

WHITMAN COUNTY HISTORICAL SOCIETY

BY-LAWS

ARTICLE I

Memberships

Section 1. The membership of the Whitman County Historical Society shall consist of:

(a) All individuals holding a Basic, Family (being an annual membership for all members of a family living together), Sustaining, Patron, or Life membership;

(b) And all organizations, associations, and corporations holding a business membership.

Section 2. The fees for all memberships hereafter issued shall be determined from time to time by the Board of Directors. The Board shall also fix the duration of all memberships.

Section 3. Honorary memberships shall be issued only upon the favorable vote of not less than ten members of the Board of Directors and then only to individuals who have contributed unusual and exceptional personal services to the Society and/or an unusual and exceptional contribution of money or property to the Society or for its use and benefit.

ARTICLE II

Membership Meetings

Section 1. An annual meeting of the membership shall be held on a Sunday in the fall of each year, as determined by the Board of Directors. Three (3) weeks advance notice of the time and place of said meeting shall be given by mail, addressed to the members at their respective addresses as shown by the records of the Society. Unless otherwise determined by the Board of Directors, said meeting shall be held on or before the third weekend of October.

Section 2. Except where inconsistent herewith, all meetings shall be conducted according to Robert's Rules of Order subject to such special procedural votes as may from time to time be adopted.

Section 3. A quorum shall consist of those members present at any membership meeting.

Section 4. All proxies for any membership meeting shall be in writing, dated, signed by the issuing member, and delivered to the Secretary prior to the commencement of the meeting or upon the arrival of the holder of the proxy. No proxy shall be valid for more than one meeting and any adjournment thereof. No one person shall hold more than one valid proxy at any one time.

Section 5. The order of business for the annual meeting shall be as follows:

- (a) Reading of minutes of the preceding annual meeting.
- (b) Presentation of all communications believed appropriate.
- (c) Reports of officers and committees.
- (d) Completion of unfinished business.
- (e) Elections, appointments, and other membership action.
- (f) New business, miscellaneous business, and announcements.

Section 6. Special meetings may be called by the President with the approval of a majority of the Board of Directors and upon the giving of written notice of the time and place of the meeting, including the business intended to be transacted, in the same manner as for an annual meeting. No action at any special meeting shall be taken as to a matter not mentioned in said notice.

Section 7. The business of a special meeting shall be confined to that for which the meeting was called and shall be considered in such order as the presiding officer may determine.

ARTICLE III

Board of Directors

Section 1. Except as specifically determined or directed by the membership or as may be otherwise provided herein, the affairs and business of the Whitman County Historical Society shall be administered, managed, and conducted in accordance with the Articles of Incorporation and these By-laws by a Board of Directors consisting of twelve (12) members. Said twelve (12) members shall consist of the President, Vice President, Secretary, Treasurer, Past Presidents and eight other directors.

Section 2. Fifty percent (50%) + 1 of the filled board positions present shall constitute a quorum for the transaction of all business provided, however, that no action

shall be taken upon any manner requiring the affirmative vote of more directors than those present.

Section 3. Action by the Board shall require a majority vote of the Board members present except where a larger vote is specifically required.

Section 4. The order of business for the Board shall be the same as for the annual membership meeting.

Section 5. The Board of Directors shall have no authority to sell, convey, or mortgage any real estate of the Society or to dissolve the corporation without the prior approval or direction of the membership voting at an annual meeting or special meeting called for that purpose.

Section 6. The Board of Directors may from time to time appoint additional officers or agents to perform Society functions for appropriate periods of time as determined by the Board, including the appointment of a corresponding secretary.

Section 7. The twelve members of the Board of Directors shall be elected by the majority vote of the membership at its annual meeting to serve from the adjournment of the meeting for a term of three years or until their respective successors have been elected. Four directors shall be so elected at each annual meeting upon nominations being made by the nominating committee and/or from the floor. The committee shall make reasonable effort to nominate at least one director willing to serve from each of the three commissioner districts of Whitman County. No director shall serve more than three consecutive terms except for those board members filling the officer positions of secretary and treasurer. Any vacancy arising with respect to an elected director may be filled by the Board until the next annual meeting of the membership at which meeting a successor shall be elected to serve for the remainder of the unexpired term. All directors shall be members of the Society in good standing and upon any director ceasing to be a member, the office held shall be immediately declared vacant by the Board. Upon three consecutive absences of a board member from the board meetings the board may declare the office vacant.

Section 8. The Board of Directors shall hold such regular meetings as may be determined by the Board and such special meetings as may be directed by the Board or called by the President. Notice of all meetings shall be given as may be directed by the Board and unless otherwise so provided notice of the time and place of the meeting shall be given at least three (3) days prior thereto. Provided,

however that in the event of an emergency a meeting may be held without notice upon a quorum being present and consenting to the holding of a meeting. This meeting shall be confined to the matter of the emergency and provided that any action so taken shall be upon the affirmative vote of at least seven directors. In addition, the Board shall hold a regular or special meeting at least three weeks before each membership meeting the business of which shall include the planning for the membership meeting.

Section 9

Board members may attend regularly schedule meeting in-person or by other electronic means (i.e. phone, computer, etc) of verbal communication. Such attendance will be recognized with the same authority as if that member is physically present.

Section 10

At times when important matters need to be discussed and or acted on before the next scheduled board meeting, the president may convene a special meeting via email or other appropriate electronic communication. If an immediate decision is required, the president, after consulting with the executive committee and properly explaining the emergency to the board via email, will propose an appropriate motion to the board and be approved or disapproved by those responding via email. Should a majority of participants approve the motion it will be approved, and the president allowed to address the immediate situation. At the next scheduled meeting the emergency approval will be on the agenda, discussed and formally approved and recorded in the minutes by the secretary.

ARTICLE IV

Officers

Section 1. The officers of this Society shall be a President, Vice President, Secretary, and Treasurer. Officers shall be selected by the Board of Directors from the members of the board. Officers shall not be elected for more than two consecutive one year terms for the same position except for the Secretary and Treasurer. All officers shall be members of the Society in good standing and upon any officer ceasing to qualify, the office shall be declared vacant by the Board of Directors. Any vacancy arising in any office shall be filled by appointment of the Board of Directors.

Section 2. The President shall be the principal executive and administrative officer of the Society and be responsible for the supervision and carrying out of all actions

of the meetings of the membership, the Board of Directors, and the executive committee, with full authority in the event of emergency to take such action for the preservation and protection of the property and legal rights of the Society as may be reasonably necessary pending the calling together of the executive committee of the Board of Directors. He/she shall preside at all meetings of the membership, Board of Directors, and executive committee. His/her power shall be used to encourage full parliamentary debate on all issues and to expedite decisions and appropriate action. He/she shall be an ex-officio member of all committees. He/she shall call meetings of the members, Board of Directors, and the executive committee as required and/or as provided by these By-laws. Upon the authorization of the Board of Directors or the membership, he shall sign all deeds, leases, conveyances, and all other instruments to be executed by the Society with the attestation of the Secretary and such other papers pertaining to the Society as may be appropriate.

Section 3. The Vice President shall assist the President with his duties and responsibilities. In the absence or inability of the President to act or upon the office of the President becoming vacant, he shall possess and discharge all of the powers and duties of the President and act in his place and stead.

Section 4. The Treasurer shall receive, record, and be the custodian of all monies of the Society. He/she shall deposit the same in such banks as may be designated by the Board of Directors. Receipts shall be issued as may be appropriate and it shall be the duty of every member to turn over any monies received on behalf of the Society to the Treasurer as soon as possible. Except as may be otherwise provided, he/she shall pay all obligations of the Society by check. He/she shall issue receipts and shall notify the Secretary of the name of the payee and the amount of any payment upon demand. He/she shall maintain suitable books of account and shall make a suitable report of the financial operations and conditions of the Society at each meeting of the members and at such other times as may be required by the President or the Board of Directors. He/she shall have and exercise such other powers and duties as are consistent with the nature of his office and the requirements of the Society.

Section 5. The Secretary shall be the secretary of the corporation and shall have the responsibility of keeping a comprehensive record of the society activities including the taking and keeping of minutes of all meetings of the membership, the Board of Directors, and the Executive Committee and to record and maintain the proceedings in separate minute books which shall be open for inspection by any member of the Society at any reasonable time and of which copies of an

immediately past meeting shall be furnished to the members of the Board of Directors upon request. The Secretary shall also attest such legal instruments on behalf of the society as may be directed and/or authorized by the board and exercise such other powers and duties as are consistent with the nature of the office and the requirements of the Society including Society correspondence in the absence of the appointment of a corresponding secretary.

Section 6 The past-president shall help ensure the continuity for the incoming president in all aspects of that position. He/she will advise the president on any/all ongoing issues as well as offer a historical perspective from his/her point of view. This position is a one-year term and is subject to the past president's willingness and ability to serve another year. This position includes all the rights and obligations as the other members including voting on any issues brought before the board.

ARTICLE V

Committees

Section 1. The President, with the advice and approval of the directors, shall establish a five-member executive committee which shall consist of the President, Vice President, and three other persons appointed by the President, from the other officers and members of the Board of Directors. The executive committee shall meet formally or informally upon the call of the President to counsel, advise, and assist the President in his administrative duties and to carry out such other authorizations, directions, and instructions as may be requested, ordered, or directed by the Board of Directors.

Section 2. The Society shall have standing committees, the activities of which shall be subject to the supervision and guidance of the President and the approval of the Board of Directors and whose respective members shall be appointed by the President with the approval of the Board of Directors.

Section 3. The Society shall have such special committees as may be determined by the Board of Directors. The activities of all such committees shall be subject to the supervision and guidance of the President and the approval of the Board of Directors. The respective committee members shall be appointed by the President with the approval of the Board of Directors.

ARTICLE VI

Financial Affairs

- Section 1. The fiscal year of the Society shall commence on October 1 each year and continue through September 30 of the following year.
- Section 2. The finance committee shall prepare, and as soon as possible after the commencement of each fiscal year, submit to the Board of Directors for its approval and/or revision and approval an itemized budget of the Society for the current fiscal year setting forth all estimated receipts and all estimated expenditures, which budget shall at all times be subject to amendment by the Board of Directors. Except for emergencies necessitating an immediate expenditure for the preservation of the property and legal rights of the Society and except for necessary expenditure of Society money no expenditure shall be made unless the amount and purpose thereof is included in the adopted budget or an amendment thereof. The adoption and/or revision of any budget shall be upon the affirmative vote of at least eight Board Members.
- Section 3. The Society may engage in any lawful form of fund raising or related activity which has received the prior approval of the Board of Directors.
- Section 4. All checks, drafts or other orders for payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Society shall be signed by such officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board.
- Section 5. The Society may receive and accept memorials, contributions, and gifts or property of any kind whatsoever with the approval and/or in accordance with the directives and guidelines established by the Board of Directors.
- Section 6. All monies received by the Society shall be paid directly to the Treasurer or to any other agent authorized by the Board of Directors who shall turn over all money received to the Treasurer. The Treasurer shall issue receipts upon request.
- Section 7. In conformity with the reference to the non-profit status of the corporation as shown in the preamble of the Articles of Incorporation, no member of the Board of Directors, officer, or society member shall receive any compensation except reimbursement for actual expenses incurred on behalf of the Society and no member shall receive any dividend or profit or reward of any kind from the corporation, except as wages or salary for actual employment authorized by the Board of Directors.

ARTICLE VII

Amendment of By Laws

Section 1. These By laws may be altered and amended by not less than a two-thirds (2/3) vote of the Board of Directors at any meeting of the board at least ten (10) days prior to which a written copy of each Bylaw proposal for adoption has been delivered to each board member at the address of each as known by records of the corporation.

ARTICLE VIII

Whitman County Historical Society Trust Fund

Section 1. The Whitman County Historical Society, known as the Trustor, shall hereby create a charitable trust to be known as the Whitman County Historical Society Trust.

Section 2. The purpose of the trust is to provide the Trustor with an irreducible endowment fund to provide income to fund activities and operations, particularly to establish and operate a public museum serving and of interest to the entire county of Whitman.

Section 3. The Trustees shall be appointed by the Whitman County Historical Society Board to serve for three year terms. Trustees must be members but not directors of the Society. Any Trustee may be reappointed to serve an additional three years immediately following the expiration of his or her term. Any Trustee upon the expiration of the term of his appointment shall, nevertheless, continue to be an authorized and acting Trustee until a successor Trustee has been appointed a qualified.

Section 4. The Trustees will conduct the business of the Trust as delineated in the Trust Agreement signed and dated May 18, 1986.

Section 5. So long as the Trustor, Whitman County Historical Society, shall continue to exist, said Trustees will hold all of the Trust property and all income therefrom in accordance with the terms and provisions of said Agreement for the use and benefit of said Society and/or such other beneficiaries as may be entitled thereto under the terms and provisions of the Agreement.

Section 6. In the event that the Whitman County Historical Society shall cease to exist all assets will be distributed as delineated in the Trust Agreement.

Revised: August 2021