

**By-Laws
of the
Lacey Historical Society
(as last amended June 6, 2024)**

1. **NAME.** The name of the Corporation is the Lacey Historical Society, incorporated on September 26, 1980, under the laws of the State of Washington.
2. **PURPOSES.** The Corporation is organized exclusively for educational and charitable purposes for the promotion, collection, preservation and interpretation of the history of Lacey, Washington.
3. **HISTORICAL AREA.** For the purposes of designating a general historical area only, but not to limit the activities of the Society, the Lacey Historical area shall consist roughly of that area known as the North Thurston School District or further defined as Lilly Road on the West, Nisqually River on the East, the Yelm School District to the South, and the water of Puget Sound to the North: however, the historical area may be expanded by the Board of Trustees, in special circumstances.
4. **MEMBERSHIP AND DUES.** Any person, interested in the history of Lacey, Washington, and environs, who applies for membership and who tenders the necessary dues shall become a member.
 - a. The Board shall, as part of adopting a budget for the ensuing year, establish the annual dues amount for any person or entity wishing to be a member of the Society.
 - b. Payment for dues received at any time during a membership year shall be applicable first to any dues owing for that membership year. Any amount received in excess of the dues owing for the membership year shall be considered a donation in the current year, and shall not be applied as a payment of dues for any future period.
 - c. 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.
 - d. The Board of Trustees may waive dues requirements for those otherwise eligible for membership because of meritorious service to the Society or recognition as a significant representative of the Historical Area.
 - e. Every member shall be eligible to vote on all matters affecting the Society and shall be entitled to all membership privileges.
 - f. Members who joined the Society before December 31, 1980 shall be considered founding, but they shall have no privileges greater than any other members.
 - g. Without consent of the Board, a membership list or any part thereof may not be obtained. It may not be used for any commercial purpose nor sold to or purchased by any person.

5. **OFFICERS AND BOARD OF TRUSTEES.** The affairs and business of the Society shall be managed by a Board of twelve Trustees, of which four members shall be the officers of the Society and the additional eight members shall be members at large.

- a. The officers shall be as follows: President, Vice-President, Secretary and Treasurer.
- b. Trustees shall be elected for a two-year term by a plurality of the votes cast by the membership during the election conducted in conjunction with the Annual Meeting of membership of the Society.

Officers of the Society shall be elected for a one-year term by a plurality of the votes cast by the membership during the election conducted in conjunction with the Annual Meeting of membership of the Society.

- c. The President of the Society shall be chairperson of the Board of Trustees. Vice-President shall be chairperson in the absence of the President.
- d. Terms of office shall begin January 1, and end December 31 of each year.
- e. A vacancy in any office, except the Presidency, shall be filled by the Board of Trustees for the unexpired term. In the event of a vacancy in the Presidency, the Vice-President shall become President.
- f. In the event of resignation or other circumstances that results in a vacancy in a board position during a term, the board may fill the vacancy by a majority vote at the earliest regular or special meetings of the board of trustees as called for by the President.
- g. At a meeting of the Board of Trustees prior to the Annual meeting of the membership of the society, the President shall appoint with concurrence of the Board, a Nominating Committee, composed of two members of the Board whose terms are not expiring and three members of the society who are not members of the Board. The nominating committee shall make nominations for all officers and the requisite number of vacancies on the Board. A quorum of a least three of the Nominating Committee is required.
- h. Nominations in addition to those made by the Nominating Committee may be made from the floor, and there shall be no limit to the number of persons nominated to fill office or positions on the Board of Trustees.
- i. 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 results will be announced at that meeting. 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. In case of a tie vote for any position, a run-off election will be held during the same meeting.

- j. The Board of Directors shall cause to be placed in the newsletter, and distributed to each member of record not less than 10 days prior to such date, a notice of the date, place, and time of the Annual Meeting of the membership, and the elections (of Trustees, Officers, and any other matter requiring a vote of the membership) to be conducted in conjunction with the meeting.

At the discretion of the Board of Trustees, ballots may be sent by United States postal service mail and/or by electronic means to each member of record for the election of the candidates for the board of trustees and election of the officers. The ballot shall list the names and positions. A return envelope with stamp addressed to the Society shall be provided to members receiving ballots by United State postal service mail.

6. DUTIES OF THE OFFICERS AND BOARD OF TRUSTEES

- a. The President shall have executive supervision over the activities of the society. The President shall preside over all meetings with the exception of committee meetings. The President shall appoint the chairperson and members of temporary committees and is an ex-officio member of all committees.
- b. The Vice-President shall assume the duties of the President in the event of absence, incapacity or resignation of the President.
- c. The Secretary shall keep the minutes of the Society and Board of Trustee meetings, maintain a record of correspondence, and, with the assistance of the Treasurer, maintain a list of members.
- d. The Secretary and the President shall provide the safekeeping of the organizational and corporate records of the Society. The Treasurer and/or the President shall be the registered agent for the Non-Profit Corporation.
- 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.
- f. 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.

- 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 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.
- h. Acquisition or disposal of real property or the incurrence of debt by the Society for such purpose shall be approved by a majority vote of the membership at a general or special meeting.
- i. 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.

7. SCHEDULE AND QUORUM FOR MEETINGS.

- a. General membership meetings of the Society shall be held annually as scheduled by the Board of Trustees. Special meetings may be called by the President.
- b. Members shall be notified by mail at least ten days in advance of any general membership meetings. This notice may be met by the newsletter.
- c. At least ten percent (10%) of the number of members of the Society shall constitute a quorum at any annual or special meetings of the members for any official business to be transacted.
- d. The Board of Trustees shall meet monthly or as required to conduct Society business.
- e. Special meetings of the Board of Trustees shall be called by the Board or the President whenever necessary, or whenever requested by four or more Trustees.
- f. A majority of the Trustees shall constitute a quorum for the transaction of business. The act of the majority of Trustees present at the meeting at which a quorum is present shall be the act of the Board of Trustees.

8. PARLIAMENTARY AUTHORITY. The rules contained in Robert’s Rules of Order shall govern proceedings of the Society, except in such cases as are governed by the Society By-Laws.

- a. All motions made by members of the Society at an annual or special meeting may be passed by simple majority of members present.

9. COMMITTEES. The chairperson of the standing committees shall be appointed by the President.

- a. **Standing Committees**

- i. **Finance.** Responsible for raising funds, presenting budget and promoting membership.
 - ii. **Nominating.** As designated in Section 5, paragraph g.
 - iii. **Publications.** Newsletters, bulletins, news releases, and publication of books and pamphlets whenever appropriate.
- b. **Ad Hoc or other Committees.** May be appointed by the President with concurrence of the Board of Trustees.
 - c. **Chairpersons** will be responsible for recruiting other Society members to work on their committees.

10. AMENDMENTS.

- a. These By-Laws and/or Articles of Incorporation may be amended at any general meeting or special meeting of the membership by two-thirds of the members present who vote in favor of such, provided that notice is sent at least ten days prior to any such meeting containing a summary of the proposed amendment(s).

HISTORY:

<i>8/23/87</i>	<i>Approved at Society meeting.</i>
<i>10/30/94</i>	<i>Revisions approved at Society Annual Meeting.</i>
<i>10/23/06</i>	<i>Revisions approved at Society Annual Meeting.</i>
<i>9/23/13</i>	<i>Revisions approved at Society Annual Meeting.</i>
<i>3/19/22</i>	<i>Revisions approved at Board Meeting (Annual Meeting Postponed due to Global Pandemic in 2020-22)</i>
<i>10/24/2023</i>	<i>Revisions approved at Society Annual Meeting</i>
<i>6/6/2024</i>	<i>Revisions approved at a Special Meeting of the membership</i>