

BY-LAWS
of the
STEILACOOM HISTORICAL MUSEUM ASSOCIATION

Mission Statement of the STEILACOOM HISTORICAL MUSEUM ASSOCIATION

The Steilacoom Historical Museum Association (the “Association”) serves the public by preserving local culture, thereby enabling present and future generations to learn about and maintain the heritage of the Town of Steilacoom. To implement this mission the Association will:

- Educate the public about the Town’s historical significance and advocate the preservation of symbols of that significance,
- Operate a cluster of museums and collect, preserve and interpret materials that exemplify the history of Steilacoom, and thereby preserve the memories of longtime residents,
- Restore and maintain the Association’s historical structures,
- Present public and private events that celebrate Steilacoom’s characteristics and promote a sense of community,
- Follow sound and accountable financial practices,
- Carry out all objectives and activities in accordance with the Code of Ethics for Museums of the American Alliance of Museums (Attachment A).

ARTICLES OF THE BY-LAWS

ARTICLE I. BOARD OF TRUSTEES, THEIR ELECTION AND DUTIES

Section 1. ELECTIVE POSITIONS.

- A. The elective positions (The Board of Trustees – hereinafter the “Board”) of this Association shall be: President, Vice President, immediate Past President (together hereinafter called the “Officers”), and eight additional Trustees.
- B. All Board members shall be members in good standing of the Association and shall hold office until their successors are elected and qualified.
- C. Elections shall be held at the annual meeting of the Association. A plurality of all votes cast shall be necessary to elect the Officers and Trustees.
- D. The President and Vice President shall be elected for terms of one year.

- E. To maintain continuity of the Board, each of the additional eight Trustees shall be elected for a term of three years, with three Trustees being elected one year, three other Trustees the next year, and two Trustees the third year.
- F. Terms of office for all members of the Board shall begin on the first of the year following their election at the annual meeting.
- G. Any Officer or Trustee may be elected to multiple, including consecutive terms.
- H. Any Officer or Trustee may be removed by two-thirds vote of the Board from their position for cause including, but not limited to, incompetence, misconduct, or inability to perform the duties of their office, provided that written notice of such proposed Board action is mailed to such Officer or Trustee.
- I. Vacancies arising in any office shall be filled for the unexpired term as provided in Article I, Section 2.D.(3).

Section 2. PRESIDENT.

- A. The President shall preside at all meetings of the Association membership.
- B. The President shall sign all deeds, leases, conveyances and other instruments executed by the Association.
- C. The President shall serve as Chair of the Board.
 - (1) The President shall keep the Board fully informed on all matters of the Association.
 - (2) In preparation for each Board meeting, the President shall solicit items for inclusion from each Board member and then prepare and distribute an agenda at least one week prior to the Board meeting. The President shall adhere to the agenda unless a majority of the attending Board members agrees to modify the order or content of the agenda.
 - (3) The President shall run the meeting following Robert's Rules of Order, 11th Edition. Where provisions of these By-Laws differ from Robert's Rules of Order, such provisions shall take precedence.
 - (4) The President shall cast a vote for or against a motion brought to the floor only to break a tie vote.
 - (5) The President shall call special meetings of the Board whenever the interests of the Association may require such meetings. Such meetings may be held in person, on the telephone, or via other electronic media whereby all parties may hear each other at the same time.

D. Presidential appointments.

- (1) The President shall, at the first meeting of the year of the Board, appoint or reappoint the Chairs of Ad Hoc Committees, the Treasurer, and the Recording Secretary. These appointments will be presented to the Board for its approval.
- (2) The President shall negotiate, and recommend the Board's adoption of contracts with the Director and Curator.
- (3) The President shall appoint individuals to complete any remaining term left by a Trustee or an elected or appointed Officer who vacates or is removed from office before the end of that Trustee's or Officer's term, subject to approval by the Board.
- (4) Any appointed Officer may be removed from that Officer's position for cause including, but not limited to, incompetence, misconduct, or inability to perform the duties of the office, upon recommendation by the President and by two-thirds vote of the Board, provided that written notice of such proposed Board action is mailed to such Officer or Trustee.

E. The President shall, at least sixty days prior to the annual meeting of the Association, appoint a five member Nominating Committee to propose a slate of elected officers for the following year. The Committee shall be composed of at least one Past President (who shall be Chair), one Board member, and one member from the general membership. In all cases, members of the Nominating Committee must be SHMA members in good standing.

F. The President provides oversight of the Director, Treasurer, and Recording Secretary.

Section 3. VICE PRESIDENT.

- A. The principal duties of the Vice President shall be to discharge the duties of the President in the event of the President's absence.
- B. When not serving in lieu of the President, the Vice President shall function as any other member of the Board.
- C. The Vice President provides oversight of the Curator.

Section 4. IMMEDIATE PAST PRESIDENT.

- A. The Immediate Past President is a voting member of the Board.
- B. In the absence of both the President and Vice President, the Immediate Past President will chair the Board meetings.

Section 5. BOARD OF TRUSTEES.

- A. The Board shall be composed of the President, the Vice President, the Immediate Past President, and the additional eight Trustees.
- B. Six members of the Board shall constitute a quorum, except as specified in Article VII (Amendments) herein. A simple majority of the Board members present and voting is needed to approve an action.
- C. The Board shall be the managing body of the Association. Its duties shall include, but not be limited to:
 - (1) Control, regulate and conduct the affairs of the Association in all matters and at all times;
 - (2) Prescribe and regulate the manner and procedures of all elections;
 - (3) Formulate and approve policy, ensure that the Association is fiscally sound through prudent expenditures and aggressive and creative fundraising, and seek to maintain and increase the Association membership;
 - (4) Review and revise a strategic plan for the Association;
 - (5) Hold its regular meetings for the transaction of business at least quarterly, but preferably monthly;
 - (6) Provide suitable quarters and equipment for the effects and property of the Association;
 - (7) Approve an annual budget and oversee the execution of that budget;
 - (8) Determine who has signatory authority for any checking, savings, or investment accounts;
 - (9) Authorize leases and set fees;
 - (10) When necessary and practical, allow compensation to appointed officers and to employees of the Association for services rendered; but no elective officer shall be allowed compensation for service rendered as such, except traveling expenses incurred in connection with official business of the Association. However, with proper documentation and prior approval of the Board, reimbursement of expenditures for special events or office supplies shall be made by the Treasurer to any qualifying member of the Association;
 - (11) Provide for an annual audit of the financial transactions of the Association; and
 - (12) Perform such other functions and business as the objectives and interests of the Association may require.

- (13) The Board may vote on any action by electronic transmission as provided by RCW 24.03.080 and RCW 24.03.085 and any subsequent amendments or replacements thereof.

ARTICLE II. APPOINTIVE OFFICES

Section 1. DIRECTOR.

- A. The Director is a contractual position. The President will nominate the Director and negotiate a contract, subject to approval by the Board .
- B. The Director shall:
- (1) Direct the staff.
 - (2) Coordinate the standing and ad hoc committees and staff.
 - (3) Appoint standing committee chairs, the Corresponding Secretary, and members of his staff as needed, following consultation with the President. Any person appointed by the Director may be removed by the Director, following consultation with the President. Hiring and removal of any paid staff must have the approval of the Board.
 - (4) Keep all papers, records and documents belonging to the Museum except those in the hands of the Recording Secretary, Treasurer, or Curator.
 - (5) Provide written reports at each Board meeting that includes items of interest from the committees and staff members.
 - (6) Monitor and oversee Committee expenditures to ensure that they are consistent with the annual budget approved by the Board and the Association's financial policies.
 - (7) Assist in drafting policies, coordinate the preparation of operating procedures, and ensure that Committee Chairs abide by them.
 - (8) Coordinate the annual budget development process. Manage those budget accounts not supervised by a committee chair.
 - (9) Act as the external representative of SHMA on matters not specifically designated to another officer, including being the Registered Agent for Local, State, and Federal tax and corporate filing purposes.
 - (10) Coordinate with and provide support to the Curator, as needed.
 - (11) Perform other duties as requested by the President and mutually agreed upon.

Section 2. CURATOR

- A. The President shall recommend to the Board the appointment of, and a contract with, a Curator who will serve as the Director of Collections and as a general caretaker of the Association's historical artifacts.
- B. The Curator shall:
 - (1) Be responsible for the acceptance and processing (accessioning) of artifacts offered to the Association.
 - (2) Be responsible for evaluating and recommending the de-accessioning of artifacts deemed no longer necessary for the Collection.
 - (3) Select one or more assistant historians and collections managers for each of the Association's major museum collections, following consultation with the Vice President. Any staff person appointed by the Curator may be removed by the Curator, following consultation with the Vice President. Hiring and removal of any paid staff must have the approval of the Board.
 - (4) Be responsible for the display, presentation, and public education concerning the historical significance of the artifacts within each of the Association's collections.
 - (5) Represent the Association at meetings of other historical, museum, or cultural organizations.
 - (6) Perform other duties as requested by the Vice President and mutually agreed upon.

Section 3. TREASURER. The Treasurer shall:

- A. Account for the financial assets and liabilities of the Association.
- B. Keep an account of the income and expenses of the Association, based upon a fiscal year starting on January 1st and ending on December 31st of the same year.
- C. Provide written reports at each Board meeting or upon request of the President, and an annual report to the Membership. The reports to the Board shall include an overall summary and a breakdown of income and expenses for each of the major elements of the museum facilities and for each fund raising event.
- D. Pay all expenses of the Association in accordance with the annual budget or otherwise approved by the Board .
- E. Prepare and file State and Federal tax returns and reports.
- F. Provide financial data and records to the Finance Committee for use in its short-term and long-term fiscal projections.

G. Serve as a member of the Finance Committee.

H. Perform other duties as requested by the President and mutually agreed upon.

Section 4. CORRESPONDING SECRETARY. The Corresponding Secretary shall:

A. Manage correspondence as needed.

B. Acknowledge memorials and donations.

C. Perform such other duties as requested by the Director and mutually agreed upon.

Section 5. RECORDING SECRETARY. The Recording Secretary shall:

A. Countersign all deeds, leases, conveyances and other instruments to be executed by the Association.

B. Keep a roll of all Board members and a record of their hours of service.

C. Give notice of all Board meetings.

D. Take minutes at all Board of Trustees meetings and General Membership meetings and prepare and distribute such minutes to the Officers and Board members as soon as possible and preferably within 2 weeks of the meeting.

E. Maintain such other records as directed by the Board.

F. Perform other duties as requested by the President and mutually agreed upon.

ARTICLE III. MEMBERSHIP AND DUES

Section 1. MEMBERSHIP. There are the following classes of membership in this Association: Annual, Lifetime, Charter, Honorary, and Member of Distinction.

A. Regular or Annual Members may be individual, family, senior (65 or older), or youth (18 or younger). Annual Membership applications must be accompanied by the appropriate dues for the membership year.

B. Contributory Members are individuals, families, businesses, or organizations that contribute financial or in-kind support to the Association, but do not have voting or other privileges of Annual Members.

C. Lifetime Membership was offered during the initial formation of the Association at extra cost and includes Individual and Family Life Members. This category is no longer offered. Lifetime members are exempt from the payment of annual dues and are entitled to all the privileges of Annual Members.

D. Charter Members are those members who helped form the Association and who signed the original Charter. Charter Members must continue to qualify as Annual or Lifetime Members to be entitled to the privileges of Annual Membership.

E. Honorary Membership

(1) Honorary Member is a designation given by the Board to persons distinguished in fields such as literature, science, art, finance, and government. They shall be exempt from the payment of dues and shall not be authorized to participate in voting or holding office in the Association; however, they may if they so choose, opt to be a dues paying Annual Member with all associated rights and privileges. Honorary membership is a rare distinction, and designees will receive special recognition as determined by the Board.

(2) A Member of Distinction, is a designation given by the Board to a member who has made a significant contribution to the Association. Members of Distinction will receive special recognition as determined by the Board and shall retain all membership rights and privileges.

Section 2. DUES. Dues for Annual Members shall be set each year by the Board for the period from January through December of each calendar year. Members with unpaid dues shall be in arrears on April 1st. They will be listed as “inactive” for the balance of the year. If they do not renew the following year, they will be dropped from the membership rolls. Inactive Members shall not receive mailings, vote, or receive other memberships benefits.

ARTICLE IV. COMMITTEES

Section 1. STANDING COMMITTEES

A. The current Standing Committees are as follows:

- (1) Education
- (2) Events
- (3) External Relations
- (4) Finance
- (5) Membership
- (6) Buildings and Grounds
- (7) Bair Store Operations
- (8) Museum Operations
- (9) Museum Store Operations

B. The list of the standing committees may be revised by the Board without an amendment of these By-Laws.

- C. Standing committees shall be under the coordination of a Chair. Standing committee chairs are appointed by and report to the Director. Standing committee chairs can be removed by the Director, following consultation with the President.
- D. The members of standing committees are appointed and removed by their respective committee chairs, following consultation with the Director.
- E. Standing committees may have sub-committees. Subcommittees are dynamic in nature, and may be changed at the discretion of the committee chair and with approval of the Director.
- F. The Director shall ensure that each committee shall have written operating procedures.

Section 2. AD HOC COMMITTEES

- A. Ad hoc committees may be created from time to time to perform short duration duties in support of special events and/or to advise on the administrative affairs of the Association. Ad hoc committees are proposed by the President and approved by the Board.
- B. Ad hoc committees will not be assigned duties that are already the responsibility of a standing committee.
- C. Ad hoc committee chairs and their members are appointed and removed by the President.
- D. Ad hoc committees shall be dissolved when their specific missions have been completed.

ARTICLE V. ANNUAL AND SPECIAL MEETINGS

Section 1. ANNUAL MEETING.

- A. The annual meeting of the Association shall be held in December at a location approved by the Board.
- B. Announcement of the annual meeting shall be given to the membership by mail or electronically in accordance with RCW 24.03.080 and any subsequent amendments or replacements thereof.
- C. The order of business at the annual meeting shall be:
 - (1) Presentation and approval of the minutes of the last annual meeting;
 - (2) The annual address and report of the President;
 - (3) Presentation and adoption of the Treasurer's report;

(4) Election of Officers and Trustees.

Section 2. SPECIAL MEETINGS.

A. Special meetings of the Association may be called either

(1) By order of the Board whenever it may deem such action necessary for the interest of the Association, or

(2) Upon written application of ten voting members of the Association for a specific object set forth therein.

B. Announcement of any special meeting shall be given to the membership by mail or electronically in accordance with RCW 24.03.080 and any subsequent amendments or replacements thereof.

ARTICLE VI. AMENDMENTS

Amendments to these By-Laws may be made at any regular meeting of the Board. A two-thirds vote of all members of the Board is necessary for the adoption of amendments. A notice of the proposed amendment must be read at the previous Board meeting.

ATTACHMENTS

A. Code of Ethics for Museums of the American Alliance of Museums

B. SHMA Organization Chart

C. Robert's Rules of Order, 11th Edition

ADOPTED AND REVISED:

April 11, 1985

November 1987

November 2003

February 2004

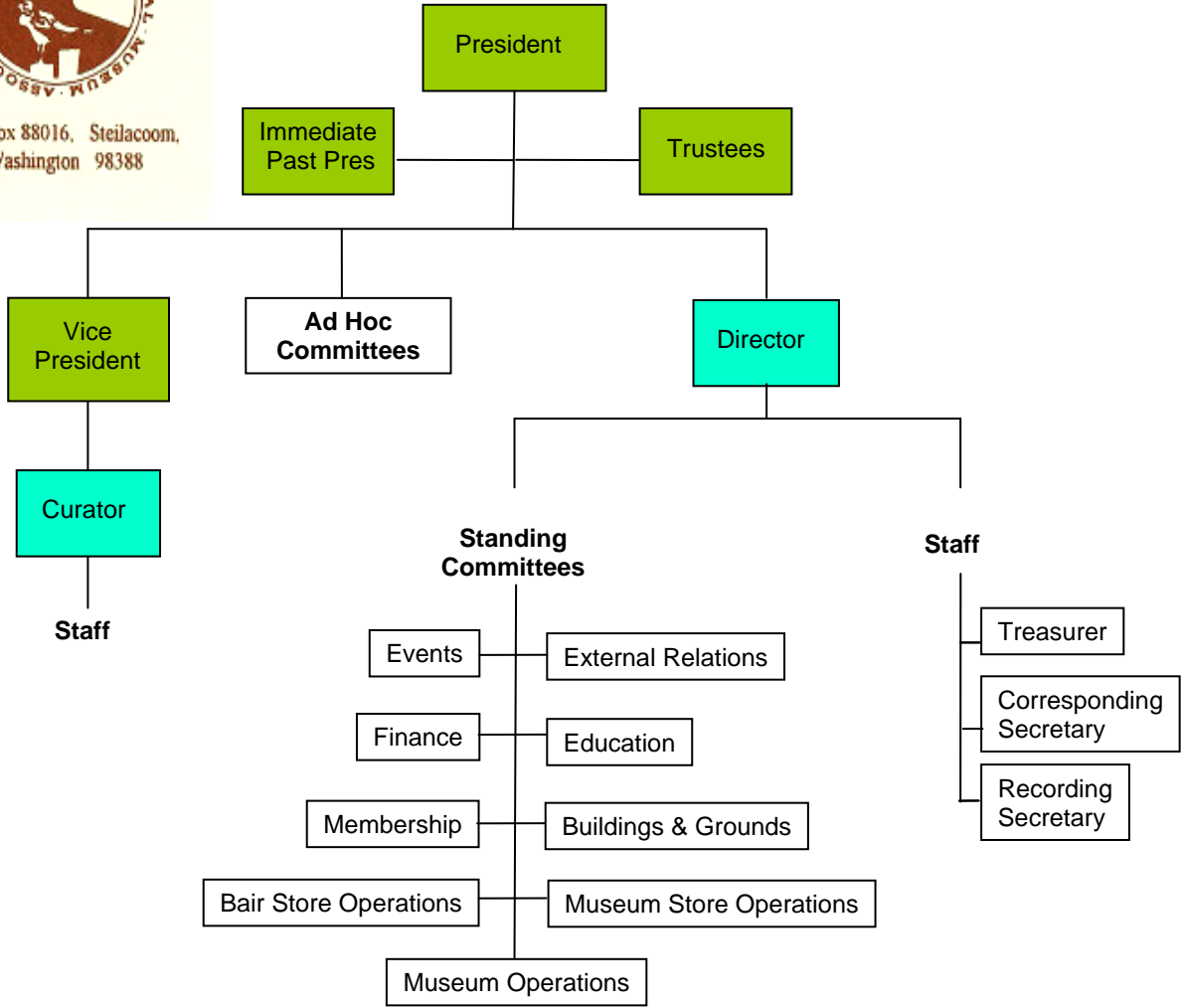
June 2004


April 2005

April 2009

July 2014

SHMA Organization



 Comprises the Board of Trustees

 Contractual Positions

Attachment B