

# Bylaws of the Redmond Historical Society

Final Version

Approved by the Board of Directors May 5, 2009

Approved by the Membership Sept. 12, 2009

## ARTICLE I. NAME, LOCATION AND ORIGIN

The name of the corporation shall be "Redmond Historical Society", hereinafter will be referred to as the "Society." The Redmond Historical Society is a 501 (c)(3) not-for-profit corporation, located in the City of Redmond, in King County, State of Washington. The Redmond Historical Society was founded in 1999.

## ARTICLE II. MISSION, VISION, AND PURPOSE

A. Mission: (Approved by the Board of Directors, 11/3/2008)

The mission of the Redmond Historical Society is to educate, advocate, and serve the Redmond area by documenting, collecting, housing and displaying, the history of the people, places and events that illustrate the City's heritage.

B. Vision: (Approved by the Board of Directors, 11/3/2008)

The Redmond Historical Society will be recognized as a primary source of historical information in the greater Redmond area, and will provide an active program of outreach and education for the community. The Society will be a well-endowed organization with a capable Board, professional staff, trained volunteers, active non-dues revenues sources, an efficient fundraising mechanism, and sufficient office and display space.

C. Purpose: to Discover, Recover, Preserve, Share, and Celebrate Redmond's history.

## ARTICLE III. AUTHORIZING AND GOVERNING DOCUMENTS

The authorizing documents of the Redmond Historical Society include:

- A. The Articles and Certificate of Incorporation, issued by the Washington State Secretary of State
- B. These Bylaws, as amended.
- C. The RHS Operating Procedures, adopted by the Board of Directors.
- D. All resolutions and policies by the Board of Directors.
- E. All other contracts or agreements obligating the Society.
- F. The Internal Revenue Service Letter of Recognition

## ARTICLE IV. MEMBERSHIP

- A. Any individual, organization or commercial entity interested in supporting the purposes of the organization may become a Voting Member of the Society subject to the payment of dues as established by the Board of Directors.
- B. Each Voting Member is entitled to one vote.
- C. Individuals or organizations who have not paid dues may become Associate Members,

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without voting privileges.

### ARTICLE V. OFFICERS

- A. The Elected Officers of this corporation shall be a President; Senior Vice-President; Vice-President, Collections Management; Vice-President, Finance; and Secretary.
- B. The President is the Chief Executive Officer of the corporation, and shall preside at all Board of Directors Meetings, Executive Committee meetings, and General Membership Meetings.
- C. The Senior Vice-President shall
  1. Carry out the duties of the President in the event the President is unable to serve.
  2. Serve as Chair of the Communications and Public Relations Committee.
  3. Oversee the work of the Membership Committee and any other committees assigned by the President.
- D. The Vice-President, Collections Management will serve as Chair of the Collections Management Committee and have such powers and perform such duties as assigned by the President.
- E. The Vice-President, Finance will serve as Corporate Treasurer and Chair of the Finance Committee, oversee the Fund Raising Sub-Committee and have such powers, and perform such duties as assigned by the President. Specifically, the Vice-President, Finance shall:
  1. Have custody of the organization's funds and shall keep full and accurate accounts of receipts and disbursements in accounting records belonging to the Society.
  2. Deposit all monies in the name and to the credit of the Society in such bank as is designated by the Executive Committee, from which account funds can be withdrawn only by check or withdrawal slip bearing the signature of the Treasurer and counter-signed by the President.
  3. Disburse the organization's funds in payment of bills authorized by the Executive Committee, taking proper vouchers for such disbursements.
  4. Give the Board of Directors and general membership a full account of the organization's financial transactions and the financial condition of the organization.
- F. The Secretary shall
  1. Serve as the Corporate Secretary.
  2. Attend all Executive Committee Meetings, Board of Directors Meetings, and General Membership Meetings and shall keep records and minutes of such meetings.
  3. Be the custodian of the permanent records of the Society.
  4. Maintain a current file of policies, procedures and correspondence.

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5. Be responsible for presenting, annually, a list of all motions passed, and for the annual filings with the Washington State Secretary of State.
6. Be responsible for making all Society records available for review as required by law or the policies and procedures adopted by the Board.
7. Report annually to the General Membership on the activities of the Society.
8. Compile the combined Annual Report in cooperation with the President, other Officers, and Committee Chairs.

### ARTICLE VI. BOARD OF DIRECTORS

- A. The affairs, policies and property of this corporation shall be managed by a Board of Directors consisting of the Elected Officers and approximately seven (7) Directors at Large appointed by the President and approved by the Board of Directors.
- B. The appointed Directors' individual responsibilities may include but are not limited to, chairing standing and ad-hoc committees, and serving on committees such as Finance, Fundraising, Communications, Collections Management, Membership, and special projects.

### ARTICLE VII. EXECUTIVE COMMITTEE

The operation and management of the day-to-day affairs of this Society shall be under the control of the President, Senior Vice President, Vice-President Collections Management, Vice President Finance, and Secretary, and shall collectively constitute the Executive Committee. The Executive Committee shall be responsible for implementation of the Long Range Plan approved by the Board of Directors. The Executive Director, when assigned, shall serve without vote.

### ARTICLE VIII. TERMS AND LIMITATIONS

- A. All Officers shall be elected by a simple majority of a quorum of the Voting Members in attendance at the Society's annual membership meeting.
- B. Officers shall be elected for a term of two years and are required to be Society members in good standing. The position of President will be up for re-election in even numbered years.
- C. Directors, other than the Officers, shall be appointed, with confirmation by the Board of Directors, for a term of three years and are required to be members in good standing. There shall be three groups of Board Member terms. The terms of these three groups will be offset by one year, to provide continuity. There will be three or two members in each term group for a total of seven appointed Directors.
- D. No Officer shall be eligible to serve for more than two consecutive terms in the same office without a super majority vote of the Board of Directors.
- E. The President is not eligible to be elected to, or to serve on, the Nominations Committee.

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- F. No person is eligible for election as President of the Society, until he or she has served as a Board Member for a minimum of two years to become versed in the overall business of the Society.
- G. Any member of the Board of Directors, who is absent from three consecutive meetings without presenting just cause, shall be deemed to have resigned from the Board. This person is subject to reinstatement only by majority vote of the Board.
- H. Any member of the Board may be removed from office with or without cause, by a two-thirds vote of the Board present at any regular meeting of the Board. This action may only be taken provided that at least 10 days before the meeting, at which such action is taken, notices in writing that such action will be moved or proposed, be mailed to the officer or Board Member, and to each member of the Board, by U.S Mail by the Board Secretary.
- I. The members of the Board shall not be personally liable to the Society or its members for monetary damages for conduct as a member of the Board, except for acts or omissions that involve intentional misconduct by a Board member or a knowing violation of the law by a Board member, or for any transaction from which the Board member will personally receive a benefit of money, property, or services to which the Board member is not legally entitled.

### ARTICLE IX. COMMITTEE STRUCTURE OF THE SOCIETY

The Society may establish ad-hoc committees as required. Ad-hoc and standing committees shall be composed of two or more Directors and Voting Members of the Society as appointed by the President. The Standing Committees include:

- A. Executive - The Executive Committee shall develop the agenda for the meetings of the Board, conduct Executive Sessions as required, and have such powers and responsibilities as may be delegated to it by the Board from time to time, or as set forth in these Bylaws.
- B. Communications and Public Relations – The Communications and Public Relations committee shall
  1. Be responsible for and work to raise the awareness of the Society in the community and to increase the membership of the Society.
  2. Plan and conduct the membership meetings, exhibits, events, displays, coordinate events with the fundraising Sub-Committee, and other events, as the Society deems appropriate.
  3. Maintain the Society website.
  4. Publishing the Society newsletter.
- C. Collections Management – The Collections Management Committee shall be responsible for acquiring and maintaining the Society’s historical documents and physical artifacts, and museums as may be established, and for managing Society-owned publications – printed, or electronic.

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- D. Finance - The Finance Committee shall develop the annual budget for the Society and present it to the Board in mid November. The Finance Committee may establish a fundraising sub committee, to be chaired by a member of the Finance Committee. When the Fundraising Sub-Committee is not established, the Finance Committee shall carry out those responsibilities.
- E. Fundraising Sub-Committee, when established, shall be responsible for grant applications, raising funds for operating expenses and general fundraising for events and projects of the Society.
- F. Membership Committee shall organize and carryout the annual membership drive and maintain the General Membership Meeting attendance records. This Committee shall hold quarterly meetings and others as needed
- G. Internal Audit- the Internal Audit Committee shall be responsible for the annual review of the Accounting books for the Society in November of each year and the annual review of the office operations. This committee shall hold annual meetings and others as needed.
- H. Nominations- the Nominations Committee shall be chaired by the most recent past president available to serve and meet on an as-needed basis to complete a slate of candidates for elected Officers and Board of Directors positions, fill vacant board positions and to nominate members to fill vacancies on the executive Committee.
- I. Governance – The Governance Committee is responsible for Long Range/Strategic Planning, maintaining these Bylaws and maintaining the RHS Operating Procedures.

### ARTICLE X. MEETINGS

- A. The Society shall hold a minimum of six General Membership Meetings each year.
- B. The Annual Meeting of the members will be held in November of each year.
- C. The Board of Directors shall hold a minimum of four meetings each year.
- D. The Executive Committee shall meet as necessary.
- E. Notice of the date and approximate time of Executive Committee and Board of Directors meetings shall be posted at the Society office and on the Society web site 48 hours prior to the meeting. The posting must include a proposed agenda and a comment section that allows interested parties to comment and be included in the meeting, including e-mail submissions.
- F. The latest edition of *Robert's Rules of Order Newly Revised* shall govern the transaction of business at all meetings of the Society unless otherwise provided in these Bylaws.
- G. The Executive Committee, Board of Directors, and Committees are authorized to conduct business by email and other electronic means.
- H. Standing and ad-hoc committees shall meet at least once each year.

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## ARTICLE XI. COMMUNICATIONS

- A. Monthly Committee Reports - Each month, the Chair of each standing and ad hoc, committee will submit a report in writing to the Senior Vice President that summarizes committee activities. The chair of each sub-committee will so report to the chair of the standing committee to which they report. Reports may be submitted electronically.
- B. Annual Officer Reports - Each Officer shall submit an annual, written report on his or her activities in March of the year following the calendar year of activity. These reports are required to compile the combined Annual Report and shall be filed with the Secretary upon a date to be determined by the Secretary to meet publication requirements.

## ARTICLE XII. NOMINATION AND ELECTION OF OFFICERS

- A. Officers shall be elected at the November meeting of each fiscal year by a majority of the Voting Members in attendance. Voting shall be by a show of hands.
- B. The Executive Committee will appoint a nominating committee of three people. This committee shall select a slate of candidates for the elected offices and announce their nominations at a meeting prior to that meeting in which the election occurs. The consent of a member must be obtained before presenting his/her name as a candidate. Nominations may also be made from the floor.

## ARTICLE XIII. EMPLOYEES OF THE SOCIETY

- A. Such employed staff as may be necessary to support the organization shall be hired and discharged by the Executive Director or the President when the position of Executive Director is vacant, and paid by the Society. The employed staff shall report directly to, and are accountable to the Executive Director or his/her designates, or the President when the position of Executive Director is vacant.
- B. The employees of the Society shall be managed following human resources policies adopted by the Executive Committee.

## ARTICLE XIV. EX-OFFICIO

The Board, as necessary, may appoint non-voting ex-officio members for consultation, legal counsel, or financial or fund raising guidance, or other required services.

## ARTICLE XV. VACANCIES

A vacancy in any position of Officer or Director shall be filled for the remainder of its current term by appointment by the President, with confirmation by the Board of Directors.

## ARTICLE XVI. RHS OPERATING PROCEDURES

- A. The day-to-day operation of the Society shall be governed by the RHS Operating Procedures, hereinafter called the RHS OP. In the event of conflicts, these Bylaws will preempt the RHS OP. Additions and revisions to the RHS OP may be proposed by the Standing Committees.
- B. Board of Directors shall approve the contents of RHS OP.

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## ARTICLE XVII. VOTING

- A. Board of Directors: A quorum is a simple majority of the total number of Directors.
- B. General Membership: A quorum is 10% of the total number of the Voting Membership.
- C. The Board of Directors and Executive Committee may use e-mail ballots on measures that come before their respective committees, according to provisions in the RHS OP.
- D. No final votes for election of Executive Committee members, final approval of annual budget, or amendments or addendums to the Bylaws will be held electronically.
- E. Proxy Voting - Directors may vote by written proxy if unable to attend meetings. The proxy must be made to a specific person and describe in detail any and all matters to be voted on.
- F. A given member may not carry more than two proxy appointments.
- G. Proxy votes are valid only for measures listed on the agenda prior to the meeting.
- H. Proxy votes may be counted to reach a quorum.
- I. Proxy votes are not valid for e-mail voting.

## ARTICLE XVIII. DUES

Membership dues will be payable in January of each year.

## ARTICLE XIX. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

## ARTICLE XX. AMENDMENTS

Any Voting Member may propose an amendment to these Bylaws. The proposal shall be reviewed by the Governance Committee, and then forwarded to the Board of Directors with recommendations for or against adoption. Proposed amendments may be revised or amended. Amendments adopted by the Board of Directors shall be presented in writing for a vote at another General Membership Meeting.