

**BYLAWS
OF
KITSAP COUNTY HISTORICAL SOCIETY**

As revised:

(Originally adopted 1950: amended October 21, 1967, July 19, 1975, January 16, 1977, October 15, 1977, October 20, 1984, October 26, 1991, July 29, 1996, April 17, 1997, December 6, 2002, July 29, 2008, August 2, 2008, November 12, 2014, February 14, 2017)

**Article I
NAME**

The name of this organization shall be the Kitsap County Historical Society, as per Article I of the Articles of Incorporation.

**Article II
PURPOSES**

The Mission of the Kitsap County Historical Society is to collect, preserve, and exhibit the diverse culture, heritage, and history of Kitsap County for the education and enjoyment of the public.

In furtherance of this Mission, the Society shall:

Section 1: Record, preserve, analyze, and disseminate the history of Kitsap County, in accordance with the Society's Mission Statement.

Section 2: Own and operate a county museum and archives for the preservation, maintenance, and exhibition of historical objects and records.

Section 3: Own, lease, purchase, and hold real estate and personal property for the purpose and benefit of this organization.

Section 4: Seek and procure funding from diverse sources for the fulfillment of the Society's mission.

Section 5: Cooperate with all branches of local government, armed services, tribal governments, and other organizations for the pursuit and

dissemination of historical knowledge and traditions, and to encourage the interest and cooperation of those entities with the Society.

Section 6: Promote and protect the rights and opportunities of all persons to participate in this Society's activities.

Article III MEMBERSHIP

Section 1: Qualification for Membership

Any person interested in the purposes of the society who applies for membership in an appropriate classification of membership and who tenders the necessary dues shall thereby become a member.

Section 2: Levels of Membership

Levels of membership, with appropriate dues, shall be determined by the Board of Trustees, and may include, but are not limited to, Corporate Members, Patron Members, Family Members and Individual Members. Dues for membership shall be payable annually.

Section 3: Meetings

A. Annual Membership Meeting

The annual meeting of the members shall be held in conjunction with the December board meeting.

B. Notice of Annual Meeting

The President, the Secretary, or the Board shall cause to be delivered to each member of the Society, either electronically or by mail, no later than November 15 written notice stating the place, date and time of the meeting.

C. Special Meetings

The President, the Board, or not less than ten members entitled to vote at such a meeting, may call special meetings of the members for any purpose. The President, the Secretary, or the Board shall cause to be

delivered to each member of the Society, either electronically or by mail, not less than ten days before the meeting, written notice stating the place, date and time of the meeting and the purpose or purposes for which the meeting is called.

D. Place of Meetings

All meetings of members shall be held at the principal office of the organization or at such other place designated by the President, Vice President, or Museum Director.

E. Quorum

Fifteen members of the Society represented either in person or by mail-in ballot, shall constitute a quorum at a meeting of the members. If less than a quorum is represented at a meeting, a majority of the members present may adjourn the meeting without further notice.

F. Proxies

A member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary of the Society before or at the time of the meeting. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting but shall not be valid after the final adjournment thereof. If the proxy ballot is mailed, the ballot shall be sealed within an envelope signed by the voting member. Proxy ballots received by fax or e-mail shall also be acceptable.

Section 4: Voting Rights

A. Only members current in their dues shall be entitled to vote.

B. Each current member is entitled to one vote per each issue or candidate to be elected. Corporate and Family memberships are entitled to only one vote per each issue or candidate to be elected.

Section 5: Action by Members without a Meeting

Any action which could be taken at a meeting of the members may be taken by mail.

Article IV Board of Trustees

Section 1: General Powers

The Society shall be governed and managed by policies approved by a Board of Trustees. Trustees shall provide broad and diverse representation from all parts of Kitsap County.

Section 2: Qualifications

Trustees shall be members of the Society in good standing.

Section 3: Number

The Board shall consist of not less than five, nor more than fifteen Trustees, including officers.

Section 4: Election of Trustees

Trustees shall be elected before the end of each calendar year. The election of Trustees may be conducted in such manner as the Board of Trustees shall determine. Ballots clearly stating the deadline for voting shall be delivered electronically or by mail to all members in good standing no later than November 15. Trustees may also be appointed by the President, with the approval of the Board, at any other time during the year.

Section 5: Term of Office

A Trustee's term of office shall run from January to December. Trustees are divided into two classes: T_1 and T_2 for the purpose of staggering terms of office. Class T_1 Trustee positions shall be elected on odd numbered years to serve two-year terms. Class T_2 Trustee positions shall be elected on even numbered years to serve two-year terms.

Section 6: Regular Meetings

The Board of Trustees (hereafter “the Board”) shall generally meet monthly. By resolution the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution. These meetings are open to the public. Executive Sessions of the Board may take place at Board Meetings. Executive Sessions are limited to personnel, legal and budgetary matters, or any other matter of great sensitivity to KCHS. Any current sitting Board Member may attend Executive Sessions, which should only take place once during a Board Meeting if possible. The discussions and minutes of the Executive Sessions shall be kept strictly confidential.

Section 7: Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Trustees, or, in the case of a committee meeting, by the Chairman of the committee.

Section 8: Meetings by Telephone

Members of the Board, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9: Emergency Actions

Members of the Board of Trustees shall be canvassed by telephone or by electronic means in the event that decisions must be made between Board meetings.

Section 10: Place of Meetings

Meetings generally shall be held at the principal office of the Society, or as designated by the President.

Section 11: Quorum

Two-thirds of the number of Trustees shall constitute a quorum for the transaction of business at any Board meeting.

Section 12: Resignation

Any Trustee may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Trustees. Any such resignation shall take effect when it has been accepted.

Section 13: Removal

Any Trustee, who fails to attend two consecutive Board meetings without prior consent of the Board, or attend fewer than seven Board meetings per year, may be removed from office. Trustees may be removed from office by a 2/3 affirmative vote of at least 2/3 of the Trustees then in office with or without cause.

Section 14: Vacancies

A vacancy in the position of Trustee may be filled by the affirmative vote of a majority of the remaining Trustees, though less than a quorum of the Board. A Trustee who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 15: Board Committees

The Board, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Trustees, and may include representatives from the Society general membership, to be selected by the Committee Chair. The President is an *ex-officio* member of all committees with the exception of the Nominating Committee.

Section 16: Standing Committees

A. The **Executive Committee** shall consist of the Officers, plus other Trustees as shall be appointed with the approval of the Board. It may

act in all matters pertinent to the business of the Society, with the full authority of the Board in only two instances: 1) when the Board has authorized such action; or, 2) when the President determines that an emergency exists and the Board cannot meet in time to address the emergency. In case of emergency, the President shall make every effort to convene a special meeting of the Board, and, if such a meeting is not possible, explain the determination in the minutes of the Executive Committee meeting. In all other cases, where there is not an emergency, the proposals of the Executive Committee shall be submitted for approval by the Board at the next regularly scheduled meeting.

Further duties shall include the annual evaluation of the performance of the Museum Director, and recommendations as to the salary level and benefits package for the Director for approval by the Board. The Executive Committee is also responsible for the review of the Board meeting agenda and serves as informal counsel for the Director.

B. The Finance Committee shall consist of the Treasurer plus at least one trustee and one staff member. It prepares the preliminary annual budget and presents it to the Board in September each year for the following year's operation, with adoption in January.

B. The Museum Committee shall consist of the Vice President plus two members to supervise Museum personnel, operations, and maintenance of Museum buildings.

C. The Historic Sites Committee shall consist of one Trustee plus members as needed, and maintains the Kitsap County Historical Site Designation List and evaluates nominations for Historical Site Designation.

D. The Community Relations Committee shall consist of one Trustee, plus members as needed, and is responsible for the development and general guidance of external communication strategy, marketing information, and educational content, and the delivery of communication programs that support the Society's mission. Programs include, but may not be limited to, brand management, external website and social media content, newsletters, signage, brochures, and new releases.

E. The Development Committee shall consist of one Trustee, plus members as needed. The committee plans fund-raising events and

researches and approves grant applications and other funding sources. In practice the Community Relations Committee and the Development Committee may on occasion be combined.

F. The **Nominating Committee** shall consist of the Past President plus members as needed. This committee seeks potential new Board members and presents the names of the proposed new members of the board.

Section 17: Compensation

The Trustees shall receive no compensation for their service as Trustees but may receive reimbursement for pre-approved expenditures incurred on behalf of the Society.

Section 18: Indemnification

The Kitsap County Historical Society agrees to indemnify and hold harmless the members of the Board of Trustees and Officers with respect to any claim that might be brought against them except for intentional misconduct, criminal acts or gross negligence.

**Article V
Officers**

Section 1: Number and Qualifications

The Officers of the Society shall be a President, a Vice President, a Secretary and a Treasurer, plus the Immediate Past President.

Section 2: Election and Term of Office

The Officers of the Society, other than the Immediate Past President, shall be elected each year in December from the Board of Trustees, after the Board has been elected by the general membership. Each Officer's term of Office shall be from January to December for one-year duration unless he/she resigns, is removed from office, or is unable to serve.

Section 3: Resignation

Any officer may resign at any time by delivering a written notice to the President, the Vice President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect when it has been accepted.

Section 4: Removal

Any officer may be removed from office by the Board by a two-thirds majority vote, whenever in its judgment the best interests of the Society would be served thereby, but such removal shall be without prejudice to the person so removed.

Section 5: Vacancies

A vacancy in any office will be filled by the Board for the unexpired portion of the term.

Section 6: President

The President shall be the chief executive officer of the Society, and shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Society or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of the President and such other duties as are assigned to him or her by the Board.

Section 7: Vice President

In the event of the President's inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice

President shall serve as Chair of the Museum Committee and shall oversee the maintenance and operation of the Museum and its personnel.

Section 8: Secretary

The Secretary shall (1) keep the minutes of the annual membership meeting and of the Board, (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (3) be custodian of the records of the Society and (4) in general perform all duties incident to the office of Secretary.

Section 9: Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society-shall see that tax records are filed in a timely manner, shall arrange for an annual financial review or an annual audit, and in general perform all of the duties incident to the office of Treasurer

Article VI Administrative Provisions

Section 1: Books and records

The Society shall keep at its registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the membership and Board meetings; records of the name and address and level of each member and Trustee, and of the name and post office address of each officer; and such other records as may be necessary or advisable.

Section 2: Fiscal year

The fiscal year of the Society shall be the twelve months ending December 31st.

Section 3: Rules of Procedures

Membership and Board meetings shall be conducted in accordance with *Roberts' Rules of Order on Parliamentary Procedure* newly revised.

Article VII Affiliation

The Society shall at all times maintain affiliated memberships in the Washington State Historical Society and the Washington Museum Association.

Article VIII Amendments

These Bylaws may be amended at any regular or special meeting of the Board by a two-thirds majority vote of the Board, provided that notice of the substance of the proposed action has been communicated to all Trustees and members either electronically or by mail, at least 30 days prior to the meeting at which the action is to be taken. Any action to amend the Bylaws must be noticed in the meeting agenda.

Article IX Dissolution

Upon dissolution of this Society, the Museum buildings, archives, artifacts and all assets will become the property of Kitsap County, provided that Kitsap County agrees to continue Museum operations. Six months after date of written dissolution notice to the County, if the County is unwilling or unable to maintain the Museum, the assets will be distributed as follows: [a] the Museum Buildings will become the property of the County; [b] artifacts will be offered to local historical societies and museums, as appropriate to the collections; and, [c] remaining artifacts and the archives would become the property of the Washington State Historical Society.

The foregoing Revised Bylaws were approved by the Board of Trustees on February 14, 2017.


Sara Nell Davis, Secretary