

Bylaws of the Issaquah Historical Society

As Amended 10/08/2002; 12/10/2002; 10/12/2004; 8/18/2010; 10/12/2013; 10/11/2014

ARTICLE I: Name

The name of this Corporation is the Issaquah Historical Society, herein called the "Corporation". The Corporation may also operate as the Issaquah History Museums.

ARTICLE II: Status

The Corporation is a non-profit corporation organized under the Washington Non-Profit Corporation Act, Revised Code of Washington 24.03.

ARTICLE III: Duration

The term of existence of this Corporation shall be perpetual.

ARTICLE IV: Registered Office

The Registered Office of the Corporation shall be 165 SE Andrews Street, Issaquah, WA 98027.

ARTICLE V: Mission Statement

Mission:

The Issaquah Historical Society's mission is to discover, preserve and share the history of Issaquah and surrounding areas.

ARTICLE VI: Membership Meetings

Section 1. There shall be a minimum of four membership meetings of the Corporation per year; these will be held at the Historic Train Depot, 50 Rainier Boulevard N, in Issaquah, unless the membership is notified otherwise.

Section 2. Additional membership meetings may be scheduled by vote of the Board of Directors, provided that at least ten (10) days public notice of such meeting is given to the membership by mail. All meetings are open to the public.

ARTICLE VII: Elections / Terms of Office

Section 1. The Nominating Committee, appointed by the Board of Directors report to the Board at the September Board meeting. Written or emailed notice of the election shall be required no less than ten (10) and no more than fifty (50) days prior to holding the annual meeting, including the date, time and location of the annual meeting and information about the availability of absentee ballots.

Section 2. The standard term of an elected board member is three years. Each year, three board members are elected for three year terms. Board members may also be elected to one or two year terms to fill vacancies such that three or four elected board terms will continue to expire each year.

Section 3. Board members are to be elected at the annual membership meeting, which is to be held in October, and be installed into office at the January board meeting.

Section 4. Prior to voting, final nominations may be made from the floor with consent of the person being nominated, and each nominee will be allowed to make a short statement.

Section 5. Each membership may cast (1) vote, in person or by absentee ballot, in respect to each vacancy. If there are more nominees than positions to fill, the nominees receiving the largest number of votes shall be elected. Otherwise, nominees are elected by a simple majority vote. The nominees receiving the most votes will be assigned the three year terms. The nominees with the next largest number of votes will be assigned unexpired two year or one year terms in that order. Results will be announced prior to the adjournment of the meeting.

Section 6. In addition to the elected Board members, the Mayor of Issaquah shall appoint two members. At the time an appointment is made, the Mayor shall specify a one, two or three year term.

Section 7. Mayoral appointees are subject to the same term limits as elected board members.

ARTICLE VIII: Membership Quorum

At any meeting of the membership, those members present shall be the minimum required to constitute a quorum.

ARTICLE IX: Membership Voting

Section 1. At any meeting of the membership, a simple majority of the members present, is required to pass motions, elect Board members, and conduct business, unless otherwise stipulated by these By-Laws.

Section 2. Absentee voting can be performed by requesting an absentee ballot from the Corporation office and returned to the Board Secretary by the meeting at which the vote will be taken. The Secretary will verify the member is in good standing in the Corporation.

ARTICLE X: Board of Directors

Section 1. Board members

The Board of Directors shall consist of at least eleven (11) members and no more than thirteen (13) members. Two (2) board members shall be appointed by the Mayor of the City of Issaquah.

Section 2. Board Meetings

The Board of Directors shall schedule its own monthly meetings. Additional meetings may be called, as necessary, by the President, provided written or verbal notice is given to all Board members. All Board meetings are open to the public, although, their participation will be limited to providing requested information concerning agenda items. Members may notify the President prior to a Board meeting requesting topics to be added to the agenda as new business.

Section 3. Electronic Voting

When a timely response to a critical issue is necessary, there may be the need for a vote between board meetings. In these cases, the question may be put to a vote electronically (via email). A record of the question and the resulting votes shall be retained with other board records.

Section 4. Term Limitations

No person may be nominated to run for the Board or appointed to the Board who has already been serving on the Board for 6 or more years continuously. Such Members must be off the Board for one year before being elected or appointed again.

ARTICLE XI: Officers

The Officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. Officers shall be selected by the Board of Directors from among the elected Board members.

ARTICLE XII: Powers and Duties of Board Members

Section 1. Powers and Duties

The business and assets of the Corporation will be managed by the Board of Directors. The Board shall adopt policies and procedures as required to carry out corporate purposes and objectives. A majority of the Board shall constitute a quorum for the conduct of business. They may create or dissolve committees.

Section 2. Policies

The Board shall also adopt policies regarding fund-raising, fiscal management, long-range planning, staffing of programs, education, and interpretation. A current file of corporation policies and procedures will be maintained at the office.

Section 3. Board Member Vacancies

Vacancies in the Board, however arising, shall be filled by majority vote of all board members then serving. The elected person(s) shall serve for the duration of the un-expired term.

Section 4. Board Member Removal

Any Board member may be removed from office at any board meeting, by a majority vote of the full Board (at least six members) for:

1. Failure to perform the duties of a board member
2. Conduct unbecoming a board member
3. Absenteeism. Absenteeism is defined as any of the following:
 - a. The member has two un-notified absences in a row ("un-notified" means the member did not contact either the Museum Director or a member of the Executive Committee before the upcoming meeting to indicate they would not attend).
 - b. The member has three notified absences in a row.
 - c. The member misses one third of the total number of board meetings in a twelve-month period.
4. Lapsed membership in the organization. Lapsed membership is defined as a lag of six months or more in payment of membership dues.

Section 5. Officers

Ex-officio members can attend meetings and speak but not make motions or vote.

1. President

- The President shall act as Chairman of all meetings of the general membership, Board of Directors, and the Executive Committee and execute all instruments on behalf of the Corporation with the approval of the Board of Directors.
- The President shall be a member Ex-officio of all committees of the Corporation.
- The President shall appoint committee chairs, except for the Nominating Committee.
- The President shall act as the official representative for the needs and desires of the Corporation; this includes representing the Corporation to the City government for fundraising purposes.
- The minutes of the Board meeting shall be signed by the President after being approved at the next Board meeting.
- At all meetings, the President may cast a vote only in the event of a tie.

2. Vice-President

- In the absence, or inability to act, of the President, the Vice President shall act for the President and will perform such duties of the President as Board of Directors directs subject to these By-Laws and other policies and procedures as the Corporation may adopt.
- The Vice President shall provide guidance to committees if requested.

3. Secretary

- The Secretary shall maintain the minutes and enclosures of the meetings of the General Membership and Board of Directors.
- The Secretary shall certify the election of the Board of Directors.
- The Secretary shall be custodian of the permanent records of the Corporation and maintain them at the registered office of the Corporation.

4. Treasurer

- The Treasurer shall be responsible for all funds belonging to the Corporation, unless otherwise specified by the Board of Directors or by policies and procedures adopted by the Corporation.
- The Treasurer shall be responsible for the bank or other depositories designated by the Board of Directors.
- The Treasurer shall provide a current financial statement at all Board meetings.
- The Treasurer shall chair the Finance/Budget Committee. This Committee shall be responsible for the Corporation's audit as requested by the Board.

Section 6. Standing Committees

Committees are appointed to take action and complete the Corporation's Strategic Plans as approved by the Board of Directors. Committees may have non-board member chairs (e.g. a Program Committee or a Historical Preservation Committee). The President may create additional committees as may be necessary for the operation of the Corporation. These could include capital projects committees, (e.g. a Trolley Committee, or a Museum Site Committee), or an Advisory Committee. Written minutes of all committees shall be filled at the Corporation office.

1. Accessions and De-accessions

This committee is responsible for decisions concerning all accessioned and de-accessioned objects to the Corporation following the Corporation's Collection Management Policy. Items to be de-accessioned must be approved by the Board.

2. Communication

The Communication Committee is responsible for the public relations and publications produced by the Corporation. The committee shall initiate actions to promote and market the Corporation and museums which will include media coverage, written material, and the Web site.

3. Executive Committee

- The Executive Committee shall be composed of the four officers of the Board and a Board member-at-large appointed by the Board.
- All actions taken in the committee meeting will be reported in the next Board meeting as the first item on the agenda.
- The duties of the Executive Committee shall be to discuss and make decisions on critical matters occurring between Board meetings.
- The Executive Committee also reviews the performance of the Museum Director, and makes recommendations to the Board regarding personnel issues such as hiring, compensation and benefits.

4. Finance

The Finance Committee shall present a draft of the budget in the November Board meeting for adoption by the Board in December. They will make decisions on accounting procedures and fiscal management. All decisions made in Committee meetings will be reported in the next Board meeting.

5. Facilities

The Facilities Committee is responsible for improvements to and maintenance of the Town Hall and Depot in accordance with the Corporation's contract with the City of Issaquah, and maintenance of the Auto Freight Building. (Corner SE Bush & 1st Street).

6. Special Events

The Special Events Committee is responsible for planning events including the Fourth of July and Salmon Days. Status reports of the events planned by the Special Events Committee shall be presented to the Board prior to the event and the outcome will be reported in the Board meeting following the event.

7. Ways and Means

The Ways and Means Committee raises funds to support the Corporation's programs and operations.

Section 7. The Museums

The Issaquah Historical Society shall interpret the history of greater Issaquah through the establishment and operation of the historical museums. The Museum Director shall be responsible for the policies and management of the staff, exhibits, education, and interpretation. The Museum Director shall be ex-officio member of the Board of Directors.

Section 8. Historic Preservation Representative

Historic Preservation Representative(s) shall be responsible for furthering the mission of the Corporation and for assisting the City and County agencies to ensure the preservation of historical buildings and sites including those owned by the City.

ARTICLE XIII: Fiscal Year

The Fiscal year of the Corporation shall be the same as the calendar year. At the close of the calendar year, or at any time prior to it, the Board of Directors may require an audit of the Corporation's accounts.

ARTICLE XIV: Membership

Section 1. Members of the Organization

- The membership of the Corporation shall consist of those corporations, organizations, agencies, individuals, families, and others who have paid annual dues.
- Categories of membership and dues schedules may be set by the Board of Directors. All classes of membership are entitled to one vote.
- All board members and committee chairpersons must be members in good standing.

Section 2. Make-up of the Corporation

The Corporation is also comprised of employees, volunteers, and non-members authorized by the Board for special projects.

ARTICLE XV: Newsletter

The Corporation shall publish a newsletter for the purpose of informing the membership of all activities of the Corporation. Said newsletter shall be published at least four times yearly.

ARTICLE XVI: Parliamentary Authority

The current edition of Robert's Rules of Order will be the parliamentary authority in issues not covered by the Corporation's Articles of Incorporation, By-Laws, or Policies and Procedures.

ARTICLE XVII: By-Laws Amendments

- By-Laws of the Corporation may be amended at any membership meeting by a two-thirds vote of those present.
- A written notice will be mailed to the membership no more than fifty (50) and no less than ten (10) days prior to the meeting at which the proposed By-Laws are to be voted upon.
- A copy of the proposed By-Laws and a summary of the changes may be obtained at the Corporation office.

ARTICLE XVIII: Compensation

Section 1. The assets of the Corporation are irrevocably dedicated to its Corporate purposes. No member, board member, committee member or other volunteer shall receive any part of the net earnings or assets of the Corporation.

Section 2. Reimbursement may be made for authorized, budgeted expenses as may necessarily be incurred in the pursuance of the business of the Corporation.

ARTICLE XIX: Limitations

Nothing herein shall be construed to authorize the Corporation, or any member of the Board of Directors, directly or indirectly, to engage in any unlawful activity or any activity prohibited by Chapter 24.03 of the Revised Code of Washington. The Corporation shall not carry on, nor permit any activity, directly or indirectly not permitted by the Federal Income Tax Law under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XX: Indemnification

Every person who is or shall have been a Board Member of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Board member of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as Board Member. Costs and expenses of actions for which this Article provides indemnification shall include among other things, attorney's fees, damages, and reasonable amounts paid in settlement.

The revised By-Laws of the Issaquah Historical Society have been reviewed and duly voted into effect at the membership meeting of the Corporation on this 9TH day of October, in the year of 2001

Certified by Secretary of the Corporation: Todd Sargeant
Date: 10/9/2001

AMENDMENTS:

Amendments to clarify the process of electing Board Members were voted into effect at the membership meeting of the Corporation on this 8th day of October, in the year of 2002.

Certified by Secretary of the Corporation: David Bangs
Date: 10/8/2002

Amendments to change the membership meeting schedule and the month in which the Nominating Committee is approved were voted into effect at the membership meeting of the Corporation on this 2nd day of December, in the year of 2002.

Certified by Secretary of the Corporation: David Bangs
Date: 12/10/2002

Amendment to change the wording of the Mission Statement was voted into effect at the membership meeting of the Corporation on this 12th day of October, in the year 2004.

Certified by Secretary of the Corporation: Marilyn Batura
Date: 10/12/2004

Amendments to clarify term limits for appointed board members and to codify current practices relating to board roles versus staff roles were voted into effect at the membership meeting of the Corporation on this 16th day of October, in the year 2010.

Certified by Secretary of the Corporation: Joan Newman
Date: October 13, 2010

Amendments to provide for electronic voting, clarify definition of absenteeism, remove requirement that Nominating Committee members be votes on by membership.

Certified by Secretary of the Corporation: Tom Anderson
Date: October 12, 2013

Amendment to change number of board members from 11 to a range from 11-13.

Certified by Secretary of the Corporation: Tom Anderson
Date: October 11, 2014