

By-Laws of the Lake Chelan Historical Society

Article I. Name and Location

The corporate name of this corporation shall be the Lake Chelan Historical Society **LCHS**; its principal place of business shall be at Chelan, County of Chelan, State of Washington, and the corporation shall continue perpetually.

Article II. Purposes

The purposes, objectives, ~~and goals,~~ and ~~the methods of attaining the same~~ shall be the same as those of corporations described in Section 501(c)(3) of the Internal Revenue Code of 1954—~~as being charitable and educational.~~ **exclusively.**

Article III. Membership

Section 1: Members of ~~the corporation~~ **LCHS** ~~and society~~ shall consist of active and honorary members. Active members shall ~~include life and annual members~~ **be those who have paid their annual dues and those grandfathered as life members.**

Section 2: Any person interested ~~in the history of the Chelan area~~ may be enrolled as an active member upon receipt by the secretary ~~treasurer~~ of the first payment of dues.

Section 3: The dues of annual members shall be ~~\$5.00 a year~~ **established by the board of directors** payable in advance on the date of the annual meeting. ~~The dues of a life member shall be a single payment of \$100.00~~

Section 4: Members of ~~this organization~~ **LCHS** can be individuals, families, businesses, corporations or clubs. Each **family**, business, corporation, or club shall have ~~only one~~ vote to conduct business or vote for board members, the same as an individual.

Section 5: The interest of each active member ~~in the corporation~~ **LCHS** shall be equal to that of any other and no member can acquire any interest therein which will entitle him to any greater voice, vote, authority or interest ~~in the corporation~~ **LCHS** than any other member. No membership ~~in the corporation shall be assignable~~ **can be assigned to another individual.**

Section 6: A membership ~~in the corporation~~ **LCHS** may be terminated by voluntary withdrawal, nonpayment of dues or death.

Section 7: Any member failing to pay dues for one year after dues become payable shall be ~~expelled~~ **dropped** ~~from the corporation and dropped from the rolls one month after the mailing of a notice of such default.~~

~~Section 8: Upon termination of a membership in the corporation for any reason whatsoever the member shall not be reimbursed for any interest in the corporation.~~

~~Section 9: (8)~~In recognition of achievement or for services rendered to the society, a person may be elected an honorary member by a two-thirds vote of the ~~members present at any regular meeting~~ **board of directors**. Honorary members shall not be required to pay dues and may attend all meetings of the corporation but shall not have the right to vote unless they are also active members.

Article IV. Meetings of Members

Section 1: The annual meeting of members of this corporation shall be at Chelan, Washington at 8 o'clock P.M. ~~on the first Monday in~~ **during** April **of** each year ~~if not on a legal holiday, and if said date shall be a legal holiday on the next day following.~~

Section 2: Special meetings of the members may be called at any time by the board of directors and such a meeting must be called at any time upon petition therefore, signed by at least 10% of the active members, presented to the ~~secretary-treasurer~~ **president** of the board of directors. The purpose of every special meeting shall be stated in the notice ~~thereof~~ and no business shall be transacted at a special meeting except such as specified in such notice.

Section 3: Notice of meetings to members of the corporation may be given by ~~notice mailed~~ **by mail or e-mail** ~~to each member of record, directed to the address shown on the books of the corporation,~~ at least ten days prior to the date of the meeting. Such notice will state the nature, time, place and purpose of the meeting. ~~No failure or irregularity of notice of any annual meeting regularly held shall effect any proceedings or action taken at such meeting.~~

Section 4: A majority of members of the corporation present at any meeting of the members shall constitute a quorum for the transaction of business. The voting power of the active members of this corporation shall be equal, each member ~~to~~ **shall** have only one vote and no voting by proxy shall be allowed.

Section 5: The board of directors of ~~the corporation~~ **LCHS** shall be elected at the annual meeting ~~thereof~~ to serve during the ensuing year ~~or years for which elected and until their successors are elected and qualified.~~

Article V. Directors

Section 1: The board of directors of the corporation shall consist of no fewer than nine or more than thirteen members, all of whom shall be active members of the

corporation. ~~The directors named in the articles of incorporation shall serve until the first annual meeting after organization and until their successors are elected and qualified. At the first annual meeting of the members 2 directors shall be elected for a term of one year and 2 for a term of two years and 3 for a term of three years and until their successors, respectively, are elected and qualified. At each annual meeting thereafter the members shall elect directors for a term of three years of each the number of~~ **for the** directors whose terms have expired.

Section 2: ~~Within ten days~~ **At the next regular meeting of the board of directors** after the adoption of these by-laws and each year after the election of the board of **annual meeting** directors the board shall meet and **the board will** elect from **among** themselves a president, a vice president, a secretary, and a treasurer, each of whom shall hold office until the next annual meeting and until his successor is elected and qualified unless sooner removed by death, or resignation. **If an officer does not complete his/her term, the board of directors will elect a replacement from within the membership.**

Section 3: If the office of any director becomes vacant by reason of death, resignation, retirement, or otherwise, a majority of the remaining directors shall elect a successor from the general membership. This person will remain in office until the next annual meeting at which time such members shall elect a director to fill the unexpired term or terms.

Section 4: A majority of the board of directors shall constitute a quorum at any meeting of the board. Directors shall receive no compensation. Compensation of officers, if any, shall be based upon duties additional to the duties they perform as officers.

Section 5: Meetings of the board of directors may be held at any time subsequent to three **days' notice** or upon the waiver of notice by all of the directors or at any time when all members of the board of directors are present.

Section 6: A director may be removed from office in the following manner: Any active member may present charges against the director by filling the same in writing with the secretary-treasurer of the corporation. Such charges must be accompanied by a petition signed by at least 10% of the active members of the corporation. The proposed removal shall be voted on at the next regular meeting of active members or at a special meeting thereof called for that purpose and removal shall be effective if carried by a majority vote of the members voting at the meeting at such meeting. The director proposed to be removed shall be given notice of such proposal five days prior to such meeting and shall have the opportunity at such meeting to be heard in person or by counsel and to have the same right and opportunity. If a director is so removed, such removal shall constitute a vacation of office held by him. Any such vacation of office, or on the board of directors, shall forthwith be filled by vote of the members at the same meeting.

Section 7: The board of directors shall exercise all of the powers of the corporation subject only to restrictions of law, the articles of incorporation, and these by-laws.

Article VI. Officers

Section 1: The officers of this corporation shall consist of a president, a vice-president, a secretary and a treasurer.

Section 2: **Duties of the president:** The president shall preside at all meetings of the members and of the board of directors, shall call special meetings of the board of ~~trustees~~**directors**, shall sign all papers and instructions and certificates of the corporation as he may be directed or authorized to sign by the board of directors, shall perform all duties usually performed by an executive, president and presiding officer, and such other duties as may be prescribed by the board of directors.

Section 3: **Duties of the Vice-President:** In the absence, or in the case of the disability of the president, the vice-president shall perform the duties of the president, provided, however, that in case of death, resignation or disability of the president, the board of directors may declare the office vacant and elect his successor.

Sections 4: **Duties of the Secretary-Treasurer:** The ~~Secretary~~**secretary**-~~Treasurer~~ of the ~~corporation~~LCHS shall keep a complete record of all meetings of members and ~~directors~~ and shall have general charge and supervision of the books and records of the ~~corporations~~ **and take care of correspondence as directed by the president.** He shall sign with the president such papers, instructions and certificates or, or pertaining to, the corporation as he may be authorized or directed by the board of directors. He shall make a full report to the annual meeting of the members of all matters and business pertaining to his office complete and counter sign and attest all certificates, papers and documents of the corporation. He shall keep a proper record of membership showing names of all members, issuance of member certificates, addresses of members, and termination of memberships. He shall make all reports required by law and shall perform the duties usually performed by both the secretary and the treasurer of the corporation and of the person charged with the handling of the records, finances and funds of a corporation. On actions of the board of directors, he shall be required to give a bind. Upon the election and qualification of his successor he shall turn over all books, records, funds and other property belonging to the corporation in his hands or custody.

Section 5: **Duties of the Treasurer:** The treasurer of the ~~corporation~~LCHS shall have general charge and supervision of the books and financial records of the corporation, shall prepare all reports required by law and the corporation, including a financial report to be given to the membership at each annual meeting, showing the incomes and disbursements for the past financial year. He will pay bills owed and oversee the financial condition of any and all tax reports required and may be required to give bond. Upon the election of his successor, the treasurer will turn over to that person all the books, records, and other property belonging to the corporation in his hands or custody.

Article VII. Amendments

These by-laws maybe repealed or amended by a vote of two-thirds of the active members present at any regular meeting of the members or at any special meeting thereof called for that purpose, provided that notice in writing of the proposed repeal or amendment by at least three active members of ~~the corporation~~ LCHS shall be given to all members by mailing at least five days before such meeting, and provided further that the members shall not have the power to change the purposes of this ~~corporation~~ LCHS so as to decrease or diminish its rights and powers under the law or to deprive any member of any rights and privileges then existing, or to amend the by-laws as to effect a fundamental change in the polices of the ~~corporation~~ LCHS except as provided by law.

President

Attest:

Secretary