



# KENMORE HERITAGE SOCIETY: BY-LAWS

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## ARTICLE 1 – NAME AND PURPOSE

**Section 1.** Name: The name of the organization shall be Kenmore Heritage Society (KHS). It shall be a non-profit organization incorporated under the laws of the State of Washington.

**Section 2.** Purpose: Kenmore Heritage Society is organized exclusively for preservation and education purposes.

The purpose of this organization is:

- to nurture an appreciation of the history and heritage of our community;
- to collect, preserve, and exhibit historical memorabilia for the enjoyment of present and future generations;
- to build a spirit of community by bringing people of like interests together for the fun and adventure of historical study.

## ARTICLE 2 – OVERSIGHT AND ENGAGEMENT

**Section 1.** Board of Directors: Management and voting responsibility shall reside with the Board of Directors (the Board).

**Section 2.** Friends of Kenmore Heritage Society: As determined by the Board, Friends of KHS may receive newsletters, announcements, invitations, or other material relevant to KHS's programs. There are no formal meetings, dues, or other requirements for members of Friends of KHS. Friends of KHS are not accorded votes in KHS decisions and actions.

**Section 3.** Public participation: KHS celebrates diversity and inclusion, and encourages input and participation by all who are interested in its purpose and programs.

## ARTICLE 3 – MANAGEMENT

**Section 1.** Board role, size, and compensation: The business and property of the Kenmore Heritage Society, including storage and care of the Archives, shall be managed by a Board of Directors composed of Officers (President, Vice-President, Secretary, Treasurer) and Trustees. The Board is responsible for the overall policy and direction of the association, and delegates the responsibility of day-to-day operations to special Committees. The Board shall have up to 12, but not fewer than 10 members. The Board members receive no compensation for their service. However, reasonable and documented expenses may be approved by the Board and reimbursed.

**Section 2.** Terms: The President, Vice-President, Secretary, and Treasurer shall serve for one (1) year with no term limits. Each Trustee must be willing to serve on the Board for two (2) years, to fill offices designated as positions 1 through 8 (as needed). There are no term limits on Trustee positions.

**Section 3.** Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member has written notice at least three weeks in advance. There must be a quorum of at least fifty percent of Board members present for business transactions to take place and motions to pass.

**Section 4.** Board elections: During the last quarter of each fiscal year of the corporation, the Board of Directors shall elect Directors (Officers and Trustees) to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these by-laws.

**Section 5.** Election procedures: New Directors shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year. In addition, if necessary, the Board may elect interim or acting Directors (Officers or Trustees) as vacancies occur, to serve out the remainder of a term until regular Board elections take place.

**Section 6.** Resignation, termination and absences: Resignation from the Board must be in writing and received by the secretary. A Board member shall be terminated from the Board due to more than two unexcused absences from Board meetings in a calendar year. Any Officer or Trustee may be removed from office “for cause” by a vote of seven (7) of the other Board members. Written notice for a removal must be given to that member at least thirty (30) days prior to the date of the meeting for removal. Such notice must state the “cause” for the vote to remove.

**Section 7.** Voting: Each member of the Board shall possess one (1) vote in all matters coming before the Board. Voting at meetings of the Board shall be by each member, in person, with no proxies allowed and with a quorum of at least fifty percent of Board members in attendance.

**Section 8.** Vacancies: Any vacancy that may occur on the Board by reason of death, resignation or removal of any position may be left vacant or may be filled by a majority vote of the remaining Board members; such person shall fill the remaining term of his/her predecessor.

**Section 9.** Special meetings: Special meetings of the Board shall be called upon the request of the Chair, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least three weeks in advance.

**Section 10.** Remote communication for meetings: Any meeting of the Board may be conducted solely by one or more means of remote communication through which all Directors may participate in the meeting, if notice of the meeting is given as described in Section 3, and if the number participating is sufficient to constitute a quorum as described in Section 7. Remote

communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

**Section 11.** Action without a meeting: Upon initiative of the Board Chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the Secretary mails or electronically delivers a ballot to every Director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

#### **ARTICLE 4 – DUTIES OF OFFICERS AND TRUSTEES**

**Section 1.** Officers and duties: There shall be four Officers of the Board, consisting of a President, Vice-President, Secretary, and Treasurer. These four Officers make up the Executive Committee of the Board of the Directors. Their duties are as follows:

– **President:** The President shall serve as Chair and preside at all meetings of the Board of Directors, supervise all activities of the corporation, see that all orders and resolutions of the Board are carried out, sign all legal documents, co-sign promissory notes, and perform any such other duties usually inherent to such office. The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, Treasurer.

– **Vice-President:** The Vice-President shall act in the place and stead of the President in ~~his/her~~ their absence and shall exercise and discharge such other duties as the President or Board of Directors may direct. The Vice-President shall chair committees on special subjects as designated by the Board.

– **Secretary:** The Secretary shall keep all minutes of all meetings and a record of all votes during elections; shall be responsible for keeping current records showing members of record, their entitlement to vote, and their current addresses; and shall perform any other secretary functions that the President asks. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and ensuring that corporate records are maintained.

– **Treasurer:** The Treasurer shall be responsible for the receipt and deposit in appropriate bank accounts of all money of the Kenmore Heritage Society, as designated by the Board of Directors, and shall keep all books of account. The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to Board members and the public, and ensure that appropriate financial records are maintained.

**Section 2.** Trustees and duties: Trustees shall be responsible to support decisions and actions designated by the Executive Committee, or by the Board as a whole. As members of the Board, Trustees shall attend all Board meetings, shall actively participate in Board decisions, and may assume leadership for established or ad hoc Committees, programs, research, or other initiatives.

#### **ARTICLE 5 – FINANCES**

**Section 1.** Anticipated expenses or a proposed budget for an approved program or activity should be brought to the Board for pre-approval. Actual expenditures should be documented and receipted, presented to the Board for review and final approval (if needed), and submitted to the Treasurer for recording. Expenditures amounting to \$250.00 or more must be pre-approved by at least two members of the Executive Committee.

**Section 2.** Every two years a review/audit of the KHS's accounts must be made under the authority of the Board of Directors. An outside performance review/audit shall be performed upon the change of office of the Treasurer. The result of the review/audit must be archived as a corporate record, and may be made available upon request to Friends of KHS, donors, grantors, and the public.

#### **ARTICLE 6 – COMMITTEES**

**Section 1.** The President or the Board of Directors may appoint, from time to time, special Committees as deemed appropriate to carry out a specific function.

**Section 2.** Executive Committee: The four Officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board. A quorum of the Executive Committee shall be 75 percent of the Officers.

**Section 3.** Finance Committee: The Treasurer is the chair of the Finance Committee, which includes at least three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Board members and to the public.

**Section 4.** Nominating Committee: When required, a Nominating Committee shall be appointed by the Board two to three months prior to the start of the new term of service.

1. The Nominating Committee shall report progress at the regular Board meetings and through the KHS Newsletter at least 30 days prior to the start of the new term of service.

2. Depending on timing, the Nominating Committee may request a special or ad hoc Board meeting to nominate or elect interim or acting Board members who will serve until the annual election period.
3. The Nominating Committee presents nominations to the Board. Elections by the Board are scheduled so that new or re-elected members can begin their terms of service on January 1.

**ARTICLE 7 – DISSOLUTION OF KENMORE HERITAGE SOCIETY**

**Section 1.** Should it become necessary to dissolve Kenmore Heritage Society, all remaining funds and property will be made available to Association of King County Historical Organizations (AKCHO) or its successor.

**ARTICLE 8 – AMENDMENTS**

**Section 1.** Amendments: These by-laws may be amended when necessary by two-thirds majority of the full Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

**CERTIFICATION**

These By-laws were approved at a meeting of the KHS Board of Directors by a 2/3-majority on:

1/30/2021

\_\_\_\_\_  
date

*Suzanne Greathouse*  
\_\_\_\_\_

President

*Jocelyn Evans*  
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Secretary