

## **To the Membership of Kittitas County Historical Society:**

The Board of Directors of the Kittitas County Historical Society have proposed the following amendments to the Bylaws as a unanimous decision at its April 20, 2022 monthly board meeting.

In Washington State, nonprofit organizations like our own have been subject to the Washington Nonprofit Corporations Act, which was adopted by state legislation in 1967. Since that time, there have been only minor updates until the all-new Washington Nonprofit Corporation Act (Chapter 24.03 RCW) was signed into law in 2021, replacing the old law. This new law was made effective January 1, 2022 and affected nonprofits of all sizes in Washington State. It modernized outdated provisions, addressed charitable assets, and added rules related to membership organizations.

For many organizations that were already compliant, like our own, it only meant that we needed to update our By-laws to reflect the updated language. For example, the new state law allows for electronic notices and meetings instead of purely “in writing” (via mail) communication. It also allows for hybrid or virtual meetings, which are especially helpful in gathering together the diverse membership and increasing participation and board member access.

Other items in the By-laws were generalized clarifications, such as standardized terminology, fixing quorum numbers, and updating areas of the language necessary.

We also reviewed many of the changes applicable with the Museum’s attorney for legal advisement, and now present these amendments to the Membership for review and consideration.

Please take time to review the proposed changes on the following pages. Any removed language is identified in strike-through and in font color red. Any new or updated language is in font color blue.

We will have a special member meeting to be held in conjunction with our monthly Board of Directors meeting on July 20, 2022. If you wish to attend virtually or in-person, please let us RSVP at [kchm@kchm.org](mailto:kchm@kchm.org) **no later than July 15, 2022.**

If you have any comments or suggestions about the By-laws, or wish to speak to a board member about the revisions, please contact us at [kchm@kchm.org](mailto:kchm@kchm.org) . **All submissions are due by July 15, 2022.**

Also, if any would like to reference the new Washington Nonprofit Corporation Act (Chapter 24.03A RCW), it can be found at <https://app.leg.wa.gov/RCW/default.aspx?cite=24.03A>

**Thank you!**

## **By-Laws of Kittitas County Historical Society**

### **ARTICLE I LAWS GOVERNING**

Whenever applicable, the Washington Nonprofit Corporations Act and Articles of Incorporation are a part of these By-Laws. The Kittitas County Historical Society (hereafter called the Society) shall be governed and operated thereunder exclusively for and in furtherance of its Corporate purposes. In the event of conflict between these By-Laws, the Corporation and the Washington Nonprofit Corporations Act, the Act shall govern. In no event shall any assets of the Society be used contrary to the provisions of Section 170 (c) (2) (B) [Charitable contributions, gifts], or Section 501 (c) (3) [Non Profit Corporations] of the Internal Revenue Code of 1954 as amended.

### **ARTICLE II MEMBERSHIP**

**SECTION 1. Membership** All persons, businesses or organizations interested in the history of Kittitas County and the State of Washington may upon application and payment of membership dues to the Treasurer or ~~its~~ ~~their~~ designee become a member.

**SECTION 2. Member classes** The membership of this corporation, Kittitas County Historical Society, shall consist of active members and honorary members. Active members shall include annual members, associate members, contributing members, and corporate members.

- Annual members: Shall be those individuals or organizations who demonstrate an interest in furthering the purposes of the Society and who have paid their annual dues.
- Associate members: Shall be affiliated with another museum, cultural center, interpretive center, archive, or historic association organized for the preservation, exhibition, and/or collection of historic materials.
- Contributing members: Shall be those who choose to donate to the collection or financially above the annual dues level.
- Corporate members: ~~Any organization interested in furthering the purposes of the Society.~~ Any business or commercial organization interested in furthering the purposes of the Society and who have paid their annual dues or are providing sponsorship of the Society.
- Honorary members: Residents and non-residents of Kittitas County may, in recognition of achievements or for services rendered to this corporation, be elected honorary members of this corporation by a two-thirds (2/3) majority vote of the

members present and entitled to vote, at the annual member meeting. Honorary members shall not be required to pay dues.

**SECTION 3. Termination** Membership may be terminated at any time by giving written notice to the Secretary of the Corporation. The resignation of any member shall be effective at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Upon termination of membership of this corporation, for any reason whatsoever, the member shall not be compensated for any interest in this corporation.

**SECTION 4. Rights and privileges** This Corporation is organized as a non-profit corporation under the laws of the State of Washington; it shall have no capital stock, shares therein shall not be issued, and no dividends shall be paid. The interest of each member shall be equal to that of any other member, and no member can acquire any interest which will entitle ~~him~~ **them** to any greater voice, vote, authority or interest in the corporation than any other member. This corporation may issue membership certificates to all members. No membership in this corporation shall be transferable. Each member shall at every meeting of the members be entitled to one (1) vote. There shall be no vote by proxy.

**SECTION 5. Member quorum** As per RCW 24.03A.440(1), a quorum shall constitute ten percent (10%) of the votes entitled to be cast at a meeting unless the Articles of Incorporation or Bylaws has established a different amount for the quorum.

**SECTION 5 6. Annual Member meetings** The annual member meeting shall be held at the Kittitas County Historical Museum at 114 East Third Avenue in the month of December unless designated otherwise by the Board of Directors. Date and time of such meeting shall be determined by the Board of Directors, notice of which shall be sent to the members not less than ~~45~~ **ten (10) days** prior to such date. At member meetings, the President or in their absence a Vice-President shall act as Chair. The Secretary or in ~~his/her~~ **their** absence an assistant Secretary shall act as Secretary at all member meetings. **For the annual member meeting, it will be held in conjunction with the December meeting of the Board of Directors and quorum shall be identified through Article III Section 6.**

**SECTION 6 7. Special Member meetings** Special membership meetings shall be held whenever called by the President and shall be called by ~~him/her~~ **them** or the Secretary at the direction of the Board of Directors or at written request of at least ten (10) members. Notice of such meetings, stating time and place of the meeting shall be given neither less than fifteen (15) nor more than twenty-five (25) **days** before the meeting. Notice shall state the principal purpose of the meeting and the business conducted at the meeting shall be limited to those purposes.

~~**SECTION 7. Member quorum—Twelve (12) active members of the corporation entitled to vote shall constitute a quorum at a meeting of the members of the corporation.**~~

**SECTION 8. Membership Dues** Annual dues to be charged to the various categories of membership shall be set by the members at an annual meeting and shall remain in effect until amended. Annual dues are due in advance at the time of joining the Society and on each anniversary date thereafter. Any member whose dues are not paid 180 days (6 months) after the

due date will no longer receive communication from the Society and will be dropped from the membership rolls effective 2-years after the expiration of their membership.

### **ARTICLE III BOARD OF DIRECTORS**

**SECTION 1. Board of Directors** There shall be a board of nine to eleven (9 to 11) persons, composed of the President, Vice President, Secretary, and Treasurer of the corporation and five to seven (5 to 7) other active members. No person convicted of a felony shall serve as a Director. Membership on the Board of Directors shall be based on a person's dedication to the purposes of the Society and on the professional, administrative, executive or technical skills that such person can and will contribute to the furtherance of the Society. The Directors shall be elected by majority vote of the members present and entitled to vote at the annual Meeting of the Members, and shall hold office for one (1) year and until their successors are elected and qualified. Directors elected for office of President, Vice President, Secretary or Treasurer shall serve in that office for one (1) year and assume office the month following election.

**SECTION 2. Business and Order of Business** All property and business affairs of the Society shall be managed by the Board of Directors and be subject to the provisions of the Articles of Incorporation and amendments thereto, and subject to the provisions of the By-Laws and amendments thereto. At each meeting of the Board of Directors such business may be transacted as may properly be brought before such meeting, except as otherwise provided by law or in these By-Laws. The order of business at all meetings shall be determined by the Chair, unless otherwise determined by a majority of the voting members present at such meeting. To the extent not inconsistent with these By-Laws, the Articles of Incorporation or any provision of law, the proceedings of the Kittitas County Historical Society Board of Directors meetings shall be governed by Robert's Rules of Order.

**SECTION 3. Resignations or Removal** Any Director may resign at any time by giving written notice to the Chair or the Secretary of the Board of Directors. The resignation shall be effective at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director at any regular member meeting, or at any special meeting of the members called for that purpose, with not less than ten (10) days or more than twenty-five (25) days notice, prior to the date of the meeting, ~~mailed or delivered personally~~ communicated to such Director and to the members of the Corporation, can be removed from office by a two-thirds (2/3) majority vote of the members present and entitled to vote. Such notice of the meeting for the proposed removal shall state the cause for removal. Unexcused absences from three (3) consecutive meetings of the Board of Directors shall be due cause for removal of a Director.

**SECTION 4. Director vacancy** Any vacancy occurring in the Board of Directors for any reason may be filled by members of the Corporation at any regular meeting ~~of the Board of Directors~~, or at any special meeting called for that purpose, with not less than ten (10) days nor more than ~~twenty-five (25)~~ sixty (60) days notice prior to the date of the meeting ~~mailed, telephoned, or delivered personally~~ communicated to each member. Any such Director thus named

to fill any vacancy shall serve during the unexpired term of the Director whose position became vacant.

**SECTION 5. Directors Meetings** The Board of Directors meetings shall be held monthly at the Kittitas County Historical Museum at 114 East Third Avenue on the third (~~3<sup>rd</sup>~~ 3<sup>rd</sup>) Wednesday of the month at 6:00 PM unless designated otherwise by the Board of Directors. Special Board of Directors Meetings shall be held whenever called by the President and shall be called by ~~him/her~~ ~~them~~ or the Secretary at the direction of the Board of Directors or at written request of at least six (6) members. Notice of such meetings, stating time and place of the meeting shall be ~~given~~ ~~communicated~~ to each member ~~by mail, telephone, or personally~~. Each notice shall be given neither less than ~~fifteen (15)~~ ~~ten (10)~~ days nor more than ~~twenty-five (25)~~ ~~sixty (60)~~ days before the meeting. Notice shall state the principal purpose of the meeting and the business conducted at the meeting shall be limited to those purposes. At Director Meetings the President or in ~~his/her~~ ~~their~~ absence a Vice-President shall act as Chair.

**SECTION 6. Directors Quorum** ~~One-third (1/3)~~ ~~One-half (1/2)~~ the number of members of the Board of Directors stated in the By-Laws shall constitute a quorum for the transaction of business at the annual or regular meetings, and the act of a majority of the Directors present at such meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise stated by law, the Articles of Incorporation, or these By-Laws.

**SECTION 7. Compensation** Each Director shall serve without compensation.

**SECTION 8. Indemnification of Directors and Officers** The Society may indemnify any Director or Officer or former Director or Officer for expenses, costs, and attorneys' fees actually and necessarily incurred by such Director or Officer in connection with any claim assessed against him or her because of his or her having been or being such Director or Officer, except where such expenses, costs, and attorneys' fees are proven to have been incurred through the Director's or Officer's misconduct. The Society will not tolerate criminal misconduct of a Director or Officer and will hold him or her legally accountable for any such action.

**SECTION 9. Conflict of Interest** Each Director or Officer of the Society shall not participate in any discussion of, or vote on, any matter in which ~~he or she~~ ~~they~~, or any member of ~~his or her~~ ~~their~~ immediate family, has a financial interest. No Director or Officer shall during their term of office be employed by the Society or act as a paid consultant or contractor to the Society ~~unless~~ ~~otherwise designated by a two-thirds (2/3) majority vote of the Board of Directors~~.

## ARTICLE IV OFFICERS

**SECTION 1. Officers** Any individual member or voting agents of any Business/Commercial member are, if otherwise qualified, eligible to be an Officer or Director of the Society. Not less than two (2) months prior to the annual meeting of the members, the Board of Directors shall appoint a Nominating Committee of not less than three (3) members. The Nominating Committee shall recommend a slate of qualified members to replace Directors and

Officers whose terms will end in the current year. This does not preclude nomination from the floor of any qualified member whose consent to nomination has been obtained. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors.

**SECTION 2. President** The President, subject to the control of the Board of Directors, shall have a general supervision of the affairs of the Society and its employees and generally attend to its executive business. ~~He or she~~ They shall Chair the meetings of the Corporation and shall keep the Board of Directors appropriately informed on the business and affairs of the Society.

**SECTION 3. Vice President** In the absence or disability of the President, the Vice President shall perform all the duties and functions and exercise all the powers of and be subject to all the restrictions upon the President. The Vice President shall otherwise perform such duties as may from time to time be assigned to them by the Board of Directors or President. In the event the office of President becomes vacant, the Vice President shall become President. In the event the office of Vice President becomes vacant, a Director may be elected to serve the unexpired term of the office of Vice President.

**SECTION 4. Secretary** The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors, and shall otherwise perform such duties as may from time to time be assigned to them by the Board of Directors or President.

**SECTION 5. Treasurer** The Treasurer shall have charge of and be responsible for the account of, except as otherwise directed by the Board of Directors, all funds belonging to the Corporation. ~~He or she~~ They or their designee shall be in charge of receipt, disbursement, and shall oversee monthly transactions made by Society employees. ~~He or she~~ They or their designee shall deposit funds in the name of the Society in such Banks, Trust Companies, or other depositories as shall be selected by the Board of Directors. From time to time or whenever requested to do so shall render a statement of the condition of the finances of the Society to the Board of Directors. The Treasurer shall not borrow money without advance written approval of the Board of Directors.

## ARTICLE V DISPOSITION OF COLLECTIONS

**SECTION 1.** In the event this Corporation fails, the Board of Directors shall make provision for the custody of all materials of historic value received by the Corporation. The Washington Nonprofit Corporations Act and the Articles of Incorporation shall govern. In no event shall any assets of the Society be used contrary to the provisions of Section 170 (c) (2) (B) or Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended.

Such materials may, if desired, be placed in the Museum of the Corporation, or may, if desired, be given into the custody of a Public Library or any other agency or institution in Kittitas County, Washington. In case their preservation in Kittitas County, Washington, is not particularly desired, they may be tendered to the Washington State Historical Society or another non-profit organization.

**SECTION 2. Loans of Collection Items** Items in the Society’s collection may be loaned to qualified organizations that apply to the Director of the Museum and meet the criteria for loaning collection items. Final approval ~~after Director approval~~ is at the Board of Directors discretion.

**ARTICLE VI  
SEAL**

**SECTION 1.** The Board of Directors may provide a suitable Corporate Seal for the Corporation. The Seal shall be circular in form with the following inscription: KITTITAS COUNTY HISTORICAL SOCIETY-WASHINGTON-CORPORATE SEAL-1963.

**ARTICLE VII  
AMENDMENTS**

**SECTION 1.** Amendments to these By-Laws may be proposed in writing, signed by ~~any three (3) active members of the Corporation~~ ten percent (10%) or more of the members entitled to vote on the amendment (RCW 24.03A.655(1)e), and filed with the Secretary of the Corporation. The Secretary shall send to the Board of Directors and ~~notify all active members in writing of the proposed amendment, by notice delivered by US Mail to the last known address of each member~~ communicate notice of the proposed amendment to each active member. Any such amendment may be adopted by a two-thirds (2/3) majority vote of the members present and entitled to vote thereon at any regular meeting of the members of the Corporation held thereafter.

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I, \_\_\_\_\_, Secretary of the Kittitas County Historical Society hereby state the above By-Laws were approved for adoption, voted on by the members after proper notice of all of the members of record of the Kittitas County Historical Society.

\_\_\_\_\_  
Secretary Signature

\_\_\_\_\_  
Secretary Name

\_\_\_\_\_  
Date