

NORTH OLYMPIC HISTORY CENTER

RESTATED BYLAWS

Article I. Vision

Connecting the future, through the present, with the past.

Article II. Mission

- We look forward to the future, as the present becomes history.
- We provide the means to gain perspective on earlier times through the Research Library, artifact collection, and other means.

Article III. Core Values

The North Olympic History Center (the Center) is the “Perspectorium” where we develop community pride by:

- a) looking to the future, as the present inevitably becomes our history;
- b) preserving artifacts that provide a window into the lives of those who lived here before us;
- c) providing facilities and services for research of documents, photographs, oral histories, artifacts, and other things that have been passed down to us from the past;
- d) adding value to the lives of Clallam County residents and the broader public by providing context of bygone times to the present and future;
- e) educating the public, focusing on younger people, of the importance of their heritage; and
- f) managing the facilities of the Center including the Research Library, artifact collection, and the Lincoln School.

Article IV. Membership and Dues

Any person, organization or business interested in the history of Clallam County may be enrolled as an active member upon receipt of payment of dues. Honorary membership may be extended at the discretion of the Board of Directors.

Section 1 – General Membership

Membership shall be open to individuals, age 16 or older, who are interested in the history of Clallam County and fully supports the Vision, Mission, and Core Values of the Center.

Section 2 – Honorary Membership

The Board of Directors may grant Honorary Membership to any individual for any specified length of time. The Board of Directors may confer a term greater than one year. The title of Honorary Member shall carry with it all the privileges of General Membership. Honorary Members are exempt from paying dues.

Section 3 – Other Membership Categories

The Board of Directors may establish other categories of membership.

Section 4 - Dues

The Board of Directors shall determine the amount of dues. The Board of Directors shall approve the amount of dues at their November Business Meeting. The approved amount will be assessed beginning January 1st for new or renewal memberships.

Section 5 - Term

Membership shall be for a term of 12 months, which will commence at the date when both the application and payment of dues has been received.

Section 6 - Termination

A member may resign from their membership. Resignation shall not entitle the resigning member any refund of dues.

Article V. Officers

Officers of this corporation shall consist of the Board of Directors (for the oversight and direction of the corporation), and other officers as appointed by the Board of Directors to carry on the purpose of the corporation. Officers shall be a member of the corporation. For the purpose of legal documents, the following officers will be designated.

Section 1 - President: The President of the Board of Directors will serve as the President of the Corporation. The President shall supervise all activities of the corporation. He/she shall execute all instruments on behalf of the corporation and exercise all other usual executive powers pertaining to the office of president.

Section 2 - Vice President: The Vice President of the Board of Directors will serve as a Vice President of the Corporation. The Vice President shall act for the President in the absence or disability of the President and perform such other acts as the President may direct.

Section 3 - Secretary: The Secretary shall be responsible for keeping records of all the proceedings of the Board of Directors and when requested by the President to do so, sign and execute with the President all deeds, bonds, contracts, and other obligations, or instruments, in the name of the Corporation.

Section 4 - Treasurer: The Treasurer shall have responsibility for all funds and investments of the Corporation and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board of Directors and perform all the duties incident to the office of Treasurer. The Treasurer shall render such regular financial reports to the Board of Directors as may be requested.

Section 5 – Selection of Officers: At the November Business Meeting, after the election of new Directors has been certified by the Board, Directors shall nominate officers (President, Vice-President, Secretary, and Treasurer) to serve for the next calendar year (January 1st through December 31st). All current Directors and newly elected Directors are eligible for office. The Board of Directors shall vote on the slate of officer candidates at the December Business Meeting. The term of office for the new officers shall begin the following January 1st and the new officers shall be installed at the January Business Meeting.

Article VI. Executive Director

The Executive Director will be the face of the Center to many individuals and organizations in the community, and to suppliers, vendors, and business leaders.

Section 1 – Qualifications:

The Executive Director shall be a member of the Center. The Executive Director shall fully accept the Vision, Mission, and Core Values of the Center. The Executive Director shall have a thorough understanding of the Center's services and functions.

Section 2 – Selection:

The Executive Director shall be selected as defined under Article XI, Section 1 of these bylaws.

Section 3 - Responsibilities

The Executive Director is responsible for assisting the Center in planning, conducting, and evaluating the administration of the Center's Vision and Mission. This responsibility includes, but is not limited to:

- a) executing the policies and programs of the Center;
- b) keeping the Board of Directors informed in timely fashion of projects and activities planned by staff as fundraisers or other purposes for the Center;
- c) keeping the Board of Directors informed of activities or programs planned with other organizations for our mutual benefit;
- d) working with the Board of Directors in planning, conducting, and evaluating a comprehensive business plan for the Center; and
- e) providing direct oversight of financial, personnel, facilities, and computer operations of the Center;
- f) performing other duties as defined by the Board of Directors.

Section 4 – Position Information

The position may be either a part-time or full-time paid position. The position is salaried at an amount set by the Board of Directors.

Section 5 - Termination

This position is voluntary and may be terminated by resignation or at will, with or without cause, and with or without notice, at any time. Compensation will be prorated and cease at the date of termination.

Article VII. Board of Directors

The affairs of the Center shall be managed by a Board of Directors consisting of no fewer than eight (8) nor more than fifteen (15) members.

Section 1 – Qualifications:

Directors shall be a member of the Center. Directors shall fully accept the Vision, Mission, and Core Values of the Center. Directors shall have an understanding of the Center’s services and functions.

Section 2 - Selection

All Directors shall be nominated and selected as defined under Article X, Section 2.

Section 3 – Term of Office

Directors will be selected to serve a term not to exceed three years. A year is defined as a calendar year, which begins on January 1st and ends on December 31st. The lengths of terms will be so adjusted so that approximately one-third of the Directors will retire each year. Directors at the end of their term may be nominated by the Board Development Committee for another three-year term.

Section 4 – Other Classifications of Director

- a) **Advisory:** Advisory Directors shall include those who have special skills or abilities yet may not be able to attend regularly scheduled meetings and shall be above and beyond the total number of Directors allowed.
- b) **Emeritus:** Individuals may be honored with appointment as Director Emeritus for outstanding, long-term service on the Board of Directors. Their term will be perpetual.
- c) **Ex-officio:** Ex-officio Directors may also be appointed from time to time. Such appointments shall be above and beyond the total number of Directors allowed. The length of term shall be as needed.

Section 5 - Responsibilities

The responsibilities of the Board of Directors shall include, but is not limited to, the following:

- a) aiding the Executive Director in fulfilling the Center’s vision, mission, and core values;
- b) approving planned events and functions;
- c) appointing the officers of the corporation;
- d) appointing committees;
- e) planning long-range goals for the Center;
- f) being ultimately responsible for the finances of the Center;
- g) approving the Center’s annual budget;
- h) actively participating in Board committees; and
- i) participating in the monthly business meeting.
- j) supporting the organization financially through contributions and/or actively participating in fundraising activities and events.

Section 6 - Compensation

Directors shall serve without compensation. Mileage expenses for personal cars used to conduct the business affairs of the Society may be allowed at current IRS mileage reimbursement with majority approval of the Board of Directors.

Section 7 - Removal and Termination from Office

A Director may be removed from service during his/her term for the following reasons:

- a) A resignation is received and approved by the Board of Directors;
- b) The Director has not been regularly participating in the responsibilities of a Director. Three consecutive unexcused absences from regular Board meetings shall be deemed a resignation.
- c) The Director fails to attend more than half of the regularly scheduled business meetings in a 12-month period.

A Director may be granted, by the Board, a leave-of-absence for a period up to three (3) months.

Section 8 – President of the Board of Directors

- a) **Selection:** The President shall be selected from the Board of Directors by the Board of Directors and shall serve for one year or until a successor has been chosen. No President may serve more than three (3) consecutive one-year terms.
- b) **Responsibilities:** The President shall:
 - i. serve as President of the Corporation;
 - ii. preside at all member meetings of the Center;
 - iii. President the Board of Directors at both regular and special meetings
 - iv. ensure that each Director maintains and fulfills their responsibilities;
 - v. prepare and distribute the meeting agenda prior to the meeting;
 - vi. ensure adherence to the bylaws, policies, and procedures of the Center.
 - vii. shall not be entitled to vote except in the event of a tie. The President must cast a tie-breaking vote.

Section 9 - Vice President of the Board of Directors

- a) **Selection:** The Vice President shall be selected from the Board of Directors by the Board of Directors and shall serve for one year or until a successor has been chosen. The Vice President will not automatically assume the President position when the President's position is vacated.
- b) **Responsibilities:** In the absence of the President, the Vice President shall:
 - i. serve as President of the Corporation;
 - ii. perform all the responsibilities of the President;
 - iii. make the President aware of all decisions and actions made during his/her absence.

Article VIII. Secretary

Section 1 – Qualifications:

The Secretary shall be a member of the Center. The Secretary shall fully accept the Vision, Mission, and Core Values of the Center. The Secretary shall have a thorough understanding of the Center's services and functions.

Section 2 – Selection:

The Board of Directors will annually appoint a Secretary to serve for one year or until a successor shall be chosen. The Secretary may be re-appointed on a yearly basis by the Board of Directors.

Section 3 - Responsibilities:

The responsibilities of the Secretary shall include, but is not limited to, the following:

- a) serving as the Secretary of the corporation.
- b) keeping record all transactions of the Center including the annual and special meetings,
- c) providing accurate records to be placed in the Center's files.
- d) making minutes available to be read and approved as ordered by the Board of Directors.
- e) insuring that records are kept of all members and that such records are secured in the Center's office.
- f) notifying all officers, members of committees and delegates of their selection or appointment.
- g) preserving on file all communications and written official reports.
- h) giving notice of all meetings where such notice is necessary as indicated in these By-laws.

Article IX. Treasurer

Section 1 – Qualifications:

The Treasurer shall be a member of the Center. The Treasurer shall fully accept the Vision, Mission, and Core Values of the Center. The Treasurer shall have a thorough understanding of accounting procedures and the fiscal responsibilities of the Center.

Section 2 – Selection:

The Board of Directors will annually appoint a Treasurer to serve for one year or until a successor shall be chosen. The Treasurer may be re-appointed on a yearly basis by the Board of Directors.

Section 3 - Responsibilities:

The responsibilities of the Treasurer shall include, but is not limited to, the following:

- a) serving as the Treasurer of the Corporation;
- b) ensuring accurate records in appropriate financial journals of all monies received and disbursed.
- c) ensuring monthly and annual reports are made to the Board of Directors.
- d) ensuring records of individual contributions are maintained.
- e) suggesting possible investment opportunities for the Corporation's funds;
- f) keeping staff and the Board of Directors informed of any trends or changes in fiscal matters.
- g) ensuring that accurate financial records are submitted for any audit.

Article X. Standing Committees

The President may appoint such committees as necessary to carry out the various activities of the Center including:

Section 1 - Finance Committee

The President shall appoint at least two Directors to this committee. The Board of Directors may also appoint committee members from the membership at large. This committee's responsibilities shall include, but is not limited to, the following:

- a) reviewing the Executive Director's proposed budget;
- b) assisting in the preparation, revision or counter recommendations of the budget;

- c) reporting to the Board of Directors before final assent for implementation for fiscal expenditures and transfers are approved;
- d) recommending policies in regard to the Center's financial practices;
- e) performing an operational audit annually; and
- f) recommending to the Board of Directors when a financial audit should be performed by an accredited CPA.

Section 2 - Board Development

The President shall appoint at least three Directors to this committee. The President may also appoint committee members from the membership at large. The Committee will provide a slate of nominees to fill all Board vacancies. All nominees shall be members in good standing of the Center and shall have agreed to serve if elected.

The slate of nominees will be submitted to the Board of Directors at the September business meeting. The Board of Directors will approve all nominees to be submitted to the membership for election. The slate of nominees shall be mailed to the general membership six (6) weeks before the November meeting. Write-ins will be accepted. To be counted, ballots must be received by October 31st. At the November Business Meeting the Board of Directors will certify the election results. The term of office for the new Directors shall begin the following January 1st and the New Directors shall be installed at the January Business Meeting.

Article XI. Special Committees

Section 1 - Search Committee:

Upon the vacancy in the position of Executive Director the President shall appoint a Search Committee. This committee will include the President and two other members of the Board of Directors. The committee shall be responsible for following the procedure established by the Board of Directors for identifying and hiring a new Executive Director.

The committee shall thoroughly explore the field for qualified administrators who are available and fully accept the Vision, Mission, and Core Values of the Center. After due examination, they shall recommend to the Board of Directors a desirable candidate.

Section 2 – Other Ad-hoc Committees:

The President shall appoint other ad-hoc committees as necessary.

Article XII. Meetings - Membership

Section 1 - Annual Meeting

An Annual Membership Meeting of the members shall be held each year on a date and at a place to be set by the Board of Directors. Announcement of the annual membership meetings shall state the time, date, and place for the meeting, and shall be published not less than thirty (30) calendar days before the meeting. Non-members may attend.

Section 2 - Special Meetings

Special meetings of the members may be called by the Board of Directors or by any petition in writing by ten percent (10%) of the membership of the Center. Meetings shall state the time, date, place, and purpose, and shall be published not less than fifteen (15) days before the date of the proposed meeting. Further notice shall be posted in writing, and if deemed advisable, may also be sent by mail or electronic mail.

Section 3 – Conduct of Meeting

Robert’s Rules of Order are hereby adopted to govern all meetings.

Section 4 – Presiding Officer

The President of the Board of Directors shall preside at all meetings. In the absence of the President, the Vice President shall preside.

Section 5—Quorum and Voting

Twenty-five (25) members of the Center in attendance shall constitute a quorum. Voting rights may not be exercised through proxy.

Article XIII. Meetings – Board of Directors

Section 1 - Business

Business meetings of the Board of Directors shall be once per month on a day, time, and place to be set by the Board of Directors. Members may attend.

Section 2 - Special Meetings

Special meetings of the Board of Directors may be called by the President or by a majority (majority is defined as 50% plus one) of the Board of Directors. Directors shall be notified of the date, time, place, and purpose of the meeting not less than fifteen (15) days before the date of the proposed meeting.

Section 3 – Conduct of Meeting

Robert’s Rules of Order are hereby adopted to govern all Board meetings.

Section 4 – Presiding Officer

The President shall preside at all regular and special Board meetings. In the absence of the President, the Vice President shall preside.

Section 5—Quorum and Voting

A majority of Directors (majority is defined as 50% plus one) in attendance shall constitute a quorum. Voting rights may not be exercised through proxy.

Article XIV. Fiscal Year

The fiscal year of the Corporation shall be January 1 through December 31.

Article XV. Amendments

The Board of Directors of this Corporation shall have the power to make, alter, amend or repeal bylaws not inconsistent with the laws of the State of Washington and the articles of incorporation. Proposed amendments to the bylaws may be presented in writing to the Board of Directors by any member of the Center in good standing.

The bylaws may be amended at any Business meeting. Amendments to the bylaws shall be announced at the annual meeting or in a publication which is circulated to all members.

ADOPTION AND PUBLICATION

The above Bylaws were duly adopted by the Board of Directors at a Business meeting on _____, and supersedes any previous governing documents.

Attested by Officers of the North Olympic History Center

_____ President

_____ Vice-President

_____ Secretary

_____ Treasurer