

AMENDMENTS TO THE BY LAWS OF THE

EDMOMDS - SOUTH SNOHOMISH COUNTY HISTORICAL SOCIETY, INC.

Fully revised and approved November 2, 2016

Committee section revised April 2, 2018

Membership section revised August 6, 2018

ARTICLE I

NAME

- Sec. 1: The name of this society shall be  
EDMONDS - SOUTH SNOHOMISH COUNTY HISTORICAL SOCIETY.
- Sec. 2: For simplicity this organization may be referred to in this document as The Society.
- Sec. 3: The Society may transact business using the abbreviation ESSCHS.
- Sec. 4: The Society may also use the name Edmonds Historical Society and Museum or EHSM.

ARTICLE II

OBJECTIVE

- Sec. 1: We are dedicated to sharing the history of our community. We will achieve this by: research, collection and preservation of historical documents, artifacts, memories and events; and by utilizing interpretive displays and engaging in creative public educational programming. *(Adopted 7/11/11)*
- Sec. 2: In furtherance thereof the Society shall operate and maintain The Edmonds Historical Museum.

ARTICLE III

LEGAL

- Sec. 1: The Society is incorporated as a non-profit organization which shall maintain a corporate office within the city of Edmonds WA.
- Sec. 2: "This Society (a non-profit corporation) is organized and operated exclusively for educational purposes within the meaning of Section 501© 3 of the 1964 Internal Revenue Code; to gather, preserve and display artifacts and memorabilia relating to and concerned with the history and origins' of The City of Edmonds and South Snohomish County (Washington) area, for the education, training, and instruction of individuals and general public, and to that end, develop a museum to house and serve as a place for which and in which such instruction may be carried out." *(adopted 11/1/1973)*

- Sec. 3: “This Society (a non-profit corporation), notwithstanding any other provisions of the Articles of Incorporation shall not carry on any activities not permitted to be carried on by any company organized under Section 501 C3 of the 1964 Internal Revenue Code or any future U. S. Internal Revenue Law relating to exempt status. No Inurement of earnings shall be granted to any member except in case of reasonable compensation for actual services.” *(adopted 11/1/1973)*
- Sec. 4: The Society, having been designated a 501 C-3 corporation, shall operate in accordance with all requirements necessary to maintain that status.
- Sec. 5: The Corporation shall operate on a calendar year for the purposes of record keeping and Federal reporting.
- Sec. 6: The Society shall adopt and implement policies and procedures to ensure, to the best of its abilities, all matters regarding conflicts of interest (real and potential) are appropriately managed.
- Sec. 7: The officers, directors, committee chairs, members, employees and persons serving and served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation. It is the policy of The Society not to discriminate on the basis of race, creed, ancestry, marital status, sexual orientation, age, physical disability, veteran’s status, political service or affiliation, color, religion or national origin.
- Sec. 8: Except as otherwise provided by resolution of the board, all contracts, leases, and legal agreements shall be signed by the President after approval is granted by the Board.
- Sec. 9: Records created electronically may be held in that format and no paper copy need be kept on file. However, should the Society elect to maintain records in this manner, a back-up copy of those records must be maintained on an external hard drive that is updated at least once a month after minutes and financial reports are approved.

## ARTICLE IV

## MEMBERSHIP

- Sec. 1: Any person who furthers the objectives of The Society by making a financial contribution of \$25 or more shall be deemed a member in good standing for the period of at least one year from the time of the donation.
- Sec. 2: Recognition for various donation levels shall be established by the Board of Directors, recorded in the minutes of the Society when approved and publicized by the membership committee.

- Sec: 3           The membership committee shall develop the membership benefits and upon board approval, provide a membership card and information about benefits to all donors.
- Sec: 4           There shall be no individual memberships. Membership status shall apply to all members of a family living in the same household and that membership provides one vote in the election process.
- Sec. 5:           Membership provides for a vote in the annual election of Directors to the governing board. Any individual/family deemed a member in good standing should be given the opportunity to participate in the election process by casting their one vote allocation.
- Sec. 4:           Membership does not provide voting status on legal or business issues     under consideration by the board, however on extremely critical issues, a forum may be provided for membership input before a decision is reached.
- Sec. 5:           The Board may elect to put a decision regarding a critical issue to a vote of the membership. In such case a quorum is not required. The majority choice of those voting through the process offered will determine the outcome.
- Sec. 6           Benefits provided to members shall be in compliance with the IRS code related to charitable contributions and membership rewards to allow a tax deduction for the entire amount of the contribution.

## ARTICLE V

## BOARD OF DIRECTORS

- Sec. 1:           Hence forth in this document The Board of Directors of the Edmonds-South Snohomish County Historical Society may be referred to as simply The Board.
- Sec. 2:           The Board shall have the power and authority to manage and administer the affairs of this Society, except or\as expressly limited by law. All corporate powers of the Society shall be vested in and may be exercised by the Board.
- Sec. 3A           The Board, having created the Edmonds Historical Museum, shall also serve as the governing board of said entity.
- Sec. 3B:           Business of the Museum may be conducted as part of the agenda at any meeting held by The Society Board.
- Sec. 3C:           If it ever becomes necessary to cease operations of the Museum, The Board can end the operations of that entity without dissolving the Corporation. It may elect to retain responsibility for the artifacts entrusted to it or provide for their safe keeping with another Historical organization.

- Sec. 4: The Board shall be comprised of 15 members. Five members will stand for election each year to fill a three year term elected in accordance with Article XI of these bylaws.
- Sec. 5: The Board shall consist of 4 officers; the President, the Vice President, the Secretary and the Treasurer, and 11 directors, some of whom will serve as Standing Committee Chairs in accordance with Article VI.
- Sec. 6: Any person running for a board position must be a member in good standing. They will be provided with a job description for Board members explaining responsibilities and obligations which has been approved by The Board and kept on file in the corporate office. After election to the Board, a letter of commitment acknowledging the job description expectations shall be signed and held in the Board files of the corporate office.
- Sec. 7: All Directors are expected to serve in accordance with both the Code of Ethics Policy and a conflict of interest agreement established by the Society. Copies of the code and agreement will be signed by each Director at the beginning of each calendar year or at the time of election to the board to acknowledge awareness and understanding of these documents. These signed copies will be kept on file in the corporate office.
- Sec. 8: Directors shall receive no compensation for carrying out their duties as directors, but may be reimbursed for expenses incurred in conjunction with board responsibilities such as travel.
- Sec. 9: Directors are not restricted from being remunerated for professional services to the corporation provided contracting for such services was done in an open, competitive environment and remuneration is reasonable and fair to the corporation. Contracts for services must be reviewed for violations of the conflict of interest policies and state law and be approved by the board with the contracting member abstaining from the process.
- Sec. 10: A quorum of The Board shall consist of eight (8) members.
- Sec. 11: Absence of any Board member from three (3) consecutive regularly scheduled Board meetings, without sufficient reason having been communicated to the Board, shall be considered as the absent member's resignation. The resignation shall be confirmed by a two-thirds vote of the Board members present at or after the third such meeting.
- Sec. 12: Resignation of Officers or Directors shall be accepted by the Board at its next regular or special meeting. The Board shall begin the process of filling the vacancy for the unexpired term thus created; it shall require a majority vote of the Board members present to fill any vacancy.
- Sec. 13: Individual Board Members shall perform those duties approved by the Board as defined in an appropriate job description which shall be kept on file in the corporate office of the Society.

Sec. 14: The elected Board may add additional non-voting members to serve in ad hoc positions if their participation is beneficial to the operation of the society.

Sec. 15: In all incidents or disputes regarding the performance of duties assigned to the staff, to officers or to the performance of duties assigned to volunteers, the Board shall, through a designated representative:

1. Make known the allegations to the aggrieved party or parties;
2. Conduct an independent investigation to determine the facts;
3. Insure that due process is provided to all parties in the dispute.

The Board shall by a majority vote, determine what action, if any, should be taken, up to and including removal from office for officers and/or action with regard to volunteers, if any, appropriate to the circumstances.

The Board shall develop guidelines or other rules it deems appropriate to prevent any reoccurrence of said incident or dispute.

## ARTICLE VI

## DUTIES of OFFICERS

Sec. 1: The officers of the Society shall be President, Vice President, Secretary, and Treasurer.

Sec. 2 The Officers of The Board shall be elected by The Board at the first meeting held following the annual meeting and Board of Director elections.

Sec. 3A: The President shall be the official head of the Society, preside at all membership, Board of Directors and special meetings, and represent the Society to the public. The President shall also perform those duties approved by the Board defined as the job description for the president which will be kept on file in the corporate office of the Society.

Sec. 3B: The Vice President shall, in the absence of the President, undertake the duties of the President. In the case of the resignation or death of the President, the Vice President shall assume the office of President. The Vice President shall also perform those duties approved by the Board defined as the job description for the vice President and which will be kept on file in the corporate office of the Society.

- Sec. 3C: The Secretary shall prepare and keep minutes of membership, Board and special meetings. Recorded minutes shall be submitted for Board approval at each subsequent meeting and kept on file in the corporate offices. The Secretary shall acquire and maintain copies of all legal, business and correspondence documents of the Society and Museum as directed by the President and/or the Board and maintain files of required documents in the corporate offices. The Secretary shall also perform those duties approved by the Board and defined as the job description for the Secretary which will be kept on file in the corporate office of the Society. The Secretary may but is not required to serve as chair of the Governance Committee.
- Sec. 3D The Treasurer shall perform all routine duties of the office. The treasurer shall receive and deposit the Society monies, make necessary disbursements from the General Operating Fund, keep annual books of accounts on all Society funds, and prepare and submit a report of receipts and disbursements at all Board meetings. The Treasurer shall sign all checks unless not available to do so in which case the President may take this action on behalf of the treasurer. The Treasurer shall also perform those duties approved by the Board defined as the job description for the Treasurer and which will be kept on file in the corporate office of the Society. The Treasurer is responsible for oversight of the Finance Committee and may act as chair or with Board approval, appoint a chair or co-chairs of the committee. The chair shall ensure the committee complies with the Finance Committee Charter approved by the board and kept on file in the corporate offices.

## ARTICLE VII

## COMMITTEES AND DUTIES OF CHAIRS

- Sec. 1: There shall be 5 standing committees: Finance, Governance, Resource Development, Collections and Markets.. The Finance Committee shall provide oversight on all internal operations and the Resource Development Committee shall provide oversight on all external matters.
- Sec 2: Each Standing Committee shall have a chair or co-chairs drawn from the Board and operate in compliance with the charters approved by the Board.
- The Governance Committee Chair along with the members of the Committee shall assure that the organization is operating in accordance with its By-laws, vision, mission and strategic direction with sound financial management, compensation practices and fiscal and governance policies. The Governance Chairman shall ensure the committee complies with the charter approved by the Board for the Governance Committee which will be kept on file in the corporate office of the Society.

- The Market Committee Chair shall have responsibility for the operations of the markets sponsored by the Society as fundraising projects to support its work but must report monthly on status and seek Board approval for any major changes that deviate from current practices. The Chair shall have authority to hire and supervise a manager using the job description and pay scale approved by the Board. The Market Chair shall assure the markets operations are in full compliance with all policies and procedures approved by the Board for the Society as a whole as referenced in these by-laws. The Market Chair shall ensure that the committee operates in accordance with the charter approved by the Board and kept on file in the corporate offices of the society.
- The Resource Development Committee Chair shall work with a committee to establish methods to recruit and supervise volunteers, raise funds to keep the museum fiscally stable and viable and establish good stewardship practices. They shall support efforts to find and pursue grant opportunities, sponsorships and community support. They shall work to develop good public relations, marketing strategies and press relations. The Resource Development Chair shall ensure the committee complies with the charter approved by the Board which will be kept on file in the corporate office of the Society.
- The Collections Management Committee Chair along with the committee members shall work closely with the Museum Director and/or Collections Manager to create policies related to the acquisition, storage, preservation, and deaccessioning of all artifacts in the museum collection. They shall work and support committee work related to exhibits, loaning of materials, acquiring new items and publicizing displays created by the museum. They shall support and encourage efforts leading to the accreditation of the museum. The Collections Management Chair shall ensure the committee complies with its charter approved by the Board which will be kept on file in the corporate office of the Society.
- The officers of the Board and chairs of the standing committees shall serve as an executive board which shall provide support for the president. It is empowered to make binding decisions should an emergency situation require the making of a decision before a quorum of the full board can be convened.

- Sec. 3: The President shall appoint the chairs of all standing committees, except finance which is chaired by the treasurer, to assist him/her in carrying out the Mission and Vision of the Society from within the ranks of the Board of Directors. They shall serve under the provisions found in Article VI of these by-laws.
- Sec. 4: The President shall be an ex officio member of all committees.
- Sec. 5: The chair of each committee shall join with the Officers of The Board to constitute an Executive Committee whose duties are established in Article VI Sec. 6
- Sec. 6: Any standing committee may create sub-committees to address specific needs with in their areas of responsibility with the approval of The Board.

- Sec. 7: Other ad-hoc committees may be established and eliminated at the discretion of the board to suit current needs of the Society and Museum.
- Sec. 8: Each committee chairperson shall have those responsibilities and perform those duties set forth in the charters adopted by the Board and kept on file in the corporate office of the Society.

## ARTICLE VIII

## STAFF

- Sec. 1: The Board may, when it is deemed imperative for the continuance of the Society and/or successful operation of the Museum create paid staff positions which serve to further the Mission and Vision of the organization.
- Sec. 2: Each position created by the board shall have a clearly articulated job title, and job description approved at a board meeting. At the time of approval the minutes will reflect the reasons for creating the new position.
- Sec. 3: The Board may eliminate or modify any staff position at any time by taking such action at a board meeting and reflecting the reasons in the minutes of that meeting.
- Sec. 4: Persons hired to manage special programs established by the Board will be supervised by the Board as a whole or a committee chair given the authority to serve as supervisor by the board.
- Sec. 5: Anyone hired as the manager of a special program shall have authority over all staff and volunteers of that program as provided for in the job description of the position.
- Sec. 6: Copies of all job descriptions will be kept on file in the corporate office of the Society.
- Sec. 7: A personnel policy manual approved by The Board will be kept on file in the corporate office

## ARTICLE IX

## MUSEUM DIRECTOR

- Sec 1: A Museum Director shall be hired by the Board when it is deemed imperative to the successful operation of the Museum. He/she shall be removed only by The Board.
- Sec. 2: Said Director shall report directly to the Board as a whole body. No individual Director shall have authority over the Museum Director.



ARTICLE IX (continued)

MUSEUM DIRECTOR

- Sec. 3: The Director shall be an ex-officio member of The Board and all committees established by the Board.
- Sec. 4: The President of the Board shall work closely with the Director to communicate and clarify directions from the board as well as facilitate an annual review of the Museum Director.
- Sec. 5: All other positions created by the board for the purpose of operating the Museum shall report to the Museum Director.
- Sec. 6: The Director will fill and supervise all other museum positions created by the board in accordance with the job descriptions approved by the board, and be responsible for an annual review of each position.
- Sec. 7: In the event a Board member assumes a volunteer role working on projects of the Museum the authority for the project shall reside with the Museum Director.
- Sec. 8: The Museum Director shall have those responsibilities and perform those duties set forth in the job description adopted by the Board and kept on file in the corporate office of the Society.

ARTICLE X

MEETINGS

- Sec. 1: An annual meeting of the members of the Society shall be held during the first quarter of each year, on a date selected by the Board. The Membership Committee chair shall cause a notice of the time and place of the meeting to be sent by mail to each member at least two (2) weeks prior to the day set for the meeting. At each annual meeting, there shall be elected 5 directors to comply with Article V Sec. 5 of these bylaws. All types of membership may vote as detailed in Article IV.
- Sec. 2: Special meetings may be called by the Board to hear committee reports and/or other matters which the Board shall deem important to the objectives of the Society.
- Sec. 3: A regular monthly meeting of the Board shall be held on such day and time as the Board selects. The president can cancel the monthly meeting with the verbal agreement of the executive board if no critical business is on the agenda and may reschedule a meeting to achieve a quorum.

## ARTICLE XI

## ELECTIONS

- Sec. 1: At the annual membership meeting, five (5) directors shall be elected by the membership for a three year term each. They shall take office at the close of that Meeting.
- Sec. 2A: By the November meeting of the Board, the President shall have-worked with the Governance committee to create a nominating committee of three (3) members, who shall establish a slate of at least 5 candidates for the coming year. The committee shall elect its own chairperson and set its own meeting times and agendas.
- Sec. 2B: At the December Board meeting the Nominating Committee shall present the name of at least one candidate for each of the five director positions to be elected at the next annual meeting. There may be further nominations from the floor. The nominating person must be able to assure the Board that the person nominated is willing to run and serve according to Article V Sec. 6.
- Sec. 2C: The Nominating Committee and the Membership chair shall cause to be mailed to each member in good standing, a ballot containing the proposed slate of Directors at least 2 weeks before the annual meeting.
- Sec. 2D: Each ballot shall contain instructions:
- To vote for one person for each position on the ballot
  - To return the completed ballot to the Nominating Committee not later than the start of ballot counting at the annual meeting.
- Sec. 2E: Ballots shall also provide information for voting on line through the Society website should that option be available.
- Sec. 3: The sitting Nominating Committee members shall act as Tellers at the annual meeting, and shall announce the results of the balloting before the close of the meeting.
- Sec. 4: In the event a full slate cannot be established for election at the annual meeting, the Board may fill vacancies by appointment during the year. Appointed Directors must stand for election to their position at the next annual meeting.

## ARTICLE XII

## ORDER OF BUSINESS

- Sec. 1: The order of business at all meetings of the Board shall be determined by the president in consultation with the museum director and published as an agenda sent to the directors prior to the meeting.

## ARTICLE XIII

## CONDUCTING BUSSINESS

- Sec. 1: The President will conduct meetings in a manner that respects the opinions and ideas of all board members.
- Sec. 2: When a matter of official business is addressed, a motion, recorded by the secretary and a second must be made followed by a time for discussion. Changes to the motion may be made, provided they are agreed to by the maker of the motion. When the Directors wish to end discussion, someone must call the question. The secretary will then read the motion as it was made or amended. A vote will immediately follow and the motion will carry with a majority of votes of those in attendance. The official action will be recorded in the minutes of the meeting.
- Sec. 3: All matters not requiring official action may be discussed in an informal manner controlled by the presiding officer.

## ARTICLE XIV

## INDEMNIFICATION OF OFFICERS and DIRECTORS

- Sec. 1: The corporation shall indemnify to the fullest extent permitted by the Washington Nonprofit Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the rights of the corporation), by reason of the fact that the person is or was a director or officer of the

## ARTICLE XIV (Continued)

## INDEMNIFICATION OF OFFICERS and DIRECTORS

- Sec 1 cont.: corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director or as an officer or as a Fiduciary of an employee benefit plan, or another corporation, partnership, joint venture, trust, or other enterprise.

## ARTICLE XV

## AMENDMENTS TO BYLAWS

- Sec. 1: Proposed amendment(s) to these bylaws shall be submitted in writing at a regular meeting of the Board of Directors; they will be voted on at the next regular meeting of the Board.
- Sec. 2: Approval of proposed amendment(s) requires a two-thirds (2/3) majority vote of those Directors present at said meeting; upon approval, the amendment(s) shall be in force and effect.
- Sec. 3: The approved Amendment(s) shall be filed in the permanent records of the minutes of the meeting in which they were approved; a copy of the approved amendment(s) shall be placed in a permanent set of the bylaws maintained in the corporate offices of the-Society's office.

- Sec. 1: In the event the Society should ever have to disband and dissolve the corporation all artifacts and historical records shall be placed in the care of a similar historical organization holding 501 (C) 3 status and having as its mission the preservation of such items. In the event no such organization can be found all assets would be forfeited to the City of Edmonds.
- Sec. 2: Any financial assets of the Society will be given to the organization agreeing to preserve the collection except for encumbered bequest which will be disposed of in the manner agreed upon in the bequest.

Adopted by The Board the 2<sup>ND</sup> day of April, 2018 as Amendments to the By-laws passed November 2, 2015.

Approval of Membership section modification August 6,2018 as reflected in minutes of that meeting.

Attested to by:

Jerry Freeland \_\_\_\_\_ President

Barbara S Fahey \_\_\_\_\_ Secretary

CHRONOLOGY OF ENABLING DOCUMENTS:

Letters of Incorporation approved by Secretary of State Feb. 22 1973

Original By-laws approved Feb. 23, 1973

Amended Letters of Incorporation with added language to meet IRS requirements Approved Nov. 2, 1973

Amendments to by-laws approved Nov. 1, 1973 and Dec. 6, 1973

IRS determination of 501C-3 status Jan. 16, 1974

By-laws revised Nov. 2, 1982

By-laws Amended Sept. 10, 1985

By-laws revised Oct. 10, 1996 Amended Feb. 20, 2009 Amended to change mission only July 11, 2011

By-laws completely revisions Nov. 2, 2015

By-laws section on committees amended April 2, 2018

Membership section modified by unanimously approval August 6, 2018