

Bonner County Historical Society, Inc.
History Creating Community

By-Laws (revised October, 2014)

Article I General Purpose

The purpose of the Bonner County Historical 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. 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 II Name and Location

The name of his organization shall be the Bonner County Historical Society, Inc. The Museum shall be known as the Bonner County Museum.
The principle office of the Bonner County Historical Society, an Idaho non-profit corporation, shall be located at 611 South Ella, Sandpoint, Idaho 83864. The corporation may have other such offices as the Board of Directors may designate or as the business of the corporation may require from time to time.

Article III Fiscal Year

The fiscal year of the Society shall be from October 1 to September 31.

Article IV Membership

Section 1. The holder of a membership card constitutes a member of the Society. Continuing membership consists of paying yearly dues.

Section 2. A Membership Card shall be issued to each person(2) who has paid dues.

A. The categories of paid membership shall be the following:

Student & Senior (Age 55 or older)
Individual
Family

- B. Each paid membership shall be entitled to one vote on each matter submitted to a vote of the members.
- C. All classes of membership shall have identical privileges
- D. Dues for each category will be set by the trustees
- E. Other categories of membership may be established by the trustees

Section 3. Membership in the Society is open to all interested persons.

Article V Meetings of the Membership

Section 1. The Annual meeting of the members of the Society shall be held in Bonner County, State of Idaho, by the end of the month of May of each year at a place designated by notice of the meeting by mail or E- Mail.

Section 2. Special Meetings of the membership of the Society may be called at any time by the President, or upon resolution of the Board of Trustees, or upon written petition to the President signed by 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.

Section 3. Notice of meetings of the membership of the Society may be given by a notice mailed, or E mailed to each member, directed to the address shown in the records of the Society, at least five days and not more than 30 days prior to the meeting. Such notice shall state the nature, time, place, and purpose of the meeting. Proof of the quorum shall be those members present.

Section 4. The order of business at the Annual Meeting of the Society shall include:

- A- Calling to Order
 - 1. Review of mission & role of board
- B- Reports of Officers and Committees
- C- Election of Trustees
- D- Old Business
- E- New Business
- F- Adjournment

Article VI Board of Trustees

Section 1. The Board of Trustees of the Society shall consist of not less than nine or more than twenty.

Section 2. Trustees of the Society shall be elected at the Annual Meeting.

- A- Members shall elect for a term of three years, the number of trustees whose terms of office have expired.
- B- 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 terms they fill.
- C- Members shall elect those trustees who have been appointed by the Board to expand the total number of trustees as provided in Article VI. These trustees shall be elected for a term of not more than three years as recommended by the

Board.

Section 3. The term of office for each elected trustee shall be three years. Trustees shall serve without any compensation from the Society.

Section 4. The Board of Trustees shall meet within ten days after the annual election of trustees and shall by ballot elect a President, a Vice-President, a Secretary, and a Treasurer from among themselves, each of whom shall hold office until the next Annual Meeting and until the election of each successor, unless sooner removed by death, resignation, or disqualification.

Section 5. The Board of Trustees shall meet at least ten times yearly, or more often as deemed necessary to carry out the functions of the Society.

Section 6. One-half of the Board of Trustees shall constitute a quorum for the conduct of business at any meeting of the Board.

Section 7. Any vacancy in the Board of Trustees, other than from expiration of term of office, shall be filled by election by the remaining Board members until the next regular or special meeting of the members.

Section 8. There is no limit to the number of terms that may be served consecutively.

Section 9. A trustee may be removed from the Board of Trustees by a vote of two-thirds of the Board for one of the following reasons:

- A. Failure to attend three consecutive meetings, unexcused
- B. Becoming a non-resident of Bonner County
- C. Conflict of Interest on the part of any individual serving on the Board of Trustees

Removal from the Board of Trustees 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.

Article VII Duties of the Trustees

Section 1. The Board of Trustees shall exercise all the powers of the Society, subject to law, the Articles of Incorporation, and these By-Laws and shall serve without compensation.

Section 2. Specific Duties of the Board of Trustees are:
The Board will support the work of BCHS and provide mission-based leadership and strategic governance. While day-to-day operations are led by the executive director, the Board-director relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

Leadership, governance and oversight

- Serving as an advisor to the director as s/he develops and implements BCHS's strategic plan and providing assistance as needed
- Reviewing outcomes created by BCHS for evaluating its impact, and regularly measuring its performance and effectiveness; reviewing agenda and supporting materials prior to board and committee meetings
- 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 Members
- Partnering with the director and other board members to ensure that board resolutions are carried out
- Serving on committees or task forces and taking on special assignments
- Representing BCHS 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 members in the Society

Fundraising – “Give and Get”

BCHS Board Members will consider BCHS a philanthropic priority and make annual gifts that reflect that priority. So that BCHS can credibly solicit contributions from foundations, organizations, and individuals, BCHS expects to have 100 percent of Board Members make an annual contribution that is commensurate with their capacity. All giving is strictly confidential.

In addition to the fiduciary responsibility of giving to BCHS, Board Members are also required to seek financial, material or labor contributions for the society each year. These can be in the form of:

- Financial gifts equal to a minimum of \$500 annually (including, but are not limited to) :
 - Sponsorships
 - Grants
 - in-kind donations
 - new memberships

OR:

- Labor:
 - Personal volunteer time (goal = 10 hours per month)
 - OR - Volunteer recruitment of museum volunteers

Article VIII Duties of the Officers

An Executive Officer must serve on the Board of Trustees for one year before being considered for an executive position. Should there not be a member of the Board of Trustees to take the role of President, the Board may seek a new Board member to fill this role. Election of Officers will occur immediately following each annual meeting during a closed session of the Board of Trustees. Officers may serve for an unlimited number of years.

Section 1. The President is a member of the Board, serves as the Chief Volunteer of the organization, is a partner with the executive director in achieving the organization's mission, and provides leadership to the Board of Directors. The President will chair meetings of the Board after developing the agenda with the executive director, encourages Board's role in strategic planning, and appoints the chairpersons of committees in consultation with other Board members. The President will also help guide and mediate Board actions with respect to organizational priorities and governance concerns, plays a leading role in fundraising activities, and evaluates annually the performance of the organization in achieving its mission.

Section 2. The Vice-President is typically successor to the President position. This position is also responsible for performing the President's responsibilities when the President cannot be available, reports to the Board's President, participates closely with the President to develop and implement officer transition plans, and conducts new board member orientation.

Section 3. The Secretary maintains records of the board and ensures effective management of organization's records, manages minutes of board meetings, ensures minutes are distributed to members shortly after each meeting & filed in museum, is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings, and completes the annual report.

Section 4. The Treasurer shall have general charge and supervision of the financial records of the Society. The Treasurer shall care for all funds and securities of the corporation, assure that all funds are deposited on behalf of the corporation in a timely manner to bank(s) selected by the Board, ensures development and board review of financial policies and procedures, notifies the Idaho Community Foundation of Museum needs, and assists in the financial element of grant writing . In addition, the Treasurer shall present a current, accurate and complete accounting of all finances of the corporation at each Board and Membership Meeting; and insure that an annual budget is established by the Board prior to the end of the preceding year. The Treasurer shall also serve as a member of the Executive Committee.

Decision Making Guidelines

1. Decisions/Actions that require ALL Board members
 - a. Fundraising activities
 - b. Tensions/Disagreements within the board
 - c. Matters presented by the Board President: when he/she does not feel comfortable acting on his/her own. The President may call a special meeting to address urgent matters.
 - d. Approval of annual budget, bylaw changes, strategic plan & revisions
2. Decisions/Actions that the Executive Committee can make
 - a. Treasurer: can approve transfers up to \$5,000
 - b. Approve requests up to \$5,000, for expenses outside annual budget
3. Decisions/Actions that the Executive Director can make
 - a. Purchases within the approved budget, subject to available funds

- b. Design and implementation of exhibits and programs
 - c. The recruitment, employment, and release of all personnel, both paid staff and volunteers.
 - d. As well as anything related to the day-to-day operations of the museum
4. Decisions about Special Meetings of the Membership
- a. (3) board members can call a special meeting of the membership
 - b. Individual board members can initiate a call for a special, emergency meeting
 - c. Individual board members can initiate a telephone poll of the membership, however they must call the President

Article IX Standing Committees

Section 1. The Society shall maintain the following standing committees in order to complete the business of the corporation:

A. Education

The BCHS Education Committee will collaborate with Museum staff to create high-quality educational programs for the Museum and to build relationships between educators, the museum and the community. The Committee helps to ensure that Museum programs and tours present meaningful, relevant and accurate information to visitors in a developmentally and culturally appropriate way. Education programs should be designed to appeal to teens, students, families, adults, and visitors with disabilities.

B. Membership/sponsorship

The Membership/sponsorship committee will work with museum staff to maintain, promote and grow BCHS memberships & sponsorships through an annual recruitment drive, targeted markets and events, and monthly programs. The committee will also help maintain membership and sponsorship recruitment materials (such as brochures and application forms), ensure prompt follow-up for new and renewed members, and ensure membership forms are available at targeted community and society events.

C. Grants

The purpose of the Grants committee is to work with staff and other committees to research, develop and write potential grants. This committee is also responsible for reporting on completed grants, and ensuring that grants that have been received stay on track, and are correctly marketed.

D. Marketing/publicity

With an overall goal of increasing awareness and visitation, the purpose of the Marketing/publicity Committee is to assist in maintaining the museum's web site and social media sites, creating and distributing all marketing materials, assisting in furthering the

museum's brand, educating the public of museum exhibits, programs and events, as well as supporting all fundraising projects.

E. Events

The purpose of the Events Committee is work with museum staff to create a comprehensive annual fundraising event plan including goals/desired outcomes and theme of each event.

F. Advisory

The BCHS Advisory committee consists of former board members as well as committee members who may not be able to sit on the board. The advisory board is responsible for advising on the management of organization. The advisory board does not have authority to vote on corporate matters, nor a legal fiduciary responsibility. The advisory board is intended to help with the direct operation of BCHS and to keep the organization informed on various regional, business, legal and financial issues that may affect BCHS by lending insight, guidance and ideas to the board and museum.

G. Executive

The Executive Committee shall be made up of the officers of the corporation 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 of Trustees on any actions taken on its behalf at the next regular meeting of that group. 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 the week prior to any regularly scheduled board meeting.

In addition, the Society may maintain any ad-hoc committees as required by the corporation. These committees shall be appointed by the President of the Board.

Section 1. The President of the Board of Trustees shall appoint a trustee to chair each of the Standing Committees

Section 2. Committee Chairpersons shall form his/her respective committee from among the general membership, public and the Board of Trustees.

Section 3. Each Standing Committee and Ad Hoc Committee shall report to the Board of Trustees on a regular basis and to the membership at the Annual Meeting.

Article X Museum Operations

Section 1. Whenever financially feasible, the Board of Trustees shall employ a Executive Director to oversee the daily operations of the Museum.

Section 2. In the absence of a Director, the Board of Trustees shall perform the same duties as a Director.

Section 3. The Executive Director shall perform the following general functions:

- A. Oversee the day-to-day operation of the Museum and perform specific duties assigned by the Board of Trustees
- B. Make policy recommendations to the Board of Trustees for ratification
- C. Implement policies enacted by the Board of Trustees
- D. Keep Board of Trustees informed of current issues, projects, and developments which affect the overall operation of the Museum

All personnel matters shall be directed to the Executive Committee of the Board for review and subsequent recommendation to the full Board of Trustees,

Article XI Conflict of Interest

No member of the Board of Trustees shall vote in any manner involving a conflict of interest which shall include interests of a monetary or familial nature. No trustee shall be employed by BCHS when the salary, wages, contract fees are paid from corporate funds.

The Board of Trustees of BCHS shall not enter into a contract with any Trustee or any other corporation or organization in which one or more of its trustees are financially interested unless that financial interest is disclosed at the time of ratification by the Board of Trustees. That conflict of interest shall be noted in writing and included in the regular minutes of the meeting of the Board of Trustees.

No Trustee or staff member of BCHS shall accept or receive anything of value- whether gift, favor, services or promises of future benefit- upon any understanding, expressed or reasonable inferred, to influence that Trustee or Staff member's exercise of official discretion.

No Trustee or Staff Member shall use any information or materials gained in the course of, or by reason of, official position with BCHS which may result in economic gain for that individual, any member of his/her family, or any corporation or organization to which he/she is associated.

Article XII Amendments

These By-Laws may be repealed or amended by a vote of the majority of the members present at any regular meeting of the Society, or at any special meeting of the Society,

called for that purpose. Members shall not change the purpose of the Society nor decrease its rights and powers under the laws of the State of Idaho. Notice of any proposed changes to these By-Laws shall be given in writing to all members of the Society at least 30 days prior to the General Meeting or Special Meeting at which the amendments will be presented for approval.

I, the undersigned, Secretary of the corporation, do hereby certify that the foregoing By-Laws were duly adopted as the official By-Laws of the corporation by the consent of the membership on _____, 2014.

By: _____

President

Attest By: _____

Secretary