

Woodland Historical Museum Society

By - Laws

Article 1

Name

1.1 The name of this corporation shall be the Woodland Historical Museum Society.

Article 2

Purpose & Intent

2.1 The purpose of this corporation shall be to establish and promote a public museum in Woodland, Washington.

2.3 It is the intent of the Corporation to conduct business using the highest of ethical and legal standards at all times.

Article 3

Office

3.1 The Corporation shall maintain, in the state of Washington, a registered office and a registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board of Directors may identify by resolution.

Article 4

Membership

4.1 Persons and organizations become members of the Corporation by completing a membership form and remitting the proper fees.

4.2 No person or organization applying for membership shall be discriminated against in any manner.

4.3 The Corporation may have different levels of membership.

4.4 Each member of the Board of Directors shall be entitled to one vote.

4.5 In the case of other than an individual membership only one vote may be cast for that membership.

4.6 Members voting must be present at the meeting.

Article 5

Officers & Board of Directors

5.1 The governing body of the Corporation shall be the Board of Directors.

- 5.2 There shall be seven Board members as follows President, Vice-President, Secretary, Treasurer and three Directors at-large.**
- 5.3 The term of Office for all Officers and Directors shall be one year.**
- 5.4 The Officers shall be elected by the membership.**
- 5.5 Directors shall be elected by the membership.**
- 5.6 The business and affairs of the corporation shall be managed by the Board of Directors.**
- 5.7 Committees shall be appointed by the President with approval from the Board of Directors. Any member in good standing may serve on a committee. The committee members shall elect the chairman of their committee.**
- 5.8 Committees shall report at the regular and annual meetings.**
- 5.9 Four Directors in attendance shall constitute a quorum**
- 5.9.1 The Board of Directors may remove a member for good cause. Removal of a member requires an affirmative vote by a two thirds majority of the Board. At least 15 days prior to the removal vote, written notice shall be given to the member to be removed. Said notice shall state the reason for the action and provide the member an opportunity to be heard orally or in writing not less than five days before the effective date of the proposed action. Written notice of action taken by the board in the matter shall be sent by certified mail to the members last known address.**
- 5.9.2 Officers may resign by filing a written resignation with the Secretary.**
- 5.9.3 Officer vacancies shall be filled by a majority vote of the Board. Officers so elected shall serve out the balance of the previous members term.**
- 5.9.4 The Board of Directors may hire agents and employees.**
- 5.9.5 Directors shall serve without pay, however, they may be reimbursed for expensed related to Corporation services.**
- 5.9.6 Officers may receive salaries and reimbursement for services to the Corporation. .**
- 5.9.6 No more than one office shall be held by an individual at any one time.**
- 5.9.7 The original Officers and Board members elected or appointed shall stand for election at the next annual meeting.**

Article 6
Officers Duties

6.1 The President shall be the Executive Officer of the Corporation. The President shall preside over all meetings, have responsibility for the general management of the Corporation and see that all orders and resolutions of the Board of Directors are carried out.

6.2 The Vice-President shall be the presiding officer in the absence of the President.

6.3 The Secretary shall keep the minutes of all meetings of the Board and members as well as all other duties customary to the office and any other duties prescribed by the Board.

6.4 The Treasurer shall be responsible for: (a) accurate accounting of all financial records of the Corporation (b) depositing all monies and other valuable effects in a manner designated by the Board. (c) the proper disbursement of funds. (d) providing financial reports as directed by the Board and state and federal laws. (e) all other duties that may be designated by the Board.

Article 7

Meetings

7.1 The Board of Directors shall establish a regular monthly meeting time and place. The time and place may change at the discretion of the Board with sufficient notice to the membership.

7.2 There shall be an annual meeting of the membership at a time and place agreed upon by the Board. However such meeting must be held in the month of October of each year. Election of officers and board members, annual committee reports, by-law amendments and other business, will be conducted at the annual meeting.

7.3 Terms of office shall begin at the close of the fiscal year.

7.4 Special meetings may be called by the President or at the request of any two directors. The purpose, time, and place of the special meeting must be stated in the call. Except in the case of an emergency, at least three days notice shall be given.

Article 8

Contracts, Loans and Checks

8.1 The Board of Directors may authorize Officers and agents of the Corporation to enter into contracts or execute and deliver any instrument in the name of, and in behalf of, the Corporation.

8.2 Checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness shall be signed by such Officers or agents

as directed by the Board.

8.3 No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall issued in its name unless authorized by the Board.

Article 9 Standing Committees

9.1 The Corporation may create standing committees as needed. Said committees shall be appointed by the President with approval of the Board of Directors.

Article 10 Membership

10.1 The General Membership, by subscription to the Corporation shall include Founders, Corporate, Organization, Individual, and Family. The Founders Membership shall be offered for a limited time as set forth by the Board. Other levels of membership may be provided at the discretion of the board

10.2 Descriptions , benefits, and membership fees shall be set by the Board.

Article 11 Fiscal year

11.1 The fiscal year shall be January 1 to December 31. The fiscal year may be changed at the discretion of the Board.

Article 12 Amendments to the By-Laws

12.1 These By-Laws may be amended by the Board and attending members in good standing at the Annual Meeting of the Corporation. Proposed amendment must be submitted in writing during the fiscal year no later than the regular meeting in September. The proposed amendment will be printed and mailed to all levels of membership at least ten days prior to the Annual Meeting.

Article 13 Corporate Indemnity

13.1 The Corporation shall indemnify its Officers and Directors to the fullest extent allowed by Washington State law.

**Article 14
Dissolution**

14.1 A two-thirds majority vote of the Board shall be required to sell or mortgage assets of the Corporation, not in the regular course of business, or to dissolve the Corporation. Upon dissolution of the Corporation any remaining assets after payment of, or provisions for its debts and liabilities, shall, consistent with the purpose of the Corporation, be paid over to charitable organizations exempt under the provisions of section 501(c) (3) of the U. S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law.

14.2 No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, or donor of the Corporation.

Adopted:

Date: _____

President _____

**Vice-
President** _____

Treasurer _____ **S**

Secretary _____