JEFFERSON COUNTY HISTORICAL SOCIETY
BYLAWS

ARTICLE I: NAME

The organization was incorporated in perpetuum, under the laws of the State of Washington on April 19, 1951, under the name JEFFERSON COUNTY HISTORICAL SOCIETY, hereinafter referred to as the society.

ARTICLE II: PURPOSE

(1) The purpose of the society shall be the discovery, collection, preservation of information, and dissemination of knowledge about the history of Port Townsend, of Jefferson County, and the State of Washington, through the Society Museum and Research Center which is a part thereof; and the dissemination of knowledge concerning preservation of historic structures within that area.

(2) No officer, trustee, or employee of the society shall make any public pronouncement in the name of the society, or use his or her official title, to promote, espouse, or endorse any cause or in any way to commit the society to any course of action not within the purview of a strict interpretation of section (1) of this Article II.

ARTICLE III: MEMBERSHIP

There shall be no limitation on membership except payment of dues in the appropriate category of membership. Membership shall be in categories at various levels.

No one will be denied membership or participation at any level by reason of race, religion, age, national origin, language, sex, sexual preference, or physical handicap.

ARTICLE IV: GOVERNMENT

(1) Board of Trustees – Number and Term. Government of the society shall be by a Board of Trustees, hereinafter referred to as the "board," composed of seventeen (17) members: the (4) four elective officers; and thirteen (13) trustees elected to a (3) three year term; beginning on January 1st; (4) four newly elected trustees replace (4) four retiring each year. Appointments to fill vacancies on the board shall be made from nominations made by the president, nomination committee, or from the floor, and must be approved by a majority
vote of the board. Non-members of the society and paid employees of the society shall not be eligible to serve as trustees.

(2) Trustees – Method of Election.

a. All trustees shall be active members of the society. Trustees shall be elected from a slate of nominees submitted by a nomination committee consisting of the vice-president and four individuals appointed by the president in September of each year, or by write-in votes on the official ballot. The Nominating Committee shall make its report in writing to the president at the November board meeting or by the 15th day of November, whichever should come first. The president shall direct the staff to prepare ballots containing the names of all nominees for each trusteeship and shall mail one ballot to each member of the society eligible to vote. Such ballots shall also contain a blank space adjoining each trusteeship to allow for write-in votes as to persons not nominated. For the purpose of voting, membership shall be determined and ballots mailed by December first of each year. In this regard, the secretary and the executive director shall maintain a record of those members eligible to vote, which records shall be open to inspection by members of the society.

b. Each member shall, after marking his or her ballot, place the ballot in an envelope marked “Ballot,” addressed to the society, and cause the same to be delivered to the executive director, not later than the day of the December board meeting. A majority of all ballots cast by qualified members of the society shall be necessary for election.

c. On receipt of the ballots, the executive director shall retain all ballots unopened until the December board meeting.

d. Ballots shall be canvassed during the December board meeting by an election board consisting of the secretary, if available, and at least two additional members appointed by the president. Any member of the society may be present at such canvass. Promptly on the conclusion of the canvass, the election board shall certify the results thereof to the president who shall announce the selection of successful candidates before the conclusion of the meeting.

(3) Board of Trustees – Powers and Duties. The Board of Trustees shall:

a. Control, regulate and conduct the affairs of the society in all matters and at all times;

b. Appoint officers of the Board of Trustees, subject to the procedures outlined in section 4 of this Articles IV;
c. Provide for housing, equipment, facilities and operations of the society;

d. Appoint an executive director;

e. Define duties and fix compensation of the executive director and staff;

f. Approve an annual budget no later than the January meeting;

g. Fix the amount of annual dues;

h. Authorize all expenditures, other than those specifically set forth in the annual budget, in excess of five hundred dollars ($500.00);

i. Have general supervision of the financial affairs of the society, including investment of society funds;

j. Keep a full record of its proceedings, which shall be submitted to the next regular meeting of the society for the approval of said actions and become a part of the record of General Meeting; and

k. Remove from official position any officer or trustee for disability, incompetence, or misconduct, subject to the procedure outlined in section 5 of this Article IV.

(4) Officers- Designation and Appointment

a. An officer of the society must be a trustee. The officers of the society shall be the president, vice president, secretary, and treasurer, each of which is appointed annually and serves until a successor is appointed; a trustee may hold more than one (1) office. A trustee is appointed to an office by an affirmative vote of a majority of the trustees, and the Board of Trustees may limit or enlarge the duties of any office.

b. The officers of the society shall constitute the Executive Committee, with other trustees and the past president serving as ex officio members of the committee at the discretion of the Board of Trustees.

(5) Trustees and Officers – Removal. An officer may be removed from office and a trustee may be removed from the board for good cause by a two-thirds vote of the board at any regular meeting. PROVIDED that at least five (5) days before the meeting at which such action is contemplated, notice in writing that such action will be moved or applied for, shall be served upon each member of the board either personally or by mail.

(6) President and Vice President – Duties. The duties of the president and vice-president shall be those that parliamentary usage prescribe. The president shall be Chairman of the Board and an ex-officio member of all committees. The president shall sign all deeds, leases, conveyances and other legal instruments executed by the Society. The president or his or her
designated representative shall confer with the Jefferson County Board of County Commissioners during its budgetary sessions for the purpose of securing funds necessary for the operation of the society. The vice-president shall monitor all decisions of the board or the Executive Committee, to insure implementation.

(7) **Secretary – Duties.** The duties of the secretary shall be those generally indicated in Robert’s Rules of Order. The secretary is the recording officer of the society and the custodian of its records except such as may be specifically assigned to others by the board or these Bylaws. Specifically, it is the duty of the secretary to keep a roll of trustees and to call the roll when required and to send all trustees notices of all monthly board meetings. The secretary shall have, at each meeting, a list of all standing committees as are in existence, as well as the Bylaws of the society and its minutes. In the absence of the president and vice-president, when the hour for opening the meeting arrives, the secretary will call the meeting to order and preside until the election of a chairman pro tem, which shall take place immediately.

The chairman pro tem shall serve until such time as the president or vice-president arrives at the meeting.

(8) **Treasurer – Duties.** The treasurer shall be responsible for the oversight of all funds received by the society and of all expenditures made by the society. The treasurer shall oversee the management of all financial accounting conducted by the executive director and the submission of financial reports to the Internal Revenue Service and to the State of Washington. The treasurer shall report on the financial status of the society at all regular board meetings, and shall be responsible for carrying out board-approved financial asset management decisions [see attached JCHS Investment Policy].

(9) **Executive Director – Duties and Responsibilities.** The Board of Trustees shall appoint an executive director who shall manage and be in direct charge of all society facilities, personnel and programs. The director shall report to the president and the Executive Committee. The director shall exercise jurisdiction over society personnel and may employ or discharge such personnel subject to review of the Executive Committee. The duties of the director shall be consistent with the scope of employment and the Bylaws of the Jefferson County Historical Society.¹

(10) **Trustees – Salary/Compensation.** No trustee shall receive directly or indirectly any salary or compensation for serving as a trustee. The society, however, shall be authorized, upon a two-thirds affirmative vote of the

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¹ Revised 2007
disinterested trustees, to pay reasonable compensation for services otherwise rendered to the society.

(11) Trustees – Limitation of Liability. No trustee of the society shall be personally liable for the debts, liabilities or obligations of the society. Any and all creditors of the society shall look only to the assets of the society for payment.

ARTICLE V: DUES

(1) The amount of the annual dues shall be determined by the board.

(2) Each category of membership (except Honorary) shall be entitled to one vote, provided annual dues have been paid within 30 days of the anniversary date of the first payment. Such member may vote in general and special elections or on questions requiring a vote of the general membership at any meeting of the general membership.

(3) Honorary membership may be bestowed on any person of distinction in history, literature, science, art, commerce or government affairs in the city, county, state, or nation, or for meritorious service to the society. Nominations to honorary membership may be made by any member of the society, in good standing, at any time. Nominations shall be acted upon by the board annually at the December meeting. Honorary membership must be approved by a majority vote of the board. Honorary members shall be exempt from payment of dues and shall have no vote.

ARTICLE VI: MEETINGS

(1) The board shall meet monthly on the second Wednesday of each month unless postponed by a majority vote of the board. All such meetings are open to the general membership and invited guests.

(2) Special meetings of the board may be called by the president at any time, or upon the request of any three trustees or by ten general members of the society, provided written notice has been sent to all appropriate members ten days prior to the scheduled meeting.

(3) Executive Committee meetings may be called by the president, who shall be its chairman. Three members of the Executive Committee constitute a quorum. All action of this committee is subject to review of the board unless such action was previously authorized by the board.
(4) There shall be one annual meeting of the General Membership on the traditional Founders Day, April 24, or as close to that date as is convenient, and such other meetings of the General Membership as the board may deem appropriate.

(5) A majority of the seated board members constitutes a quorum and may conduct the business of the society.

(6) All meetings shall be conducted according to Roberts Rules of Order.

ARTICLE VII: AMENDMENTS

(1) Except as provided by section (2) of Article VII, and in accordance with RCW 24.03.035, amendments to these Bylaws may be made at any regular meeting of the board, a two-thirds vote of the board being necessary for their adoption, provided that notice of proposed amendments shall have been read at any previous meeting of the board or given by the president to members of the board by mail at least fifteen days prior to the date of said meeting. Members of the board unable to attend said meeting can register their votes by mail to be counted when the votes are cast.²

(2) Amendments to Article II (Purpose) of these Bylaws, or any amendment to any other Article which would effectively change the sense or intent of Article II, may be made only by a two-thirds affirmative vote of the General Membership casting a ballot at the Annual Meeting or such other General Meeting as may be called. Such proposed amendments shall be mailed to each of the General Members at least thirty days prior to the Annual or General Membership Meeting. Members unable to attend the Annual or General Membership Meeting may vote by mail, to be counted with votes cast at the meeting.

ARTICLE VIII: COMMITTEES

The president and/or the board may create such standing or ad hoc committees as either may deem necessary. Only the board, by a majority vote of those present, can eliminate such committees. Committees shall generally be chaired by a trustee. A non-trustee chair may be appointed to head a standing or ad hoc committee with the condition that a trustee serve as a member of said committee.³ Committee membership may be filled by the chairman or the president. The president remains an ex-officio member of such committees.

² Revised 2007
³ Revised 2007
ARTICLE IX: LIMITATION OF DIRECTOR (TRUSTEE) LIABILITY

Pursuant to RCW 24.03.035(14) as now or hereafter amended, each director or officer now or hereafter serving the corporation and such person’s heirs and personal representatives are indemnified by the corporation to the fullest extent permitted by applicable law. Without limiting the generality of the preceding sentence, such persons are indemnified by the corporation against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such person is made a party by reason of being or having been a director or officer of the corporation; the foregoing indemnification does not extend to matters as to which an officer or director is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties. An indemnification under this article may not be deemed exclusive of any other rights under any bylaw, agreement, act of the board or otherwise.

ARTICLE X: DISSOLUTION OR LIQUIDATION

Upon dissolution of the corporation, the Board of Directors, after making provision for the payment of all of the liabilities of the corporation, shall adopt a plan of distribution pursuant to RCW 24.03.225, which provides for the distribution of all of the assets of the corporation either by direct distribution or by distribution to one or more charitable, religious, scientific, testing for public safety, literary or educational organizations which would qualify under Section 501(c)(3) of the Internal Revenue Code as it now exists, or as amended, and contributions to which are deductible under Section 170(c) of such code, as the Board of Directors may determine, or subject to an order by the Superior Court of the State of Washington. Any assets not so distributed within a reasonable period of time after the dissolution of the corporation shall be disposed of in accordance with the direction of the Superior Court having jurisdiction in the county in which the principal office of the corporation was last located, exclusively in such manner as in the judgment of such court will best accomplish the purposes for which the corporation was organized.

ARTICLE XI: MISCELLANEOUS

(1) The board shall make provision for the custody of all material of historic value received by the society, limited only by a signed agreement with the donor.
JEFFERSON COUNTY HISTORICAL SOCIETY
BYLAWS

IN WITNESS WHEREOF, these Bylaws have been revised and duly adopted by the Jefferson County Historical Society, September 12, 2007

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Linda Maguire, President       Catherine Garrison, Secretary