

**AMENDED BY-LAWS OF THE  
WESTPORT-SOUTH BEACH HISTORICAL SOCIETY**

**ARTICLE I MEMBERSHIP**

Section 1. The Corporation shall be composed of members in good standing.

Section 2. Any person interested in the history of the Westport-South Beach area may be enrolled as an active member upon receipt by the treasurer of the first payment of dues.

Section 3. Membership fees or dues, and classifications and the membership year will be set by the Board of Trustees.

**ARTICLE II GOVERNMENT**

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and a board of Three (3) trustees. Persons must be current members of the corporation for a minimum of six (6) months to qualify for nomination, election, or appointment as officers or trustees. The offices of secretary and treasurer may be combined upon recommendation of the board of directors and approval by the majority of the members voting at the annual meeting.

Section 2. The board of Trustees, the president, the vice-president, the secretary and the treasurer shall manage the affairs of the corporation subject to such restrictions and regulations as are hereinafter set forth. The president, the vice-president, the secretary and the treasurer shall be voting members of the board of Trustees. (See Article IX)

Section 3. The officers and board of trustees are responsible for hiring, supervision, evaluation and termination of the executive director of the corporation. The executive director is responsible for the implementation of the policies, programs, special displays, events and budgets necessary for operation of the museum and lighthouse, and for recommending changes and additions to such policies, programs, special displays, events and budgets. The executive director is additionally responsible for appointing and supervising other employees, volunteers and special committees (other than the standing committees provided for in Article VIII) necessary to museum and lighthouse operations. The executive director reports to the officers and board of directors through the president.

**ARTICLE III ELECTION OF OFFICERS AND TRUSTEES**

Section 1: All officers shall be elected at the annual meeting in October to hold office for three (3) years.

Section 2: Trustees shall be elected at the annual meeting in October to hold office for three (3) years.

Section 3: Election cycles are timed so that no more than three (3) positions are up for election each year on a rotating basis as listed below.

**Cycle 1:** President and Vice President – current terms ending December 31, 2021.

**Cycle 2:** Treasurer and Board Positions 2 and 3 – current terms ending December 31, 2020.

**Cycle 3:** Secretary and Board Position 1 – current terms ending December 31, 2019.

**ARTICLE IV DUTIES OF BOARD OF TRUSTEES**

Section 1. The president shall serve as chief executive officer. The president shall preside at all meetings of the membership and Board of Trustees. The president shall appoint all special committees provided for by the membership or by the Board of Trustees or by these by-laws. The president shall keep order and enforce decorum at all meetings. The president, upon end of term, has the option to take an ad-hoc position to the Board of Trustees. (This will be an advisory position to the Board of Trustee with no voting authority)

Section 2. The vice-president shall perform the duties of the president in the absence or disability of the president. The vice-president shall be chair of the bylaw committee.

Section 3. The secretary shall be in attendance and keep a record of all meetings of the membership; keep a list of members in good standing; keep a record of all meetings of the Board of Trustees; keep a record of all sub-committee minutes provided by the chair of that sub-committee.

Section 4. The treasurer shall keep safely all funds and moneys belonging to the corporation, and the treasurer shall assure that such funds are deposited in the name of the corporation in a bank or savings and loan association. No checks on the account of the corporation foundation shall be payable except upon the signature of the treasurer and one other whose name shall be submitted to the bank at such times as may be necessary. The treasurer shall make an accounting of the affairs of the corporation. If the Board of Trustees so order, the treasurer or the corporation Director(s) must procure and keep active a surety bond payable to the corporation in any amount equal to the greatest liability of the treasurer or the corporation Director(s). The premium on such bond shall be paid by the corporation, and the bond must be deposited with the secretary.

Section 5. The Board of Trustees shall be in charge of all affairs of the corporation. A majority of the Board of Trustees may call special meetings of the general membership and require attendance at the meeting of all Trustees to discuss affairs of the corporation and when necessary shall make reports to the membership either at regular meetings of the corporation or a special meeting.

#### **ARTICLE V OFFICERS AND TRUSTEES TERMS AND DISMISSAL**

**Section 1:** All officers and Trustees' terms of office shall commence on the first day of January and end on the last day of December. All officers and directors may be elected to not more than three (3) consecutive terms in each office. Officers and/or Trustees may be reelected to a position previously held after one (1) year out of that office. In case of a vacancy arising in any office or seat, the officers and board of trustees at any scheduled meeting of the officers and board of trustees may fill it temporarily until the next election by appointment of an eligible person. At the next annual election, the position shall be filled by vote of the membership to complete the term.

**Section 2:** Completion of a partial term as an appointed board member does not apply to the restrictions on consecutive terms for board members. A board member is defined as an officer or a board director.

**Section 3:** Absence of any officer or trustees at two (2) successive quarterly membership meetings or two (2) successive board meetings without board approval may cause that person's dismissal from the board consistent with Roberts Rules of Order.

**Section 4:** Officers and or Trustees may be removed from the board for disciplinary reasons consistent with Roberts Rules of Order and board policies.

#### **ARTICLE VI MEETINGS**

Section 1. Quarterly membership meetings should be held. The annual membership meeting shall be held in conjunction with the October quarterly membership meeting. Notice of these meetings shall be given to the membership as directed by the president or the Board of Trustees.

Section 2. At each of the quarterly membership meetings the attendance of ten (10) members shall constitute a quorum.

Section 3. The Board of Trustees shall hold meetings once a month. The attendance of 50% of trustees shall constitute a quorum.

Section 4. During a Board of Trustees meeting, a Trustee may request an executive session. No motion(s) or vote(s) may be taken during said session. No minutes or records are taken during said session. At the conclusion of an executive session the item(s) discussed may be brought to the table for appropriate action. An executive session may be called in regards to personnel or litigation issues and shall be closed to the membership at large.

#### **ARTICLE VII AMENDMENTS**

Section 1. These by-laws may be amended at any regular quarterly meeting of the membership and only by a two-thirds vote of the membership present. Notice of the suggested amendment shall be published in a newsletter thirty (30) days prior to a membership meeting,

## **ARTICLE VIII COMMITTEES**

Section 1. Standing committees of the corporation include those specified below. The president shall appoint all committees subject to the limitations laid out hereafter. Presidents-elect shall appoint the committees specified herein to serve for their tenure in office no later than the first date of that tenure. The president is an ex-officio member of all standing and ad-hoc committees of the corporation. When possible, Trustees shall be appointed to chair committees.

a. By-Laws Committee. The By-laws committee is responsible for annual review of the corporation by-laws. The committee shall draft and recommend to the Board of Trustees any needed changes.

b. Executive Committee. The Executive Committee consists of the president, the vice-president, the secretary and the treasurer of the corporation. The executive committee is empowered to act for the Board of Trustees as a whole with its actions subject to ratification.

c. Finance Committee. The elected treasurer of the corporation shall chair the finance committee. The finance committee is responsible for preparing and recommending to the Board of Trustees annual budgets necessary to carry out the purpose of the corporation.

d. Strategic Planning Committee. The Strategic Planning Committee is responsible for developing and recommending to the Board of Trustees long-range, five (5) or more year, plans necessary to carry out the purposes of the corporation.

e. Membership Committee. The Membership Committee is responsible for developing and implementing board approved programs and activities to recruit, administer, and expand the membership of the corporation.

f. Nominating Committee. The Nominating Committee is responsible for identifying, determining the qualifications and eligibility of, and recommending to the membership nominees to serve on the Board of Trustees. No person presented as a candidate for election to a position as a Trustee may serve on the nominating committee.

g. Development Committee. The Development Committee is responsible for recommending, developing, and implementing fundraising strategies.

## **ARTICLE IX ORDER OF MEETINGS**

Section 1. Roberts Rules of Order shall be used at all meetings.

## **ARTICLE X DISPOSITION OF COLLECTIONS**

Section 1. The assets of this corporation shall be dedicated exclusively to the objects and purposes as set out in the Articles of Incorporation, and no part of the net earnings shall ever inure to the benefit of any member.

Section 2. In the event of the dissolution of this corporation, the assets thereof are to be distributed exclusively for the objects and purposes mentioned in ARTICLE II, Government of the Articles of Incorporation.

## **ARTICLE XI AFFILIATION WITH THE WASHINGTON STATE HISTORICAL SOCIETY**

Section 1. This corporation shall be enrolled as an annual institutional member of the Washington State Historical society, paying the prescribed annual dues in advance and as such, it shall, whenever possible, send a delegate or delegates to represent it at the meeting of the State Society.

## **ARTICLE XII NON-DISCRIMINATION POLICY**

The Non-Discrimination Policy of Westport South Beach Historical Society is as follows:

Westport-South Beach Historical Society., subscribes to, and complies with, all local, state, and federal acts and laws regarding discrimination. No person shall, on the grounds of race, color, national origin, sex, or otherwise qualified handicapped person solely by reason of the handicap, be denied benefits of, or be subjected to discrimination under any program or activity of, or employment by Westport-South Beach Historical Society.

**ARTICLE XIII INDEMNIFICATION CLAUSE**

A director, board member, officer, or employee shall have no liability to the corporation or its members for monetary damages for conduct as a director, board member, officer, or employee except for acts or omissions that involve intentional misconduct, or a knowing violation of law, or for any transaction from which such person will personally receive a benefit in money, property, or services to which that person is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, board members, officers, or employees, then the liability of a director, board member, officer, or employee shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection existing at the time of such repeal or modification for or with respect to an act or omission of such director, board member, officer, or employee occurring prior to such repeal of modification.

Amended Bylaws approved and adopted on \_\_\_\_\_

President \_\_\_\_\_

Secretary \_\_\_\_\_

**Bylaw Revision Record:**

Date:	Revisions:
Dec. 12, 2007	Approved complete version of the Bylaws. Approved by membership on 12/12/2007
Oct. 9, 2013	Article II sections 1 & 3, Article III section 1 & 2 - number of board members to 7 and terms. Approved by membership on 10/9/2013
Oct. 15, 2014	Article II section 1 – number of board members to 3. Approved by membership on 10/15/2014
Oct. 16, 2015	Article II section 1 – number of board members to 5, Article III sections 1,2 & 3 – election cycles and terms, Article V sections 1 to 4 – terms and dismissal. Approved by membership on 10/16/2015
Oct. 14, 2016	Removed the term “Director” and replaced with “Trustee” in Articles II, III and V. Approved by membership on 10/14/2016
Oct. 13, 2017	Article IV Section 2 - Changed Vice –President from Membership Committee Chair to Bylaw Committee Chair. Article VI Section 1 - Change Quarterly membership meetings from shall to should be held. Change to “The annual membership meeting shall be held in conjunction with the October Quarterly membership meeting”. Article VIII Section 1a – Delete “no later than June of each year” from first sentence. This is to give committee more flexibility to accomplish tasks as they arise. Approved by membership on Oct. 13, 2017
Oct. 11, 2019	Article II section 1 – number of board members back to 3, Article III section 3 – election cycles simplified. Approved by membership on 10/11/2019