

BYLAWS OF THE
SUMNER HISTORICAL SOCIETY

I. NAME

The name of this organization shall be the Sumner Historical Society.

II. OBJECTS

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

The objects of the Society shall be the discovery, preservation, and dissemination of knowledge about the history of the Sumner area and State of Washington. More particularly, the objects shall be:

1. To discover and collect any material which may help to establish or illustrate the history of the county or the state, their exploration, settlement, development and activities in peace and war, and their progress in population, wealth, education. Arts, science, agricultures, manufactures, trade, and transportation, printed materials such as histories, genealogies, biographies, descriptions, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs, and posters; manuscripts material such as letters, diaries, books, charts, surveys and field books; and museum material such as pictures, photographs, paintings, portraits, scenes, aboriginal relics, and material objects illustrative of life, conditions, events, and activities in the past or the present.
2. To provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it, to cooperate with officials in insuring the preservation and accessibility of the records and archives of the Sumner area; and to bring about the preservation of historic buildings, monuments, and markers.
3. To disseminate historical information and arouse interest in the past by publishing historical material in the newspapers and otherwise; by holding meetings with addresses, lectures, papers and discussions; and by marking historical buildings, sites, and trails.

III. MEMBERSHIP

1. The Society shall be composed of active members.
2. Any person interested in the history of the Sumner area may become a member of the Society by the payment of the annual dues.
3. The dues of the annual members shall be set by the Board of Directors, and reviewed yearly at the January Board of Director's meeting.

4. Members failing to pay their dues for one year after they become payable shall be dropped from the rolls one month after mailing of notice of such default.

IV. GOVERNMENT

1. The annual meeting will be held in April of each year to elect Directors and act upon any business necessary for the Society. All members are entitled to vote.

2. Special meetings may be called by direction of the President or shall be called upon written request of ten members of the Society or a majority of the Board of Directors. At least two weeks notice must be given to the membership.

3. . Quorum shall consist of those members present at the announced April General Meeting of members.

4. The Board of Directors shall be composed of 16 members of the Society elected for a four year term of office. One-fourth will be elected each year. The President shall appoint a Nominating Committee to present a slate of candidates for Directors at the April meeting of the Society. One member of this committee shall be from the present Directors, and two shall be from the Society-at-large.

5. The Board of Directors will meet within two weeks after the annual meeting to elect the President, Vice-president, Treasurer, and one or two Secretaries (for example, Corresponding and Recording), and may appoint a Curator for the museum and establish the duties and responsibilities of the office. The President shall appoint committees as needed.

6. The Board of Directors shall conduct the general business of the Society. Seven Directors shall constitute a quorum.

7. The rules contained in the current edition of "ROBERTS RULES OF ORDER NEWLY REVISED" shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

8. If a Director is absent from three consecutive meetings for reasons that the Board has failed to declare to be sufficient, his/her resignation may be deemed to have been tendered and accepted. A Director may resign from the Board at any time with a written notice to the Board. Any vacancies that may occur on the Board by reason of death, resignation, or otherwise may be filled by the remaining members of the Board for the unexpired term.

9. There shall be a Board member category of Director Emeritus. A Director Emeritus is nominated and elected by the board of directors.

a. Eligibility: In order to be considered for designation as a Board Director Emeritus, a person must be a current or former member of the organization's Board of Directors who has:

- Served the society's Board of Directors with distinction.
- Held an important leadership role and made significant contributions.
- Engaged in volunteer or advocacy activities in his or her service on the Board.
- Completed the term(s) for which he or she was appointed.

- Participated in the Society's activities (events, volunteer, fundraising, etc.)
- b. The Director Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by the society.
- c. The Director Emeritus shall not be counted in determining a quorum at a meeting, entitled to hold office, or entitled to vote at any Board meeting.
- d. Election: The Board will establish a three member Director Emeritus nominating committee drawn from the current Board. At any Board meeting, the board may vote to refer one or more individuals to the committee for review. After review, the committee will present their findings to the Society's Board of Directors for its consideration. If the findings include a nomination of potential candidates the committee will present supporting statements. A simple majority vote of Directors at a regular meeting at which a quorum is present is sufficient to approve an appointment.
- e. Removal: A Director Emeritus may be terminated by a 2/3 vote of the Board for any activity detrimental to the Society. Terminated members will be notified in writing by the President of the Board. A terminated member may not participate in Society business.
- f. Election to or removal from a Director Emeritus position may take place at any regular meeting of the Board of Directors.

10. Meetings Held Electronically. Meetings of the Board may be conducted through Internet meeting services that identify those participating, those seeking recognition to speak and, if needed, show the text of pending motions and the results of votes. These electronic meetings shall be subject to all rules adopted by the Board or by the Society. An anonymous Internet meeting vote shall be the same as a vote conducted by ballot.

- a. Login information. At least three days before each regular Board meeting on the last Saturday of the month, the Secretary shall e-mail every member of the Board, the time of the meeting, the URL and codes necessary to connect to the meeting, and the phone number the member needs to participate by telephone.
- b. The Secretary shall open the Internet meeting at least 15 minutes before the start of the meeting.
- c. Signing in and out. Members shall identify themselves when signing in and shall maintain access throughout the meeting, but shall sign out upon any departure before adjournment.

- d. Quorum. A quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, a quorum shall be determined by the online list of participating members.
- e. Technical requirements and malfunctions. Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
- f. Forced disconnections. The chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.
- g. Assignment of the floor. To seek recognition by the chair, a member shall virtually raise a hand during a Zoom call or use the "Raise Hand" function in Zoom and wait a reasonable time for the chair's instructions before attempting to interrupt the speaker by voice.
- h. Submitting motions in writing. Three ways can be used to submit a motion in writing if there is a need to do so. 1. Distribute by email prior to the meeting. 2. Use the share screen function. 3. Use the chat function in Zoom.
- i. Voting. When required or ordered, permissible methods of voting are by audible roll call or electronic roll call using the raised hand feature in Zoom. An anonymous voting method will use the Polling feature in Zoom. The chair's announcement of the anonymous voting result shall include the number of members voting on each side of the question and the number who respond as present.

V. OFFICERS

1. The President shall preside at the meetings of the Society and the Board of Directors in accordance with the bylaws and shall perform such other duties as pertain to the office.
2. The Vice-president shall in the absence of the President perform the duties of that office.
3. It shall be the duty of the Secretary to keep a record of all the proceedings of the Society, to keep on file all committee reports, to sign all certified copies of the acts of the Society unless otherwise specified in the bylaws, to maintain a record book in which the bylaws, special rules of order and minutes are entered with any amendments to these documents properly recorded, and in the absence of the President and Vice-president to call the meeting or order and preside until the election of a chairman pro-tem, and shall perform such other duties as pertain to the office.
4. It shall be the duty of the Treasurer to keep the accounts of the Society; to receive all contributions and disburse all monies only when authorized by the Board of Directors, and shall perform such other duties as pertain to the office.

5. An auditing committee shall be appointed by the President, whose duty it shall be to audit the Treasurer's accounts at the end of the fiscal year and report to the Board of Directors.

VI. DISPOSITION OF COLLECTIONS

1. The Society or the Board of Directors shall make provisions for the custody of all materials of historic value received by the Society. Such material may, if desired, be given into the custody of a public library or any other agency or institution in the Sumner area. In case its preservation in the area is not specially desired, it shall be tendered to the Washington State Historical Society.

2. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

.VII. AMENDMENTS

Amendments to these bylaws may be proposed in writing filed with the Secretary, by any three members. The Secretary shall notify all members in writing of the proposed amendments and they may be adopted by a two-thirds vote of the members present at any regular meeting, provided two weeks shall have elapsed after send of the notice.

Revised February 2021
