

BYLAWS

East Benton County Historical Society

ARTICLE I

Name / Incorporation / Place of Business

Section 1. The name of the corporation is the EAST BENTON COUNTY HISTORICAL SOCIETY. (EBCHS)

Section 2. The Society is a nonprofit organization incorporated under the laws of the State of Washington under the virtue of RCW 24.03. The corporation shall be managed by a Board of Directors, hereafter referred to as the "Board."

Section 3. The principal place of business for the East Benton County Historical Society and Museum is 205 Keewaydin Drive, Kennewick, Washington 99336.

ARTICLE II

Purpose

Section 1. The object of the Society shall be to discover, record and organize materials relating to the history and the people who have resided in the general area known as East Benton County. To provide for preservation of historical materials and artifacts related to the area and to make it accessible through the operation of the East Benton County Historical Museum. To establish an index of pioneers of this area since its settlement around 1850 and to disseminate information and promote interest in local history.

Section 2. In the event of the dissolution of this Society, the Society shall make provision for the custody of all materials of historical value received by it by placing it in the custody of a reliable custodian as determined by the Board of Directors.

ARTICLE III

Acquisitions

Section 1. Donations to the Museum shall be encouraged. Objects must be identified with the history of East Benton County, a resident or pioneer of the area.

Section 2. Objects will be listed on a form stating the date received, historical information on the object and the donor's signature. The object will be reviewed by the Collection Committee which performs accession and deaccession activities and will determine if the object is acceptable to the Museum collection. If acceptable, the object will then be accessioned to the Museum. If the object is not accepted, the donor will be notified and the object returned to the donor.

Section 3. Photographs of family members, recorded oral interviews of pioneers and area residents, biographical sketches, newspaper clippings and obituaries and reminiscences should be compiled and filed to make pioneer indexes.

Section 4. A list of desired historical information and records should be widely distributed. When not forth-coming as gifts to the Museum, notes should be filed of the location of this historical information to be referred to researchers. Letters should be sent to Pioneer families to make them aware of our interest in their history such as letters, clippings, diaries, rosters, records of clubs, Churches school programs of events, early phone books, directories, snapshots and awards.

Section 5. Records and archives of local government should be preserved as well as property abstracts, account books, annual reports of clubs, etc. All items should be indexed.

Section 6. Publications on river development, early trails, town-sites, historical buildings, roads, bridges, and any other geographic features should be recorded and preserved.

Section 7. New technology and electronic methods should be used whenever practical to index, store, photograph or otherwise to preserve and protect our collection.

ARTICLE IV

Membership

Section 1. Anyone interested in local history can become an active member of the Society by filling out a membership application and paying dues or making other types of contributions. Dues shall be determined from time to time by the Board. The value of other types of contributions will be determined by the Board on a case by case basis. Members shall be dropped for non-payment of annual dues (1) one month following the 2nd notification of delinquency. Voting shall be suspended until dues are paid.

Section 2. Attendance at the Society meetings is not required but the exercise of voting privilege may be limited to those in attendance. Annual and Lifetime Members in good standing are entitled to vote at annual and special meetings.

Section 3. The Society shall keep a Membership record containing the full names and addresses of all its Members, past and present, together with the date when their Membership commenced and terminated.

Annual Membership shall be granted to individuals and households on payment of dues for one calendar year.

Lifetime Membership shall be granted to individuals and households on payment of a onetime fee.

Business Membership is a non-voting Membership granted to businesses or organizations upon payment of a fee, donated services or other compensation set by the Board.

Library/School Membership is a non-voting Membership granted to libraries and or schools for a nominal Membership fee.

Reciprocal Membership is a non-voting Membership granted to other Societies who also grant reciprocal Memberships and no fees are charged by either Society.

Complimentary Membership is a non-voting Membership and may be granted for a time period as set by the Board of Directors or by the Museum Administrator.

Section 4. All Members are entitled to receive Society publications.

ARTICLE V

Policies, Duties and Responsibilities

Section 1. Written and Online Copies: A copy of all policies, duties and responsibilities will be reviewed by prospective Board Members, existing Board Members, Museum Administrator/s and Professional Staff and they must sign their acknowledgment and acceptance of those policies, duties and responsibilities that apply to them. These policies, duties and responsibilities are available as written copies and are also available online at the EBCHS web site at www.ebchs.org. For direct access visit www.ebchs.org/organizationalinfo. These policies, duties and responsibilities consist of: EBCHS Bylaws, Duties and Responsibilities of Board Members, Conflict of Interest Policy, Code of Conduct Policy and Code of Ethics Policy.

Section 2. BOARD OF DIRECTOR'S DUTIES AND RESPONSIBILITIES. A copy of these duties and responsibilities are on file at the Museum Office. This Board of Director's Duties and Responsibilities document may be modified by the Board if required.

Section 3. CONFLICT OF INTEREST POLICY. This policy applies to the Board of Directors, Museum Administrator/s, Professional Staff and any Related Party of these individuals.

Article I Purpose.

Article II Definitions.

Article III Procedures.

Article IV Records of Proceedings.

Article V Compensation.

A copy of this policy is on file at the Museum Office. This Conflict of Interest Policy may be modified by the Board if required.

Section 4. CODE OF CONDUCT POLICY. This policy applies to all Board Members, Museum Administrator/s and Society Professional Staff.

4.1 Prohibition against private inurement and procedures for managing Conflicts of Interest.

4.2. Prohibition against sexual harassment.

4.3. Confidentiality.

4.4. Active participation.

A copy of this policy is on file at the Museum Office. This Code of Conduct Policy may be modified by the Board if required.

Section 5. MUSEUM ETHICS POLICY. This policy applies to all Board Members, Museum Administrator/s and Society Professional Staff. A copy of this policy is on file at the Museum Office. This Museum Ethics Policy may be modified by the Board if required.

ARTICLE VI

Membership Meetings

Section 1. The annual Membership meeting shall be held in October of each year at the date and hour to be established by the Board.

Section 2. Special meetings may be called by the President, by 4 of the Board Members or by not less than (15) fifteen of the Members having voting rights. All those requested to attend any special meeting will receive a minimum of (7) seven days' notice.

Section 3. All meetings will be held at the principal location of the Society unless otherwise designated by the Board or by the Museum Administrator.

Section 4. All Members in good standing will be notified of the annual Membership Meeting a minimum of (30) thirty days prior to the meeting. Notice of a Membership meeting may be sent by U.S. Mail, electronic mail, regular published mailings or a combination of thereof. Notice in a newspaper of general circulation may replace a mailed notice if necessary. Any Member wishing to nominate a candidate to become a Board Member must submit their nomination a minimum of (15) fifteen days prior to the annual meeting to the Museum Administrator or Nominating Committee. The Nominating Committee shall interview their Nominees and those nominated by the general Membership to insure they understand the duties and responsibilities of being a Board Member. A written copy or a copy viewed online of the Bylaws, Board of Director's Duties and Responsibilities, Code of Conduct Policy, Conflict of Interest Policy and Ethics Policy will be available to each Nominee for their review and acceptance. Elections will occur at the annual membership meeting in October and newly elected Board Members will assume office the following January. The vote for the new slate of Nominees may be by voice (oral) if there are only enough nominations to cover the current vacant positions. If there are more nominations than current vacant positions, then the vote will be by paper ballots. Those Nominees who receive the majority of votes will be elected to the open positions. Any newly elected Director is invited to attend November's and December's Board meetings as an observer.

Section 5. A simple majority of the voting Membership present at any properly called Membership meeting shall determine all decisions.

ARTICLE VII

Board of Directors

Section 1. The business and property of the Corporation shall be managed by a Board of Directors composed of a maximum of (12) twelve Members. Each Board Member is normally elected at the Annual Membership Meeting and shall serve for a (3) three year term. Officers for the Board of Directors will be elected annually by the Board of Directors at the January monthly Board meeting. Unexcused absences from (3) three consecutive Board meetings could result in removal from the Board. Any Member of the Board of Directors, including Board Officers, can be removed from the Board of Directors for non-performance of duty. Removal of a Board Member will require the vote of 3/4 (75%) of the Board of Directors at any regular meeting at which there is a quorum.

Section 2. Each Director shall serve for a (3) year term and have the option to continue for up to (2) full terms or (6) six years total. **Exception 1.** If there are no applicants for the position when the six (6) year term expires, a quorum of the Board may approve a director to serve an additional term, one year at a time. However, if there are other qualified applicants wishing to become directors and there are no vacancies *i.e.*, no one is resigning, the Board member with the most seniority will go off the Board to create a vacancy. The process will continue with each Board member being evaluated in order of seniority. **Exception 2.** The Board Secretary and Board Treasurer may continue to serve indefinitely unless he/she chooses to resign or is removed through a quorum vote by the other Board members. more than two full terms (6) years and will remain a voting Board member.

Section 3. Exception 3. In the event that a serving Board Member cannot fulfill their elected term, a Member in good standing may fill the position upon approval of the majority of the Board of Directors. The Member appointed to complete the vacated position will serve for the remainder of that term. They are then eligible to serve (2) two full terms starting the year they were elected to the Board.

Due to the pandemic, there were no meetings from March 2020 to fall of 2021. Current Board members as of this writing:

Gale Metcalf – 2008 (Secretary)

Don Sorenson - 2017

Rick Wessley – 2017 (Treasurer)

Bev Johnson- Torelli – 2019

Bob Gough – 2019

Chuck Tyrell – 2019

Shirley Miller – 2022 (Second term after long break)

Ron Kwis – 2021

Jeremy Hale – 2022

Laurie Hale – 2022

Stevie Pina – 2022

Paul Oliver - 2023

Administrator – Misty Ayers

Section 4. Regular Board meetings shall be held each month at such time and place as determined by the Board.

Section 5. (6) Six of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. In the event there is less than that number, the majority of attending Directors may approve the minutes from the last meeting and current agenda. If there is less than a quorum, a majority of the attending Directors may adjourn the meeting without further notice.

Section 6. A vacancy on the Board for any cause whatsoever may be filled by action of the remaining Board Members. In the event a vacancy/s reduces the number of Board

Members to less than the quorum number of (6) six; a new Board Member/s can be elected by the majority vote of the remaining Board Members.

Section 7. Special meetings of the Board may be called by the President, Vice-President or by not less than (4) four Board Members. The notice of the time, place and purpose of any special meeting shall be mailed or e-mailed and must be received a minimum of (7) seven days prior to the meeting date. Notification can also be made by phone. In the event a matter arises or is brought to the attention of the President or Museum Administrator that is considered of sufficient urgency or is time sensitive to warrant special attention by the Board prior to a regularly scheduled meeting of the Board, the matter may be determined by a vote of a quorum of the Board by either telephone, e-mail or a combination of both methods of communication. The urgent matter will be reviewed at the next regular Board meeting.

Section 8. The Board of Directors shall have the authority to appoint a Museum Administrator who shall be accountable to the Board of Directors in the operation of the East Benton County Historical Museum. The Board of Directors may remove the Museum Administrator if a majority of the Board of Directors votes for removal.

Section 9. Majority rule shall determine all decisions at any regular Board meeting at which there is a quorum unless stated otherwise in these Bylaws to cover special circumstances.

ARTICLE VIII

Officers

Section 1. The Officers of the Society shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2. The Officers shall be Board Members and shall be elected annually by the Board of Directors at its January meeting.

Section 3. President: The President will be the principal Executive Officer of the Society and will in general supervise and control all the business and affairs of the Society; will preside at all meetings of the Members and of the Board; may sign with the Secretary or other Officer of the Society authorized by the Board, any documents, checks, or other instruments necessary to maintain and operate the Society and Museum, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws, to some other agent of the Society and in general will perform all duties incidental to the office of the President and such other duties as may be prescribed from time to time by the Board.

Section 4. Vice-President: In the absence of the President or in the event of inability or refusal to act, the Vice-President will perform the duties of the President and when so acting will have all the powers and be subject to all the restrictions placed upon the President. The Vice-President will be considered the next person in line for the office of the President unless he or she specifically declines that responsibility. The Vice-President will be responsible for monitoring the term(s) of each Board Member and will inform the Nominating Committee in September of Board and/or Board Officer positions which need to be filled because of expiring term(s) or resignation(s).

Section 5. Secretary: The Secretary will be responsible for seeing that minutes of the meetings of the Board are kept; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; and in general, perform all duties common and incidental of the office as from time to time may be assigned to the Secretary by the President or by the Board. All the corporate records will be kept in the office of the Society, and the Secretary will be responsible for seeing to the care and storage of these records.

Section 6. Treasurer: The Treasurer will monitor all funds belonging to the Society; review transactions, conduct banking and research investing at the direction of the Board and upon recommendation of the Finance Committee. Bookkeeping, accounting, tax form preparation and monthly reporting to the Board of Directors may be performed by the Treasurer or delegated to Museum Staff, with periodic oversight by the Treasurer and Museum Administrator. A Professional Accountant or a Certified Public Accountant may also be hired for a fee or by donated services to provide bookkeeping, accounting, tax form preparation, all under the oversight of the Treasurer or the Museum Administrator.

Section 7. In the absence of any elected Officer, the President, or person acting as President in the President's absence, shall appoint a temporary Officer to fulfill that responsibility for that meeting.

ARTICLE IX Committees

Section 1. EXECUTIVE COMMITTEE: This committee shall be composed of the President, Vice-President, Secretary and Treasurer and shall have authority to transact the business of the Society as may be necessary and as directed by the Board between Board meetings, and shall report its actions for confirmation at the next meeting of the Board. The Executive Committee has the power to act on behalf of the Board when necessary. They shall ensure that all Federal and State paperwork is filed. Organize employee and Board reviews and evaluations. Meet monthly with the Museum Administrator, develop the monthly full Board agenda and coordinate with the Standing Committee Chairpersons. Assist with coordination of annual Board workshops and holds the annual election of new Board Members at the annual Membership meeting. **Chairperson: President**

Section 2. NOMINATING COMMITTEE: This Committee will be composed of at least (3) three Board Members and will be proposed by the Vice-President and elected by the Board at their January meeting. If available, the Nominating Committee will nominate one person for each vacancy on the Board. Such nomination(s) shall be reported to the Board at their August meeting for inclusion in the notification to Members concerning the Annual Membership Meeting in October. The committee will give due consideration to suggestions by other Board Members, the Museum Administrator and the general Membership. The Nominating Committee will also interview any member that has been nominated by the General Membership and include those approved along with their other Nominees. Nominations from the General Membership shall be received (15) fifteen days prior to the October Annual Membership Meeting. All Nominees will be given a copy of, or view online, the EBCHS Bylaws,

Duties and Responsibilities of Board Members, Conflict of Interest, Code of Conduct and Code of Ethics and must sign their acknowledgment and acceptance of these (5) five documents before being approved as a Nominee for election to the Board of Directors.

Section 2a. The Nominating Committee shall also submit to the Board a slate for election of the Board Officers provided for in these Bylaws at the December meeting of the Board. **Chairperson: Vice-President**

Section 3. AUDITING COMMITTEE: A review of the Society's financial records, based on agreed upon procedures, shall be required annually. An examiner who is an experienced bookkeeper, accountant, CPA or person with sufficient equivalent experience shall review the Society's financial records for the past year according to established agreed upon procedures to verify that the finances were duly kept. The examiner, as listed above, will be appointed by the Board of Directors and receive their appointment in or before the month of January each year. Upon completion, the examiner shall make its report to the Board of Directors or the Treasurer may present the report on or before the March Board meeting. **Chairperson: Treasurer**

Section 4. STANDING COMMITTEES. The Standing Committees are created to assist the Board, Museum Administrator/s and Professional Staff in the execution of the programs as determined by the Board. The President and the Museum Administrator shall be ex officio members of each committee. Each Committee Member shall be a member of the Society in good standing. The Chairperson of each Standing Committee shall be appointed by the President after consultation with the Museum Administrator and approval of the Board and shall serve until a successor is duly appointed. Every Board Member will serve on at least (1) one Standing Committee and the Chairperson of a Standing Committee may be designated by the Board as an ex officio member of the Board. The Standing Committees will work with and be in close communication with the Museum Administrator and any Professional Staff and will make recommendations to the Board, assisting the Museum Administrator and any Staff in implementing these recommendations.

Section 4a. FINANCE and GOVERNANCE. Provides assistance with financial management, budgeting, investments and insurance. Review By-laws, organizational health and planning, Board development and recruitment, grant identification and grant writing. Identifying prospects for fundraising and assist with developing materials to send out to potential donors. **Chairperson: Treasurer**

Section 4b. PROGRAMS and MEMBERSHIP. Plan and promote programs and exhibits as well as assist with Membership retention and new Member recruitment. Support social media efforts. Will plan the annual Membership Meeting and will assist with Volunteer recruitment and coordination. Will oversee Volunteer personnel for the maintenance and minor modifications of the Museum. The City of Kennewick and the Society have an agreement that identifies the Museum building maintenance responsibilities.

Section 4c. COLLECTIONS. Will focus on accessions and deaccessions of the collection. Will revisit our collection policy, will research effective storage solutions for the collection and archives, supports research requests and will project manage the Courier and the Reporter.

Section 4e. All Committees are responsible to the Board and work closely with the Museum Administrator.

Section 4f. With the exception of Board Members who serve on Standing Committees, there are no term limits. Members of Standing Committees are Volunteers and serve at their discretion. Members of Standing Committees can be removed by the Board or by the Museum Administrator if Member is impeding the success of the Standing Committee they serve on.

Section 5. AD HOC COMMITTEES. The President may appoint ad hoc committees to undertake specific tasks. An ad hoc committee is dissolved when its task is completed.

ARTICLE X

Contracts / Checks / Deposits / Funds

Section 1. No monetary obligation shall be contracted without sanction of the Board specifically or by adoption of a budget.

Section 2. When obligations are to be incurred under a category of a budget passed by the Board, Committee Chairman may incur obligations with approval of the President if the expenditure is within the budget.

Section 3. Funds of the Society may only be dispersed with the approval of (2/3) two-thirds of the governing Board if expenditure has not been budgeted.

Section 4. In general, use of funds will be limited to supplies deemed necessary for the operation of the Society, printing and postage as needed and building expenses of the Museum. Materials for the Museum should be encouraged to be donated as gifts. Purchase of materials will only be made when the material cannot be loaned or donated and then only when the value to the Museum is considered to be substantial. A negotiated price must be approved by the Board prior to commitment.

Section 5. Funds may not be used for personal transportation except when pre-approved by the Board.

Section 6. The investment philosophy for EBCHS funds calls for a disciplined management approach that accommodates the occurrence of all those events which may be considered reasonable and probable. Extreme positions and speculation, which places principal at excessive risk, are not appropriate to the achievement of the investment objectives.

New cash gifts to the endowment fund will be added to the endowment pool, which seeks to maintain the purchasing power of endowment income over the long term, unless otherwise specified by the donor in the applicable gift instrument. At their discretion, the Board of Directors may transfer not more than twenty-five percent (25%) of unspecified endowment gifts to the Society's general account. In the event no funds are transferred to the general account at the time of the donation, twenty-five percent (25%) of said funds will be identified as non-endowment principal funds and may be transferred at a later date. Once funds are identified as endowment principal funds, they must be handled as such.

Investment goals and objectives will be adopted as necessary to respond to fundamental changes in economic conditions and the needs and circumstances of the Society. Investment goals and objectives will be reviewed at least annually in response to such changes and circumstances. All interest, dividend and capital appreciation income shall be reinvested, except that such portion of said income as agreed upon by the Board of Directors may be paid quarterly or otherwise, as agreed upon, to the general account of the Society. No funds shall be withdrawn without the approval of the Board of Directors. All interest, dividend and capital appreciation income that is reinvested will not be identified as an increase in the endowment principal amount.

Any portion of the principal of the endowment fund shall not be withdrawn by the Board of Directors unless the President declares an emergency and two-thirds (2/3) of the Directors, at any regular meeting at which there is a quorum agree to the withdrawal.

A complete copy of **EBCHS Investment Account and Endowment Funds** is on file at the Museum Office. This EBCHS Investment Account and Endowment Fund document may be modified by the Board of Directors if required.

Section 7. In the event a security is given to the Society, the Treasurer may retain the security and deposit it in a safety deposit vault belonging to the Society and hold it until the date of maturity. It may then be withdrawn and cashed on the signatures of (3) three of the Society's (4) Officers.

Section 8. The Board may authorize any Officer or Agent of the Society, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society; such authority may be general or confined to specific instances.

Section 9. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by (2) two Officers of the Board.

ARTICLE XI

Fiscal Year

The accounting year shall be on a fiscal year beginning January 1 and ending December 31. Board of Director's and Board Officer's terms shall coincide with the fiscal year.

ARTICLE XII

Amendments of the Bylaws

These Bylaws may be amended at any regular annual Membership meeting or at any special Membership meeting called for that purpose, after due notice of (30) thirty days thereof has

been given via electronic or U.S. Mail. The notice shall include any proposed Bylaw amendments

Copies of previously amended Bylaws on file in the Museum office.

Approved by the Board of Directors on September 17, 2019.

Approved by the General Membership on October 24, 2019.

Approved by the Board of Directors October 20, 2023.