

LACEY HISTORICAL SOCIETY
PROPOSED BY-LAW CHANGES

June 6, 2024

Article 4, section (b) currently reads as follows:

The membership year shall be from October 1 to September 30 of each calendar year. Dues shall be payable on or before October 1 of each year. Any member in arrears on membership dues is automatically dropped from membership in the Society.

The following changes are proposed to Article 4, section (b):

The membership year shall be from ~~((October))~~ ((January)) 1 to ~~((September 30))~~ ((December 31)) of each calendar year. Dues shall be payable on or ~~((before October 1))~~ ((after January 1)) of each year. Any member in arrears on membership dues ~~((is automatically dropped from membership in the Society))~~ ((on the date of an election for the Trustees and Officers of the Society, or any other matter requiring a vote of the membership, shall be ineligible to vote in that election)).

Such that Article 4, section (b) is proposed to read as follows:

The membership year shall be from January 1 to December 31 of each calendar year. Dues shall be payable on or after January 1 of each year. Any member in arrears on membership dues on the date of an election for the Trustees and Officers of the Society, or any other matter requiring a vote of the membership, shall be ineligible to vote in that election.

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Article 5, section (g) currently reads, in relevant part, as follows:

At a meeting of the Board of Trustees prior to the October general meeting of the society, the President shall appoint . . . a Nominating Committee

The following changes are proposed to Article 5, section (g):

At a meeting of the Board of Trustees prior to the (~~October general meeting~~)
(Annual Meeting of the membership) of the society, the President shall appoint .
. . . a Nominating Committee

Such that Article 5, section (g) is proposed to read, in relevant part, as follows:

At a meeting of the Board of Trustees prior to the Annual Meeting of the membership of the Society, the President shall appoint . . . a Nominating Committee

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Article 5, section (i) currently reads, in relevant part, as follows:

The election shall be held at the annual general meeting in October and will be by written ballot. The results will be announced at that meeting. In case of a tie vote for any position, a run-off election will be held during the same meeting.

The following changes are proposed to Article 5, section (i):

The election (~~(of Trustees and Officers)~~) shall be held (~~(at the annual general meeting in October)~~) ((in conjunction with the Annual Meeting of the membership of the Society)) and will be by written ballot. (~~(The Board of Trustees shall schedule the Annual Meeting of the membership of the Society to occur in August, September or October of each year.)~~) The results will be announced at that meeting. In case of a tie vote for any position, a run-off election will be held during the same meeting.

Such that Article 5, section (i) is proposed to read, in relevant part, as follows:

The election of Trustees and Officers shall be held in conjunction with the Annual Meeting of the membership of the Society and will be by written ballot. The Board of Trustees shall schedule the Annual Meeting of the membership of the Society to occur in August, September or October of each year. The results will be announced at that meeting. In case of a tie vote for any position, a run-off election will be held during the same meeting.

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Article 6, section (c) currently reads as follows:

(c) The Secretary shall keep the minutes of the Society and the Board of Trustee meetings, maintain a list of members, and maintain a record of correspondence.

The following changes are proposed to Article 6, section (c):

(c) The Secretary shall keep the minutes of the Society and the Board of Trustee meetings, ~~((maintain a list of members, and))~~ maintain a record of correspondence ((, and, with the assistance of the Treasurer, maintain a list of members)).

Such that Article 6, section (c) is proposed to read as follows:

(c) The Secretary shall keep the minutes of the Society and the Board of Trustee meetings, maintain a record of correspondence, and, with the assistance of the Treasurer, maintain a list of members.

Article 6, section (d) currently reads as follows:

(d) The President and/or the Treasurer shall be the registered agent for the Non-Profit Corporation.

The following changes are proposed to Article 6, section (d):

(d) ((The Secretary and the President shall provide for the safekeeping of the organizational and corporate records of the Society.)) The President and/or the Treasurer shall be the registered agent for the Non-Profit Corporation.

Such that Article 6, section (c) is proposed to read as follows:

(d) The Secretary and the President shall provide the safekeeping of the organizational and corporate records of the Society. The President and/or the Treasurer shall be the registered agent for the Non-Profit Corporation.

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Article 6, section (e) currently reads as follows:

(e) The treasurer shall be responsible for the safekeeping of Society funds, maintain adequate financial records, and insure safekeeping of all legal documents (titles, insurance records, keys, etc.)

The following changes are proposed to Article 6, section (e):

(e) The (~~(treasurer)~~) ((Treasurer)) shall be responsible for ((: (i))) the safekeeping of Society funds (~~(,)~~) ((: (ii))) maintain((ing)) adequate financial records (~~(, and insure)~~) ((: (iii))) safekeeping of all legal documents (titles, insurance records, keys, etc.) ((; and (iv) presenting a budget for the ensuing calendar year to the Board of Directors no later than 30 days before the first meeting of the Board of Directors in each new year.))

Such that Article 6, section (c) is proposed to read as follows:

(e) The Treasurer shall be responsible for:

- (i) the safekeeping of Society funds;
- (ii) maintaining adequate financial records;
- (iii) the safekeeping of all legal documents (titles, insurance records, keys, etc.); and
- (iv) presenting a budget for the ensuing calendar year to the Board of Directors no later than 30 days before the first meeting of the Board of Directors in each new year.

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Article 6, section (f) currently reads as follows:

The treasurer shall deposit all monies in a reliable banking institution in the name of the Society. Monies shall be paid out by numbered checks signed by any two of the four elected officers or by the Society's debit card assigned to the Treasurer. Any major purchases shall be approved by the Board.

The following changes are proposed to Article 6, section (f):

The ~~((treasurer))~~ ((Treasurer)) shall deposit all monies ((belonging to the Society)) in a reliable ~~((banking))~~ ((and federally insured financial)) institution in the name of the Society. Monies shall be paid out by numbered checks signed by any two of the four elected officers or by the Society's debit ((or credit)) card assigned to the Treasurer. ~~((Any major))~~ ((The Treasurer shall not issue payment for any)) purchases ((exceeding \$500)) ~~((shall be approved by))~~ ((unless authorized in the annual budget, or otherwise approved in writing by a majority vote of)) the Board.

Such that Article 6, section (f) is proposed to read as follows:

The Treasurer shall deposit all monies belonging to the Society in a reliable and federally insured financial institution in the name of the Society. Monies shall be paid out by numbered checks signed by any two of the four elected officers or by the Society's debit or credit card assigned to the Treasurer. The Treasurer shall not issue payment for any purchases exceeding \$500 unless authorized in the annual budget, or otherwise approved in writing by a majority vote of the Board.

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Article 6, section (g) currently reads as follows:

The treasurer shall prepare reports. The fiscal year shall be January 1 – December 31. The books of the Society shall be balanced and audited as of the close of the fiscal year. This requirement may be met by an internal audit by the Finance Committee, or as directed by the Board of Trustees. No assets of the Society shall be invested or expended or otherwise disposed of without authorization of the Board.

The following changes are proposed to Article 6, section (g):

The treasurer shall prepare reports. The fiscal year shall be January 1 – December 31. The books of the Society shall be balanced and audited as of the close of the fiscal year. This ~~((audit))~~ requirement may be met by an internal ~~((audit))~~ ((financial review)) by ((at least two members of)) the Finance Committee, or as directed by the Board of Trustees. No assets of the Society shall be invested or expended or otherwise disposed of without authorization of the Board.

Such that Article 6, section (g) is proposed to read as follows:

The treasurer shall prepare reports. The fiscal year shall be January 1 – December 31. The books of the Society shall be balanced and audited as of the close of the fiscal year. This audit requirement may be met by an internal financial review by at least two members of the Finance Committee, or as directed by the Board of Trustees. No assets of the Society shall be invested or expended or otherwise disposed of without authorization of the Board.

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Article 6, section (i) currently reads as follows:

All officers and Board members should advise the secretary if they are unable to attend a Board meeting. Any officer or Board member who is absent for two consecutive Board meetings without due cause may be replaced by action of the Board.

The following changes are proposed to Article 6, section (i):

~~((All officers and))~~ ((Any Officer or)) Board member~~((s should))~~ ((who fails to)) advise the secretary ~~((if))~~ ((or President in advance that)) they ~~((are))~~ ((will be)) unable to attend a Board meeting ((shall be considered to be unexcused)). Any officer or Board member who ~~((is absent))~~ ((has unexcused absences in)) two consecutive Board meetings ~~((without due cause))~~ may be replaced by action of the Board.

Such that Article 6, section (i) is proposed to read as follows:

Any Officer or Board member who fails to advise the Secretary or President in advance that they will be unable to attend a Board meeting shall be considered to be unexcused. Any officer or Board member who has unexcused absences in two consecutive Board meetings may be replaced by action of the Board.

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Article 9, section (a) currently provides, in relevant part, for the following standing committees, the chairs of which are appointed by the President:

(a) Standing committees

- (i) **Finance . . .**
- (ii) **Community and Outreach Activities.** Responsible for dedicated plantings, Fun Fair, Old Lacey School Picnic, Thurston Throwback, attendance at Lacey Historical Commission meetings, social media, and reunions.
- (iii) **Nominating . . .**
- (iv) **Publications . . .**

It is proposed to eliminate the **Community and Outreach Activities** standing committee, and re-number the following two standing committees accordingly.:

(a) Standing committees

- (i) **Finance . . .**
- (ii) **Nominating . . .**
- (iii) **Publications . . .**