provisions of Section 170(c)(2)(B) or Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

**ARTICLE IV - DISSOLUTION**

It is hereby provided that in case the Society fails to have a quorum (20) at its Annual Meeting, the Board of Trustees, as it then exists, shall continue to manage the affairs of the Society until the next Annual Meeting. At this time, if a quorum is not present, this shall be interpreted as a cessation of an effective working organization. All property belonging to the Society shall be delivered to, and shall become the property of Skagit County, administered by the County Commissioners, until such time as the Society shall again function and comply with the Society's Articles of Incorporation and applicable state and federal laws governing nonprofit organizations.

**ARTICLE V - MEMBERSHIP**

**SECTION 1.** Membership in this Society is open to any individual or organization interested in supporting the preservation of Skagit County history and the dissemination

of this history through exhibits, programs and publications. Members shall pay annual dues appropriate for their level of membership. No member of any level shall have any interest in the real or personal property of the Society.

**SECTION 2.** The Society shall establish membership levels and appropriate dues and benefits.

**SECTION 3.** The term of membership shall be one calendar year from the initial date of membership. Subsequent annual dues are payable on the anniversary date of initial membership. A member shall be dropped from the rolls of the Society when annual dues are three months past due.

**SECTION 4.** Each member has the right to one vote at membership meetings (one vote for each individual, group and organization). A member shall be eligible to serve in any office of the Society.

#### ARTICLE VI -TRUSTEES AND OFFICERS

**SECTION 1.** The Society shall be governed by a Board of Trustees with a maximum of fifteen members.

**SECTION 2.** Two Trustees shall reside in five of the high school districts in the County: Anacortes, Burlington-Edison, La Conner, Mount Vernon, and Sedro-Woolley/Concrete. Five trustees shall represent the County at large. The terms will be staggered in three-year increments so that all groups will rotate every three years.

e.g.

<u>Group A</u>	<u>Group B</u>	<u>Group C</u>
<u>2015-2018 Mt. Vernon</u>	<u>2016-2019 Anacortes</u>	<u>2017-2020 Anacortes</u>
<u>2015-2018 SW-Concrete</u>	<u>2016-2019 La Conner</u>	<u>2017-2020 Burlington</u>
<u>2015-2018 Burlington</u>	<u>2016-2019 Mt. Vernon</u>	<u>2017-2020 LaConner</u>
<u>2015-2018 At Large</u>	<u>2016-2019 At Large</u>	<u>2017-2020 SW-Concrete</u>
<u>2015-2018 At Large</u>	<u>2016-2019 At Large</u>	<u>2017-2020 At Large</u>

**SECTION 3.** Trustees shall be elected by the membership at the Annual Meeting and serve three-year terms. Such terms will begin immediately upon election. A Trustee may serve no more than two consecutive three-year terms or six years maximum. After two terms that period, a one-year absence from the Board is required before a member may be elected or appointed to the Board. After two terms, a one-year

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~~absence from the Board is required before a member may be elected or appointed to the Board.~~

**SECTION 4.** The Officers of this Society shall be President, Vice President, Secretary and Treasurer.

**SECTION 5.** Officers shall be elected by the Board of Trustees at the Board Meeting following the Annual Meeting. Officers shall serve for a term of one year. They shall take office immediately after election. A Trustee elected to be an Officer shall serve both terms concurrently.

**SECTION 6.** All elected Trustees and Officers shall be active members in good standing in the Society. Membership dues for the Board of Trustees and Officers shall be current at the beginning of duties.

~~**SECTION 7.** Any vacancy in the Board of Trustees caused by death, resignation, removal, disqualification or any other cause, may be filled by the majority vote of the remaining Trustees. The vote may be taken at a regular Board meeting or by telephone or email and confirmed at the next full Board meeting for the record and voted on at the next Annual Membership meeting. at a regular Board Meeting or special meeting called for the purpose. If a Trustee is appointed/elected to fill an unexpired term, the period of time remaining counts as their first term. They would then have the option of serving another three year term before vacating their position as a Trustee. Each Trustee so elected shall hold office until election by the membership at the next Annual Meeting. The term of each Trustee shall begin immediately upon election at the Annual Meeting.~~

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~~**SECTION 7.** Any vacancy in the Board of Trustees caused by death, resignation, removal, disqualification or any other cause, may be filled by the majority vote of the remaining Trustees at a regular Board Meeting or special meeting called for the purpose. Each Trustee so elected shall hold office until election by the membership at the next Annual Meeting. The term of each Trustee shall begin immediately upon election at the Annual Meeting.~~

**SECTION 8.** The following shall be honorary members of the Board of Trustees: Chairperson of the Board of County Commissioners and the President of the Pioneer Association.

**SECTION 9.** The Society may indemnify any Trustee or Officer or former Trustee or Officer for expenses incurred by any claim assessed against them for being a Trustee or Officer, except where such expenses are proven to have incurred through their misconduct.

## ARTICLE VII – DUTIES OF OFFICERS

~~**SECTION 1.** The President shall (1) preside at all Society meetings, (2) preside at all Trustee meetings, (3) enforce strict observance of the Articles of Incorporation and~~

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~~Bylaws, (4) endeavor to fill all committees and encourage regular meetings, (5) The President shall give notices of all Board and Society meetings, notify committees of appointments and make a report at the Annual Meeting upon the work of the Society, (6) Serve as an ex-officio member and chairperson of the Board of Trustees and only vote in the case of a tie vote among those Trustees present, and (7) perform other such duties as are usual to the office.~~

~~**SECTION 1.** The President shall (1) preside at all Society meetings, (2) preside at all Trustee meetings, (3) enforce strict observance of the Articles of Incorporation and Bylaws, (4) appoint all committees, (5) The President shall give notices of all Board and Society meetings, notify committees of appointments and make a report at the Annual Meeting upon the work of the Society, (6) Serve as an ex-officio member and chairperson of the Board of Trustees and only vote in the case of a tie vote among those Trustees present, and (7) perform other such duties as are usual to the office.~~

**SECTION 2.** The Vice President shall serve as vice-chairperson of the Board of Trustees and assume the duties of the President in his/her inability to act.

**SECTION 3.** The Secretary shall keep the minutes of the meetings of the Society and Board Meeting, and shall present such minutes to the respective groups for correction and approval.

**SECTION 4.** The Treasurer, assisted by the museum staff, shall present an accurate record of all Society income and expenses. These financial activities shall be reported by the Treasurer at the Annual Meeting and whenever required by the Society or Board of Trustees. The Treasurer, assisted by museum staff, shall maintain accounts of income and expenses in a form determined and approved by the Board. The financial records kept by the Treasurer and museum staff shall be reviewed at least every three years by a Certified Public Accountant as determined by the Board of Trustees. An independent review of financial records shall be made when the Executive Director leaves. The Board may request a review of the Society's financial records at any time.

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## **ARTICLE VIII – DUTIES OF THE BOARD OF TRUSTEES**

**SECTION 1.** The Board of Trustees shall be working members and attend all meetings.

**SECTION 2.** The Board of Trustees shall maintain and adhere to all written agreements approved by the board.

**SECTION 3.** Recommendations of all committees must meet with the approval of the Board of Trustees before final action can be taken.

**SECTION 4.** A quorum of the Board of Trustees shall be eight. In the event of a vacancy caused by death, removal or resignation of a Trustee, then a quorum shall be 50% plus one (e.g. 15, 14, 13 members the quorum is 8; 12, 11, members would be 7; 10 would be 6). Once a vacancy has been filled then a quorum of 8 holds.

**SECTION 5.** The Board of Trustees shall have the power to borrow such sums of money that they deem necessary to further the best interests of the Society, and shall have the power to issue notes or other instruments as security for money borrowed.

**SECTION 6.** To implement the work of the Skagit County Historical Society, the Trustees shall participate in committees as necessary. Each Trustee will be a member of at least one Committee. See Addendum document for committee descriptions.

**SECTION 7.** Trustees may vote in person, by mail or by electronic transmission per Washington State RCW 24.03.085. Votes taken by this method will be confirmed at the next scheduled Board meeting.

**SECTION 8.** The absence of any Officer, Trustee, or other appointive officer from three consecutive meetings without having provided the Secretary with sufficient excuse, shall be deemed equivalent to resignation, and shall be acted upon as such.

**SECTION 9.** Resignation of Officers or Trustees will be accepted by the Board of Trustees, who shall endeavor to fill all vacancies within 60 days to serve until the next Annual Meeting.

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## **ARTICLE IX - MEETINGS**

**SECTION 1.** The Annual Meeting of the Society shall be held in September of each year. Special meetings may be called upon written request of at least ten members of the Society or a majority of the Board. Twenty members shall constitute a quorum.

**SECTION 2.** The Board of Trustees shall hold meetings on the third Mondays of every month. If one of these should fall on a holiday, the nearest suitable date shall be used.

## **ARTICLE X - FUNDS**

**SECTION 1.** General Fund: All monies generated from membership dues, fund-raising activities, museum and special event admission fees, gifts, museum store sales or any other sources not specifically designated for the Endowment Fund or other restricted

funds shall be deemed as part of the General Fund of the Society. The Board of Trustees shall oversee and have authority over all Society income and expenditures. The Museum Executive Director shall submit an annual budget proposal to the Board of Trustees for their approval by the final Board meeting of the year. The Executive Director shall serve as administrator of the Board-approved budget and have the authority to spend General Funds within budgetary limitations. A limit on how much the Executive Director may disburse at any one time shall be established by the Board of Trustees. Disbursements exceeding the Board-approved limit shall require the signature of the Treasurer or President in the absence of the Treasurer. The Board of Trustees shall establish policies governing the management of Society finances.

**SECTION 2.** General Endowment Fund: The Board of Trustees of the Society shall establish an Endowment Fund for the purpose of continuing the building and housing for the items of historical value and significance to Skagit County to provide a reliable source of income for the long term future of the museum. Monies for this Fund shall be bequests, gifts of cash or real property, and donations.

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These monies donated to the Endowment shall be invested in safe and profitable securities. At no time shall the corpus of the Fund be expended. Only such the income from interest and/or dividends as meets the stated purpose of this article will be eligible for funding. may be used for museum operations, facilities, special projects or programs, or debt repayment. Any income from the Endowment not spent during the fiscal year of the organization will be returned to the corpus. This Fund shall be managed by a committee composed of the President, Treasurer, and three members of the Society elected by the Trustees. This committee shall seek the knowledge and expertise of professionals in the management of this Fund.

**SECTION 3. Restricted Funds:**

Restricted funds that are donated for a particular purpose or project shall be set aside and used for that purpose only. All other donations may be used or invested by the organization towards any purpose they see fit. Once a particular project for which funds were donated is completed, any remaining funds become unrestricted and may be invested in the Endowment fund or used for another purpose as approved by the Board.

~~**SECTION 2.** Endowment Fund: The Board of Trustees of the Society shall establish an Endowment Fund for the purpose of continuing the building and housing for the items of historical value and significance to Skagit County. Monies for this Fund shall be bequests, gifts of cash or real property and donations. These monies shall be invested in safe and profitable securities. At no time shall the corpus of the Fund be expended. Only such income as meets the stated purpose of this article will be eligible for funding. Any income not spent during the fiscal year of the organization will be returned to the corpus. This Fund shall be managed by a committee composed of the President, Treasurer, and three members of the Society elected by the Trustees. This committee shall seek the knowledge and expertise of professionals in the management of this Fund.~~

#### **ARTICLE XI - ADMENDMENTS**

Amendments to the Bylaws of the Skagit County Historical Society may be proposed in writing and filed with the Secretary by any three members. The proposed amendment shall be presented by the Secretary at the next meeting of the Board of Trustees attended by a quorum. If passed by a two-thirds vote of the Trustees present, the Secretary shall notify all members in writing and it may be adopted by a two-thirds favorable vote of the members present at the next Annual Meeting or special membership meeting.

#### **ARTICLE XII - PARLIMENTARY AUTHORITY**

"Robert's Rules of Order Newly Revised, 11<sup>th</sup> Edition" shall govern the Skagit County Historical Society on all points not covered by these Bylaws.