

BYLAWS
OF THE
WHATCOM COUNTY HISTORICAL SOCIETY

Amended October 25, 2024

ARTICLE I - LAWS GOVERNING

Whenever applicable, the Washington Nonprofit Corporations Act and the Articles of Incorporation (the Charter) are a part of these bylaws. The Whatcom County Historical Society shall be governed and operated thereunder exclusively for and in furtherance of its Charter purposes. In the event of conflict between these bylaws or the Charter and the Washington Nonprofit Corporations Act, the Act shall govern. In no event shall any of the assets of the Whatcom County Historical Society be used contrary to the provisions of Section 501(c)(3) and any other applicable sections of the Internal Revenue Code.

ARTICLE II - ORGANIZATION AND LOCATION

The Whatcom County Historical Society is a nonprofit corporation registered in Whatcom County, Washington.

ARTICLE III - PURPOSE

The business and purpose of this Society is to bring together people interested in history, especially in the history of Whatcom County, Washington. This purpose shall be carried out by various means, which may include: disseminating historical information and arousing interest in the past by holding meetings with addresses, lectures, papers, and discussion; by marking and restoring historic buildings, sites, and trails; by publishing historical material; by establishing temporary and permanent displays which may help to illustrate and interpret the natural features, origins and original inhabitants, exploration, settlement, and development of the region; and by using all available forms of media to increase public awareness.

The Society will not attempt to influence legislation, or participate in any political campaign.

ARTICLE IV - MEMBERSHIP

Section 1. Eligibility

Any person desiring to achieve the purpose of the Society, as set forth in its Articles of Incorporation, shall be eligible for membership in the Society. Any applicant shall be admitted to the membership in the Society upon the payment of the yearly membership fee.

Section 2. Dues

The yearly membership fees shall be determined by the Board of Directors, and announced at the annual meeting.

Section 3. Removal.

Any member of the Society may be removed, by a majority vote of the membership of the Society in attendance, at a regular or special meeting of the membership. Notice of such proposed removal must be given to the member sought to be removed prior to the meeting at which the question is to be voted upon.

Section 4. Rights and Privileges of Members

A. No member of any class shall have any interest in the real or personal property of the Society. B. Voting members of the Society shall have the right to vote at all meetings of members of the Society as hereinafter set forth. Provision may be made for absentee voting by members in any meeting. C. Membership may be terminated at any time by giving written notice to the Secretary of the Society. The

resignation of any member shall be effective at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Membership dues will not be refunded.

ARTICLE V - MEETINGS

Section 1. Annual Meeting

The annual meeting of the Members and the Society, for the election of the Board of Directors, and for the transaction of such other business as shall properly come before such meetings, shall be held each year on a date set by the Board, at place as shall be specified in a written notice of such meeting.

Section 2. Special Meetings

Special meetings of the membership may be called at any time by the Board. It shall be the duty of the Secretary to give appropriate notice of the special meeting to the members. The business of that meeting shall be limited to that stated in the notice.

Section 3. Quorum

At any meeting of the membership of the Society, ten percent (10%) of the number of current members shall constitute a quorum.

Section 4. Rules of Order

All meetings of the Society shall be conducted in accordance with Robert's Rules of Order, newly revised.

Section 5. Notice

The Secretary shall cause notice of Members' meetings to be mailed to all members not less than seven (7) days prior to the meeting.

ARTICLE VI.- BOARD OF DIRECTORS

Section 1. The management of this Society shall be vested in a Board of Directors (hereinafter sometimes called the "Board") consisting of at least five members elected by vote of the membership. The immediate past president shall be an honorary (non-voting) member of the board.

Section 2. Members of the Board of Directors shall be elected to terms of 2 years. Terms shall be staggered so that approximately one half of the Board is elected each year.

Section 3. Nominations. The president shall appoint a nominating committee of three (3) current society members. The committee shall present to the board any nominations for election to the board at least thirty (30) days prior to the annual membership meeting.

Section 4. Additional nominations may be made by any Society member in attendance with the consent of the nominee. The board members shall be elected by majority of the Society at its annual meeting and shall take office at the following board meeting.

Section 5. The Board shall assume the management of the Society. It shall receive and act upon all committee reports. It shall determine the policies of the administration and operation of the Society; it shall assume responsibility for the finances and responsibility for the ethical standards of the Society.

Section 6. The Board shall meet a minimum of four times per year at the call of the president. Special meetings of the board shall be called by any officer upon request of two (2) members of the board.

Section 7. The meetings of the Board and all its committees shall be conducted according to the latest revision of Robert's Rules of Order, but it shall be necessary in any event for a quorum to be present for the board or any of its committees to act.

Section 8. Each member of the Board of Directors shall possess one (1) vote in matters coming before the board. Provision may be made for absentee voting at the discretion of the board. Voting by proxy shall not be allowed. Two thirds of the board shall constitute a quorum.

Section 9. The Board may from time to time appoint ex-officio members as it desires. All ex-officio appointments shall terminate at the following annual meeting of the Society, and no ex-officio members shall be entitled to vote or be counted for quorum purposes.

Section 10. Any member of the Board who shall demonstrate a lack of interest by consistent non-participation in this Board shall be deemed to have resigned from the Board and shall cease to be a member thereof, subject to the discretion of the Board. In the event of any vacancy on the board, the Board may appoint a successor at any duly convened board meeting. The Secretary will be responsible for recording and reporting on absences.

Section 11. The Board shall annually appoint a registered agent of the Society.

ARTICLE VII - OFFICERS: DUTIES

Section 1. The Board of Directors shall annually elect from its members a President, Vice President, Secretary and Treasurer to serve one-year terms as officers of the Society. If any duly elected officer becomes unable or unwilling to fulfill the duties of office, they may step down or be removed from office by two-thirds vote of the remaining Board members, after which a successor from the Board will be elected to fulfill the remaining term of office.

Section 2. The duties of the officers shall be as follows:

A. President

The President shall exercise the usual executive powers pertaining to the office of President and the President or his designee shall preside at the meetings of the Board of Directors and membership. The President shall, with approval of the Board, execute all authorized deeds, instruments, documents and contracts on behalf of the Society and in its name, all of which shall be valid and binding upon the Society upon the signature of the President and two other officers.

B. Vice President

The Vice President shall have such powers and perform such duties as may be assigned by the Board of Directors. The Vice President shall be vested with the powers and perform the duties of the President at such times as the Board of Directors shall determine that the President is absent from his office or unable to perform his duties by reason of disability.

C. Secretary

It shall be the duty of the Secretary to keep the records of the proceedings of the Board and Members, and to perform such other duties as the Board may designate.

D. Treasurer

The Treasurer shall have the care and custody and be responsible for all funds and securities of the Society and shall ensure that regular books of account are kept in accordance with standard accounting practices. The Treasurer shall ensure that all funds and other valuable effects of the Society are deposited in such depository or bank as designated by the Board. The Treasurer shall have the responsibility to see that the annual budgets are prepared and approved by the Board. The Treasurer shall submit to the board a written report of all expenses,

income, and fund balances on at least a quarterly basis. In addition to the foregoing duties and responsibilities, the Treasurer shall have and perform such duties as the Board may designate.

ARTICLE VIII - COMMITTEE/DIRECTOR RESPONSIBILITIES

Section 1. The Board shall designate Directors to perform the regular business of the Society and may appoint one (1) or more committees and their chairs. Each Director and committee shall have and may exercise powers as provided by the Board.

Section 2. The Board shall appoint from among its members Directors to perform the following duties of the Society referring matters to the Board or the President for execution on behalf of the Society as may be appropriate:

Director in Charge of Programs

Director in Charge of Society Publications

Director in Charge of Media

Director in Charge of Membership

Section 3. Any committees appointed by the Board as provided in Section 1 of this Article and any Director appointed as provided in Section 2 of this Article shall report to the Board concerning their designated assignments at the next regularly scheduled meeting of the Board.

ARTICLE IX - FINANCIAL MATTERS

Section 1. Funds shall only be invested by authorization of the Board. Funds shall be expended within the budget guidelines determined by the Board.

ARTICLE X - FISCAL YEAR

Section 1. The fiscal year of the Society shall be determined by the board.

ARTICLE XI - RECORDS AND AUDITS

Section 1. Books, records, and accounts of this Society shall be kept in accordance with generally accepted accounting principles. The board shall arrange for an annual informal audit of all society finances. A written annual financial report shall be prepared, including audit verification, and shall be presented to the membership at the annual meeting.

ARTICLE XII - AMENDMENTS

Section 1. These by-laws may be amended at any meeting of this Society by a majority vote of all active qualified society members present and voting, provided that notice of such proposed amendment shall be mailed to each voting member at least thirty (30) days before the said meeting.

Section 2. Any proposed amendments to the bylaws must be approved by the Board before presentation to the membership for adoption.

ARTICLE XIII - DISSOLUTION

Section 1. This Society is a non-profit Society, and no member shall receive dividends or distribution of property in the event of liquidation. Upon dissolution of this Society, any surplus funds and assets remaining on hand shall be distributed to another non-profit organization, foundation or Society which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XV - REPEALING CLAUSE

Section 1. All former by-laws and amendments hereto of the Society are hereby repealed.

Section 2. The Board of Directors is authorized to correct errors of punctuation, grammar, typography and spelling in these by-laws as the Board deems appropriate.