

# **BONNER COUNTY HISTORICAL SOCIETY, Inc.**

## *History Creating Community*

### **BY-LAWS**

(Amended September 25<sup>th</sup>, 2020)

#### **ARTICLE I. NAME AND LOCATION**

The name of this organization shall be the Bonner County Historical Society, Inc. (the “Society”) dba Bonner County History Museum. The Articles of Incorporation (Articles) are filed with the Idaho Secretary of State. The principle office of the Society, an Idaho non-profit corporation, shall be located at 611 South Ella Ave., Sandpoint, Idaho 83864. The Society may have other such offices as the Board of Trustees (the “Board”) may designate or as the business of the Society may require from time to time.

#### **ARTICLE II. PURPOSE**

The purpose of the Society shall be to bring together persons interested in the history of Bonner County; to promote further interest in the heritage of this area; to gather information, objects and materials relative to its history and development; and to carry on educational programs concerning this region, and to maintain the Bonner County History Museum and other acquired museums, in which to preserve and exhibit these historical resources. The Society will acquire title and hold title to such personal and real property as may be necessary or desirable to carry out its purpose, manage and operate one or more public museums.

#### **ARTICLE III. MEMBERSHIP AND DUES**

##### **Section 1. Membership Obligations**

- A. Membership is open to all, an individual, family, group, company, corporation or entity that pay annual dues to the Society.
- B. All dues are payable on a member’s anniversary date, in order to maintain membership in good standing.

##### **Section 2. Membership Categories**

- A. The Board shall establish categories of membership and may change categories from time to time.
- B. Nothing in these bylaws shall affect or change the status of Life Members and 1907 Club Members.

##### **Section 3. Membership Dues**

- A. The Board shall set the annual dues for each membership category when establishing the Society’s annual budget.
- B. Dues shall be used for the needs of the Bonner County Historical Society and Museum.

**Section 4. Membership Voting Privileges**

Each member, age 18 or older, in good standing, shall be entitled to one vote on matters submitted to members for action, regardless of Membership category.

**ARTICLE IV. MEETINGS OF THE MEMBERSHIP**

**Section 1. Membership Annual Meeting**

- A. The Annual Meeting of the membership of the Society shall be held in Bonner County, State of Idaho, by the end of the month of September of each year or as such date as may be fixed by the Board, at a time, and place designated by the Board, and noticed to the members by publication in the newspaper of record for Sandpoint and Bonner County, by placement on the Society's website and the Bonner County Historical Museum entrance door.
- B. Notice of meetings of the membership of the Society shall be by publication the newspaper of record for Sandpoint and Bonner County, by placement on the Society's website and the Bonner County Historical Museum entrance door, at least five days and not more than 30 days prior to the meeting. Such notice shall include the date, time and place and agenda of the Annual Meeting.
- C. Those members present at the Annual Meeting shall constitute a quorum. Only those members, as defined in Article III, Section. 4 and present at the Annual Meeting shall be eligible to vote.
- D. The business to be conducted at the Annual Meeting will be the reports of the year's work by the officers and trustees, the presentation of the annual budget, and such other business as may be necessary, and the election of the Board of Trustees. Election and all business before the membership, shall be determined by a simple majority of members attending and voting at such meeting.

**Section 2. Special Meetings of the Membership**

- A. Special meetings of the membership of the Society may be called at any time by the Board, President, or, or by 3 Board members, or upon written request to the President signed by not fewer than 10% of the membership. The purpose of the special meeting shall be stated in the notice thereof, and no business shall be transacted except as specified in the notice.
- B. Notice of a special meeting of the membership must be provided to all members by publication in the the newspaper of record for Sandpoint and Bonner County, by placement on the Society's website, the Bonner County Historical Museum entrance door and by means of electronic communication currently in use by the Society at the time notice is given, at least two (2) weeks before the day appointed for the special meeting, such notice shall state the purpose of the meeting. Subjects to be covered will be limited to those listed in the advance special meeting notice. If a vote is required, those members present at the special meeting and as defined in Article III, Section 4. shall constitute a quorum and be eligible to vote.

## ARTICLE V.

## BOARD OF TRUSTEES

### **Section 1. Governance**

The Board shall be vested with the sole power and authority, except as hereinafter expressly provided, to establish and monitor major policies and objectives for the Society and shall assure its financial security.

### **Section 2. Number, Election, Tenure, Compensation**

- A. The Board shall consist of (4) officers of the Society: President, Vice President, Secretary, and Treasurer and not less than five (5) or more than seven (7) other persons elected to serve as non-officer Trustees. The Board of Trustees will consist of no less than five (5) and no more than eleven (11) trustees in total.
- B. The Board shall be elected on a rotating basis, depending on the initial year elected, at the Annual Meeting, to serve for a term of three (3) years or until their successors are elected. The number to be elected shall be the number of trustees whose terms of office have expired and those running for unfilled positions. This Section 2.B. only refers to previously elected and expired term board members.
- C. Members shall elect those Trustees who have been appointed by the Board to fill any vacant, un-expired terms of office. These Trustees shall be elected to serve only the number of years remaining in the un-expired term they fill.
- D. Members shall elect those Trustees who have been nominated by the Board or nominated from the membership, during the Annual Meeting, to fill the total number of Trustee positions as provided in Article VI, Section 2. These Trustees shall be elected for a term of not more than three (3) years, as recommended by the Board.
- E. Vacancies in the Board, other than from expiration of a term, or occurring between Annual Meetings, shall be filled by appointment, by the remaining Board until the next regular or special meeting of the members.
- F. There is no limit to the number of terms that may be served consecutively.
- G. All elected Trustees must be members of the Society.
- H. Terms shall begin immediately after election.
- I. The Board shall serve without any compensation from the Society.
- J. Any Trustee may be removed from the Board of Trustees for cause by a vote of two-thirds (2/3) of the Board at a Special meeting called for that purpose. Removal from the Board does not disqualify that individual from membership in the Society, nor from being eligible for election to the Board after an interim of one year, if all other qualifications are met.

**Section 3 Board Meetings**

- A. The Board shall meet at least ten times yearly, or more often as deemed necessary to carry out the functions of the Society.
- B. Fifty-one (51%) percent of the Board shall constitute a quorum for the conduct of business at any meeting of the Board. In case of a tie, the President will cast the deciding vote. (e.g. eleven (11) Trustees would need six (6) votes for a majority).
- C. The Board shall meet within twenty (20) days after the annual election of Trustees and shall by ballot elect a President, a Vice-President, a Secretary, and a Treasurer from among those Trustees who have been a Trustee for a minimum of one (1) year.

**ARTICLE VI. OFFICERS.**

**Section 1. Elected Officers**

- A. The elected Officers of the Society shall be the President, Vice President, Secretary, and Treasurer as provided by Article V of these Bylaws. All such Officers shall be members of the Society.
- B. Trustees must serve on the Board for one year before being considered for an Officer position. However, should there not be a qualified trustee of the Board to take the role of any Officer, the Board may waive this requirement or seek a new Board trustee to fill this role. Trustees may be elected for an unlimited number of terms.
- C. Any vacancy among Officers shall be filled by election by the remaining Board Officers for the remainder of the unexpired term and until the successor is duly elected by Board Officers.

**ARTICLE VII. DUTIES OF THE TRUSTEES**

**Section 1. Board Powers**

- A. The Board of Trustees shall exercise all the powers of the Society, subject to law, the Articles of Incorporation, and these By-Laws.

**Section 2. Specific Duties of the Board of Trustees**

- A. The Board will support the work of the Society and provide mission-based leadership and strategic governance. While day-to-day operations are led by the Society's Executive Director (E.D.), the Board / E.D. relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board responsibilities include but are not limited to:

**1. Leadership, Governance and Oversight**

- Serving as an advisor to the E.D. as s/he implements the Society's strategic plan and provides assistance as needed,
- Hires and terminates employees in co-operation with E.D.,

- Reviewing outcomes created by the Society for evaluating its impact, and regularly measuring its performance and effectiveness,
- Approving the annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities,
- Assisting in identifying and recruiting other Board trustees,
- Partnering with the E.D and other Trustees to ensure that board resolutions are carried out,
- Serving on committees or task forces and taking on special assignments,
- Representing the Society to stakeholders; acting as an ambassador for the organization,
- To establish committees, standing and ad hoc, and designate duties for the same,
- To provide a Chairperson for each standing committee from among the Trustees,
- To set the dues for all classes of memberships in the Society,
- Ensuring the Society’s commitment to a diverse board and staff that reflects the communities the Society serves,
- Attend and participate in scheduled board meetings.

**2. Fundraising.**

The Board will consider the Society a philanthropic priority and make annual gifts that reflect that priority, so that the Society can credibly solicit contributions from foundations, organizations and individuals. The Society expects to have one hundred percent (100%) of the Board make an annual contribution that is commensurate with their capacity.

In addition to the fiduciary responsibility of giving to the Society, Board Trustees are also required to seek outside financial material or labor contributions for the society each year.

**Section 3. General Powers and Standard of Care:**

All corporate powers shall be exercised by or under the authority of, and at the direction of the Board except as may be otherwise provided in the Articles of Incorporation file with the Idaho Secretary of State. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board by the Act shall be exercised and performed to such extent by such person or persons as shall be provided in the Articles.

**1 A Trustee shall perform such trustee’s duties as:**

A Trustee, including such Trustee’s duties as a member on any committee of the Board upon which such Trustee may serve, in good faith, in a manner such Trustee reasonably believes to be in the best interest of the Society, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Trustee’s duties, a trustee shall be entitled to rely on information, opinions, reports or statements,

including financial statements and other financial data, in each case prepared or presented by:

- (A) One (1) or more Trustees, or employees of the Society whom the Trustee reasonably believe to be reliable and competent in the matters presented; or
- (B) Counsel, public accountant or other person as to matters that the Trustee reasonably believes to be within such person's professional or expert competence; or
- (C) A committee of the Board upon which such Trustee does not serve, duly designated in accordance with a provision of these bylaws, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.
- (D) But such Trustee should not be considered to be acting in good faith if such Trustee has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who performs such duties shall have no liability by reason of being or having been a Trustee of the Society.

**2. Trustee Conflicts of Interest:**

Except as may otherwise be provided by the Bylaws or the Articles of Incorporation on file with the Idaho Secretary of State, no contract or other transaction between the Society and one or more of its Trustees or any other corporation, firm, association or entity in which one or more of its trustees or officers are also Trustees of the Society, shall be either void or voidable because of such relationship or interest or because such Trustee or Trustees or a committee thereof that authorizes, approves or ratifies such contract or transaction or because such Trustee's or Trustees' votes are counted for such purposes, if:

- (A) The material facts of such relationship or interest are disclosed or known to the Board or committee that authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for such action without counting the vote or consent of such interested Trustees;
- (B) The material facts of such relationship or interest are disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent such interested Trustees may participate to the extent that they are also members; or
- (C) The contract or transaction is fair to the Society at the time it is entered into and the material facts of such relationship or interest are fully and fairly disclosed, or known to the Society, or

(D) Any majority of the Trustees then in office has no interest in the contract or transaction, vote to authorize, approve or ratify the contract or transaction.

**3. Loans to Trustees:**

The Society shall not lend money to or use its credit to assist its Trustees.

**4. Liability of Trustees for Wrongful Distribution of Assets:**

In addition to any other liabilities imposed by law upon the Trustees of the Society, the Trustees who vote for or assent to any distribution of assets, other than in payment of its debts, when the Society is insolvent or when such distribution would render the Society insolvent, or during the liquidation of the Society without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Society, shall be jointly and severally liable to the Society for the value of such assets which are thus distributed, to the extent that such debts, obligation or liabilities of the Society are not thereafter paid and discharged.

A Trustee shall not be liable under this section if, in the exercise of ordinary care, such Trustee relied and acted in good faith upon written financial statements of the Society represented to such Trustee to be correct by the President or by the officer of the Society having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition of the Society, nor shall such Trustee be liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such trustee considered the assets to be equal to their book value.

A Trustee shall not be liable under this section, if, in the exercise of ordinary care, such Trustee acted in good faith and in reliance upon the written opinion of an attorney for the Society.

A Trustee against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amount received by them respectively.

**ARTICLE VIII. DUTIES OF THE OFFICERS**

**Section 1. President**

The President is the primary representative of the Board, for all purposes. The President shall:

- Preside at all meetings of the membership and Board, shall perform all duties commonly incident to the office, and shall perform such

other duties as the Board may designate. The President shall be a member ex officio of all committees.

- Partner with the E.D. in achieving the Society's mission and be the liaison between the Board and staff. The President shall also be responsible for assuring the evaluation, on a regular basis, of the performance of the staff.
- Appoint, from recommendation of the Board and Executive Director, Board members to serve as chair of each Standing Committee within two (2) months of the Annual Meeting, or in case of vacancy, replace the chair.
- Monitors financial planning and financial reports.
- Formally evaluates the performance of the Executive Director.
- Plays a leading role in Society's programs and fundraising and ensures board member participation in such.
- Serves as a member of the Executive Committee.

## **Section 2. Vice-President**

The Vice-President shall:

- Perform the duties and have the powers of the President during the absence or disability of the President, except as specifically limited by the Board.
- Monitor the Strategic Plan on a continuing basis and make status reports to the Board, as requested by the Board.
- Serves as a member of the Executive Committee.
- Oversees the orientation of new board members.
- Perform duties as the President and Board may designate.

## **Section 3. Secretary**

The Secretary shall:

- Record and maintain the official record of all actions and decisions taken by the Board and the membership of the Society at their respective meetings and ensures minutes are available, by request.
- Be responsible for maintaining the non-profit status, as required.
- Support the President in conducting meetings.
- Perform duties as the President and Board may designate.
- Serves as a member of the Executive Committee.

## **Section 4. Treasurer**

The Treasurer shall:

- Be responsible for the custody of all funds and shall oversee the maintenance of all the Society's bank accounts.
- Have and exercise, under the supervision of the Board, all powers and duties commonly incident to the office, including regular accurate reports to the Board on the current financial status of the Society.



- Cause accurate books of account to be kept and shall make the financial records of the Society available to auditors hired by the Board.
- Oversee the investment of the funds of the Society based upon the board-approved investment policy statement.
- Shall cause all debts or obligations of the Society to be paid but shall be under no obligation so to do unless the Board has previously appropriated, approved and made funds available therefore.
- Be an Ex officio member of the Finance Committee.
- Provide an annual budget to the board for members' approval.
- Ensures development and board review of financial policies and procedures.
- Maintains the Idaho Community Foundation (ICF) fund.
- Assists in the financial element of grant writing.
- Serves as a member of the Executive Committee.

## **ARTICLE IX.**

### **STANDING AND AD HOC COMMITTEES**

#### **Section 1. Standing Committees**

Standing Committees shall be chaired only by current members of the Board of Trustees. An individual trustee shall not chair more than two Standing Committees. The chairs of each Standing Committee shall appoint members of the Committee on an annual basis. The Chairman of the Standing Committee may establish Sub-Committees of the Standing Committee from time to time, such Sub-Committee to expire upon completion of the project or at the discretion of the Board. The Chairs of each Sub-Committee do not have to be members of the Board but must be members of the Society. The following are Standing Committees.

#### **Executive Committee**

The Executive Committee (Executive Committee is comprised of the current President, Vice President, Secretary and Treasurer) shall be made up of the Officers of the Society (and shall be responsible for the conduct of the business of the Board) which requires immediate action between regular Board meetings. The Executive Committee shall report to the Board on any actions taken on behalf of the Board at the next regular meeting. The Executive Committee may also serve as the coordinating committee for Board activities including the setting of agendas, the organization of committee work, development of meeting protocol, and any other duties assigned in these by-laws. The Executive Committee shall meet prior to any regularly scheduled board meeting, or as necessary.

The Executive Committee is authorized to meet, in person or electronically to take action between board meetings when it is

impractical to get the full board together for a special board meeting. The Executive Committee may also serve as an advisor to the Executive Director and a liaison between the ED and the full board.

**Governance Committee**

The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board of directors. The work of the committee revolves around board roles and responsibilities, board composition, board knowledge, board effectiveness and board leadership.

**Finance Committee**

This committee shall be responsible for managing all aspects of the Society's finances. The Treasurer shall be an ex-officio member of the Finance Committee. Its principal duties are to oversee financial planning, monitor that adequate funds are available for financial management tasks, ensure that assets are protected, draft organizational fiscal policies, anticipate financial problems, oversee financial record keeping, help the full board understand the organization's financial health, ensure all legal requirements are met, and sustain the financial committee itself.

**Fundraising Committee**

The committee oversees and directs fundraising activity. This committee is not solely responsible for raising money, but it leads the board's fundraising activity. The committee works with the Executive Director to establish a fundraising plan. The committee also ensures proper acknowledgement of donors and keeps donor solicitation expense in line with profits.

**Section 2: Ad-Hoc Committees**

In addition, the Society may maintain ad-hoc committees, as needed by the Society. These committees shall be recommended by the Executive Director and appointed by the President. The Executive Director shall appoint a committee chair to each of the ad-hoc committees, who may be a non-Board member. The Committee Chairperson shall form his/her respective committee from among the general membership and the Board of Trustees. Each Ad-Hoc Committee shall report to the Executive Director on a regular basis and the Executive Director or designee, shall report to the Board as needed or requested.

**ARTICLE X.**

**MUSEUM OPERATIONS**

**Section 1.** Whenever financially feasible, the Board shall employ an Executive Director (ED) to oversee the daily operations of the Museum.

**Section 2.** In the absence of an Executive Director (ED), the Board shall perform the same duties as an Executive Director.

**Section 3.** The Executive Director (ED) shall perform the following general functions:

Oversee the day-to-day operation of the Museum, management of employees, and perform specific duties assigned by the Board.

Make policy recommendations to the Board for ratification.

Implement policies enacted by the Board.

Keep the Board informed of current issues, projects, and developments which affect the overall operation of the Museum.

**Section 4.** All personnel matters shall be directed to the Executive Committee for review and subsequent recommendation to the full Board of Trustees.

#### **ARTICLE XI.**

#### **CONFLICT OF INTEREST**

All must sign the Society's Conflict of Interest form.

#### **ARTICLE XII.**

#### **FISCAL YEAR**

following December 31<sup>st</sup>

The fiscal year of the Society shall begin January 1st and end on the  
unless otherwise determined by the Board of Trustees of the Society.

#### **ARTICLE XIII.**

#### **INDEMNIFICATION**

The Society may, in accordance with section 30-30-626 of the Idaho Nonprofit Corporation Act ("Act"), indemnify any Trustee, former Trustee or officer, or employee of the Society against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person is made a party, or is threatened to be made a party, by reason of being or having been a Trustee, except in relation to matters as to which such person is adjudged to be liable for willful misconduct in the performance of such person's duties to the Society or as otherwise provided by the Act.

#### **ARTICLE XIV.**

#### **DISPOSITION OF PROPERTY**

In the event of the dissolution or termination of the Society, all of its real property and all other assets, including all items in its collections, receivables, cash, and any unexpended income remaining after all debts shall be satisfied shall be conveyed in such amounts as the Board of Trustees shall determine or as may be determined by a court of competent jurisdiction, to an entity devoted exclusively to a civic, charitable, or educational purpose, as then defined by or pursuant to the U.S. Internal Revenue Service Code. In making its determination regarding the distribution of assets, the Board or court shall give preference to organizations located in Bonner County with a mission similar to that of the Society.

**ARTICLE XV.**

**PARLIAMENTARY AUTHORITY**

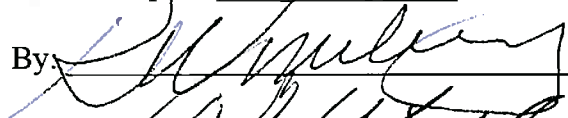
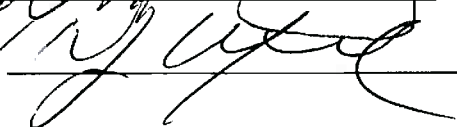
The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

**ARTICLE XVI.**

**AMENDING THE BY-LAWS**

These By-Laws may be repealed or amended by a majority vote of the membership present at any regular meeting of the Society, or at any Special Meeting of the Society, called for that purpose. Such Meetings may be called by the membership or Board of Trustees. Notification of such a meeting must be given in writing to all members of the Society at least thirty (30) days prior to the meeting and notification must include any changes to the By-Laws. Members may not change the purpose of the Society nor decrease its rights and powers.

*I, the undersigned, Secretary of the Society, do hereby certify that the foregoing By-Laws were duly adopted as the official By-Laws of the Society by the consent of the membership on 10-27-2020.*

By:  (President) Ruth Wimberly  
Attest By:  (Secretary) Cindy Vogel

Last Amended October 2014