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, July 8, 2025)

Article I
NAME

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

The Kitsap County Historical Society shall also do business as the Kitsap History Museum.

Article II
PURPOSES

The Mission of the Kitsap County Historical Society is
Connecting our community with each story.

The Kitsap History Museum will center its events, programming, collections and exhibits in the following core values:

- Accessibility – Offering free and welcoming activities for every individual.
- Discovery – Sparking curiosity and wonder through vibrant storytelling.
- Connection – Forging strong bonds between people, place and time.
- Diversity – Building inclusion through the many voices of Kitsap County.
- Education – Illuminating the past to enrich our future.

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 governments and private organizations for the pursuit and dissemination of historical knowledge and traditions and encourage the interest and cooperation of those entities with the Society.

Section 6: Promote broad opportunities for persons of varying backgrounds, conditions and abilities to participate in the Society's activities.

Article III
MEMBERSHIP

Section 1: **Qualification for Membership**

Any person interested in the purposes of the Kitsap History Museum 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 resolution of the Board of Trustees and may include, but are not limited to Individual Members, Family Members, Patron Members, and Sustainer 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 and instructions for any authorized remote participation.

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 and instructions for any authorized remote participation.

D. Place of Meetings

All meetings of members shall be held virtually or in person at the principal office of the organization or at such other place or using such means of remote communication as are designated by the President. Any remote communication shall enable members not physically present to participate in the meeting substantially concurrently with other members.

E. Quorum

Thirty members of the Society represented either virtually or 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. Completed proxy ballots may be mailed or emailed to the museum.

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. Family memberships entitle each adult member of the family to one vote.

Section 5: Action by Members without a Meeting

Any action which could be taken at a meeting of the members may be taken by paper or digital ballot. Ballots must be delivered to every member entitled to vote and must provide an opportunity to vote or not vote for each candidate for Trustee and for or against each proposed action. Ballots must state the number of ballots that must be returned to constitute a quorum; the percentage of returned ballots required to approve an action; and the place and time, not less than ten days after the ballot is delivered to the member, by which ballots must be returned to be counted.

Section 6: Record Date for Determining Membership

The Board of Trustees shall establish a record date by which the Secretary will determine and report to the Board the identity of all members entitled to notice of a meeting, to demand a special meeting, to vote, or to take other action. The record date shall not be more than seventy nor less than five days before the date of the member meeting or action.

Article IV

BOARD OF TRUSTEES

Section 1: General Powers

The Society shall be governed and managed by policies approved by the 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 Kitsap History Museum in good standing.

Section 3: Number

The Board by resolution shall establish the number of Trustees, which shall be not less than five, nor more than fifteen Trustees, including officers. A resolution reducing the number of Trustees shall not shorten the term of any Trustee.

Section 4: Election of Trustees

Trustees shall be elected by the membership 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

The term of office of a Trustee shall be two years beginning the January 1 next following the election. The term of office of a Trustee appointed by the President shall commence upon approval of the resolution approving the appointment, and end on a date designated by the President and approved by the Board, which shall be either the first or the second December 31 following the appointment.

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 the Society. 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. Notice of the meeting must be given to all Trustees entitled to vote and may be given in writing or orally at any time prior to the meeting.

Section 8: Meetings by Virtual Platform

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 virtual or remote call such that all persons participating in the meeting can hear each other and speak 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, text, 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 Museum or remotely, as designated by the President.

Section 11: Quorum

A simple majority of Trustees in office, including those attending virtually, 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

No trustee may be removed other than by the membership or Board of Trustees as provided in this Section or under applicable law. A Trustee elected by the members may be removed by a vote of members under Article III, Section 5, of these Bylaws for causes that would authorize removal by the Board under RCW 24.03A.530(5) or its successor. 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 by a majority vote of the Board. Trustees may be removed from office with or without cause by an affirmative vote of at least two-thirds of the Trustees then in office. A letter of explanation shall be provided to a Trustee who is removed with or without cause.

Section 14: Vacancies

A vacancy in the position of Trustee occurring prior to October 1 each year, including vacancies created by an expansion of the number of Trustees or

resulting from failure to fill a position in an annual membership election, may be filled by appointment by the President with the approval 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. Other vacancies shall be filled through the annual membership election.

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. Advisory committees may also include representatives from the Museum 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. Committees are advisory, unless explicitly noted otherwise.

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. The Executive Committee may act, with the full authority of the Board, in any matter upon which the Board has authorized the Committee to act, or in all matters pertinent to the business of the Society, 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 of the Executive Committee shall include the annual evaluation of the performance of the Museum Staff, serving as informal advisor for the Staff, and making recommendations as to the salary level and benefits package for the Staff for approval by the Board. The Executive Committee is responsible for preparing the Board meeting agenda, for strategic and retreat planning for the Board, for Board recruitment, and for oversight of the Bylaws.

B. The **Finance and Compliance Committee** shall comprise the Treasurer, who shall serve as chair, plus at least one other Trustee. It prepares the preliminary annual budget and presents it to the Board in November each year for the following year's operation, with adoption in January. The committee oversees budgeting, reviews legal documents presented to and for the Society, and advises the Society regarding compliance with all applicable laws.

C. The **Facilities and Operations Committee** shall comprise the Vice President plus two other Trustees and, if needed, additional Trustees, members

or volunteers to support Museum personnel, operations, and maintenance of Society buildings.

D. The **Collections and Exhibits Committee** shall comprise at least three Trustees, plus additional Trustees, members or volunteers, to oversee the collection and accessions and deaccessions, and to advise on exhibits, either in-house or with partners. The committee shall maintain the Kitsap County Historical Site Designation List and evaluate nominations for Historical Site designation by the Board.

E The **Development and Outreach Committee** shall comprise at least three Trustees, plus additional Trustees, members or volunteers. The committee supports the Museum Staff with planning programs and fund-raising events, securing sponsorships, researching and applying for grants, and pursuing other funding sources. The Committee also assists in engaging with the community on behalf of the Museum.

F. The **Nominating Committee** shall comprise the Past President plus Trustees as needed. This committee proposes the slate of officers for the coming year. The committee also seeks potential new Trustees and presents the names of the proposed new trustees to the Board for approval.

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

To the extent permitted by law, 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 a 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. A letter of explanation shall be provided to an officer who is 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 Facilities and Operations Committee and shall oversee the maintenance and operation of the Museum and its personnel.

Section 8: Secretary

The Secretary shall keep the minutes of the annual membership meeting and of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the records of the Society, and 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. The Treasurer serves as the Chair of the Finance and Compliance Committee.

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 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 31.

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

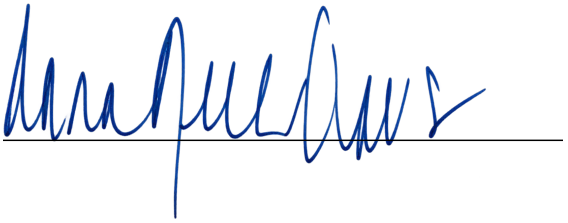
These Bylaws may be amended at any regular or special meeting of the Board by a two-thirds majority vote of the Board, provided that notice of the substance of the proposed action has been communicated to all Trustees and members either electronically or by mail, at least thirty days prior to the meeting 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 Society's 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 or other non-profit or government entity.

The foregoing Revised Bylaws were approved by the Board of Trustees July 8, 2025.



Sara Nell Davis, Secretary

July 8, 2025

Date