

1992

BY-LAWS OF THE WASHINGTON COUNTY HISTORICAL SOCIETY

ARTICLE I

Name and Location

Section 1. Name: The name of this organization shall be The Washington County Historical Society.

Section 2. The principal office shall be located in St. George, Utah, in the Old Pioneer Courthouse or such other location as shall be designated by the Board of Directors.

Section 2. (revised) The principal office shall be located in St. George, Utah, in the Old Pioneer Courthouse or such other location as shall be designated by the Governing Board.

ARTICLE II

Purposes, Objectives, and Limitations

Section 1. PURPOSE: The purpose of this society shall be to bring together those people interested in the history of Washington County. Understanding the history of our area is basic to our democratic way of life, gives us a better understanding of our State and Nation and promotes a better appreciation of our heritage. The Society's major function will be to study and preserve any material which may help to illustrate or establish the history of the area.

Section 1. PURPOSE: (Revised) The purpose of this society shall be to bring together those people interested in the history of Washington County. Understanding of the history of our area is basic to our democratic way of life, gives us a better understanding of our State and Nation and promotes a better appreciation of our heritage. The Society's major function will be to study and preserve any material which may help to perpetuate and emphasize the history of the area.

Section 2. OBJECTIVES: a. To organize and unite all members of the area to work toward the common good of preserving our area's heritage.

b. To search out, identify, and recognize those buildings and areas that are meaningful additions to Washington County history.

c. To undertake steps, once a historical building is identified, to have it preserved.

d. To restore historic salvageable buildings, if necessary, to maintain authenticity.

e. To educate as many people as possible in respect to

historically significant sites and structures.

Section 2. OBJECTIVES: (Revised) a. To organize and unite all citizens of the County to work toward preserving the County's heritage.

b. To search out, identify, and authenticate those buildings and sites that are representative of Washington County history.

c. To undertake steps, once a historical building is identified, to have it preserved.

d. To restore historic salvageable buildings, if necessary, to maintain authenticity.

e. To increase public awareness of historically significant sites and structures.

Section 3. LIMITATIONS: The Washington County Historical Society shall in all of its activities be non-partisan and non-discriminatory.

ARTICLE III

Officers and Board Members

Section 1. NUMBER: The Officers and Directors shall comprise the governing body of this organization and shall be called the Board of Directors and shall be 9 in number.

Section 1. NUMBER: (Revised) The Officers, Directors, and Ex-officio representatives shall comprise the Governing Board of this organization.

Section 2. AUTHORITY: Officers shall be the President, the Vice-president, the Secretary, and the Treasurer. There will be 5 Directors.

Section 2. AUTHORITY: (Revised) a. Officers shall be the President, Vice-president, Corresponding Secretary, Recording Secretary, and the Treasurer.

b. Directors shall be appointed by the Officers. Their duties shall be specified commensurate with Society policy and current need, e.g., fund-raising project director, membership director, public relations director, historic preservation director, programs director, etc.

c. Ex-officio representatives shall include the immediate Past President of the Washington County Historical Society, the President of the Utah State Historical Society, and one representative from each of the Preservation Commissions established by the municipalities within Washington County.

Section 3. ELECTED TERMS: The Officers shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected to their respective offices from among the Board for a term of one year; and all Directors shall be elected for a term of three years with three new Directors elected per year.

The first Board of Directors shall be elected by the incorporators of the Corporation named in the Certificate of Incorporation and thereafter the Board shall be elected by the members of the organization. The term of office for each Director shall be three (3) years, except that the term of office for each member of the first Board of Directors shall be determined by the incorporators.

Section 3. (Revised) TERMS OF OFFICE: The first Board of Directors shall be elected by the incorporators of the Corporation named in the Certificate of Incorporation. Thereafter:

- a. Officers of the Governing Board shall be elected by the members of the organization in the General Meeting called for that purpose. Terms of office of elected officers shall be for two (2) years.
- b. Directors in the Governing Board shall be appointed to serve for a minimum of one (1) year.
- c. Ex-officio appointees shall serve on the Governing Board during their tenure in office in their respective municipal commissions and state organization, or, in the case of the immediate Past President of the Washington County Historical Society, for a period of two (2) years.

Section 4. EX-OFFICIO OFFICERS: The Immediate Past President shall be an Ex-Officio Director for one year. The President of the Utah State Historical Society shall serve as an Ex-Officio Director.

Section 4. EX-OFFICIO OFFICERS: (Revised) To be deleted.

Section 5. (Becomes Section 4.) RESPONSIBILITIES OF OFFICERS AND DIRECTORS:

a. The President shall have executive supervision over the activities of the Society within the scope provided by these by-laws. He/She shall preside at all meetings. He/She shall report annually on the activities of the Society. (He shall appoint the members of the committees and delegates not otherwise provided for.--to be omitted)

b. The Vice-president shall assume the duties of the President in the event of the President's absence, incapacity, or resignation.

c. The Corresponding Secretary shall carry out correspondence by mail or phone with the membership and shall be aid to the President in all correspondence relating to the activities of the Society. He/She shall maintain a current list of members and render an annual report.

d. The Recording Secretary shall keep the minutes of meetings of the Society and of the Board of Directors (Governing Board) and render an annual report.

e. The Treasurer shall be responsible for the safekeeping of the Society funds and for maintaining adequate financial records. He shall deposit all monies received by him with a reliable banking company in the name of the Washington County Historical Society. Monies shall be paid out by numbered checks signed by the Treasurer and the President. The Treasurer will collect dues and shall render an annual fiscal report based on the calendar year.

f. The Board of Directors (Governing Board) shall have the power to conduct all affairs of the Society. It shall select candidates for elected office, pursuant to the constitution (By-laws). The Board of Directors (Governing Board) shall decide questions of policy that for any reason cannot be acted upon at a meeting of the Society, and it shall perform such other functions as designated in the By-laws or otherwise assigned to it. The Board of Directors (Governing Board) shall render an annual report at each annual meeting.

Section 6. (becomes Section 5) QUORUM: A quorum of the Board of Directors (Governing Board) shall be four (4) (six (6)) persons.

Section 7. (becomes Section 6) VACANCIES:

a. In the absence or the disability of the President, the Vice-president shall perform the duties and exercise the power of the President.

b. Any other vacancy, except normal expiration, occurring in any office shall be filled by the Board of Directors (Governing Board) not sooner than thirty (30) days after written notice of the vacancy has been mailed to all members.

c. Any vacancy occurring in the Board of Directors (Governing Board), other than a vacancy resulting from the normal expiration of a term of office, may be filled by the affirmative vote of a majority of the then members of the Board of Directors (Governing Board). A Director elected (appointed) to fill a vacancy shall be elected (appointed) for the unexpired term of his/her predecessor in office. Any Director (member of the Governing Board) may resign by submitting written notice of resignation to the (Corresponding) Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two thirds of the Directors (members of the Governing Board) in office.

Section 8. (becomes Section 7) MEETINGS: Meetings of the Board of Directors (Governing Board), regular or special, may be held within or without the State of Utah upon not less than two (2) days notice to each Director (member of the Board), either personally, or by mail, telephone or telegram. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors (Governing Board) need be specified in the notice of such meeting. Regular meetings shall be held at least once each year or more often as established by resolution of the Board of Directors (Governing Board). Special meetings of the Board of Directors (Governing Board) may be called by the President or by the written request of a majority of the Directors (members of the Governing Board) in office.

ARTICLE IV

Election of Officers

Section 1. NOMINATIONS AND ELECTIONS: All Officers (and Directors) shall be elected by a plurality of votes cast by secret

ballot at the annual meeting. No less than two (one) month(s) prior to the annual meeting, the (Corresponding) Secretary of the Society shall send to each member of the Board of Directors (Governing Board) a blank upon which such member may nominate one person for each office open to election. Nominations shall be returned not less than one month (week) before the annual meeting,. A committee on nominations, appointed by the President (of the Board of Directors), shall select the candidates from a list of all nominees. Nominations may also be made by any member of the Society at any time prior to balloting at the annual meeting. Any nomination made after the deliberation of the committee on nominations shall be added to the slate of candidates upon affirmative vote of a majority of members present at the annual meeting.

Section 2. ELIGIBILITY: A candidate shall be an active individual, sustaining, patron, or life member (of the Society). A person who has been elected to the Board of Directors (Governing Board) for two (three) consecutive terms, (or elected as President or Vice-president for three consecutive terms,) shall not be nominated to the same office unless one year elapses between the end of his last term and the beginning of the term for which he is nominated.

Section 3. Officers (and Directors) shall be installed at the close of the annual meeting at which they are elected and shall serve until their successors have been duly elected and installed. In the event of resignation or incapacity of any officer except the President, (or any Directors, the vacancy may be filled according to Article III, Section 7 (6).

ARTICLE V

Executive Committee

Section 1. The Executive Committee shall be composed of the President, Vice-president, the (Corresponding) Secretary, (the Recording Secretary), the Treasurer, and the Past-president.

Section 2. The Executive Committee shall meet in a planning session one week prior to each meeting of the Board of Directors (Governing Board) or of the members, or at such other time as the President may choose.

ARTICLE VI

Membership and Dues

Section 1. ELIGIBILITY: Any individual or organization interested in supporting the purposes of the Corporation (Society) by filing an application in such forms as the Board of Directors (Governing Board) shall prescribe and subject to the payment of such dues as the Board of Directors (Governing Board) shall establish from time

to time.

Section 2. CLASSIFICATIONS:

Membership categories:

Student	Institution
Senior Citizen	Sustaining
Individual	Patron
Family	Life Member

All membership(s) (dues) are tax deductible.

Section 3. PENALTIES: Voting privileges of a member in default of his dues may be suspended for six (6) months or longer (or until dues are paid).

Section 4. RESIGNATIONS: Any member may resign by submitting written notice of resignation to the (Corresponding) Secretary.

Section 5. EXPULSIONS: Any member of the Board of Directors (Governing Board) may be removed from office at any time with or without cause by the affirmative vote of two-thirds (2/3) of the members of the Board.

ARTICLE VII

Meetings

Section 1. Meetings of the members shall be held at such place or places, either within or without the (County of Washington or the State of Utah), as may from time to time be fixed by the Board of Directors (Governing Board).

Section 2. The annual meeting of the members shall be held in the spring of each year on the date fixed by the President. A report of the meeting and of the activities of the Society for the preceding year shall be sent to all members following the annual meeting.

ARTICLE VIII

Committees

Section 1. The Society shall have the following standing committees:

a. Library Committee -- responsible for collecting, cataloging, the care, arrangements, and repair of books, manuscripts,

newspapers, and other historical source material.

b. Museum Committee -- responsible for collecting, cataloging, cleaning, repair, and storage of historic objects; for arranging museum exhibits, and the correct historical interpretation of these exhibits; for the care and upkeep of museum quarters.

c. Publications Committee -- responsible for finding ways and means or publishing joint or individual research studies; newsletter to members, a quarterly bulletin, or books; for publicity; for staging radio and television programs.

d. Historic Sites Committee -- responsible for establishing the historic validity of sites proposed for marking; for marking historic sites; for arranging historical tours.

e. Program Committee -- responsible for arranging suitable programs, for setting time, place, and date of meetings.

f. Membership Committee -- responsible for membership drives and processing new candidates for membership.

g. Nominations Committee -- responsible for making nominations for Officers (and members of the Board of Directors).

Section 2. The President shall appoint such other committees as needed.

(Section 3. Each Committee shall be headed by a Committee Director who shall be appointed by the Executive Committee. The Director shall serve as a member of the Governing Board.)

ARTICLE IX

Fiscal Year

Section 1. The fiscal year shall begin January 1 and end December 31 of each calendar year.

ARTICLE X

Seal of the Corporation

Section 1. The corporate seal shall be circular in form and have inscribed thereon the name of the corporation, the date of its incorporation and the word "Utah".

ARTICLE XI

Amendment

Section 1. These by-laws may be amended at any regular meeting by

a two-thirds (2/3) vote of those voting, provided notice was given at the previous meeting. Or it may be amended at a special meeting called for that purpose, with previous notice and a two-thirds (2/3) vote. AL proposed amendments shall be submitted (to the membership) in writing.

ARTICLE XII

Parliamentary

Section 1. Affairs of the Society shall be conducted according to Roberts Rules or Order.

ARTICLE XIII

Finances

Contracts, Checks, Deposits and Funds

Section 1. Except as the Board of Directors (Governing Board) may generally, or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation, as may, from time to time, be designated by the Board of Directors (Governing Board). All instruments of transfer of personal property, other than securities, all instruments of conveyance of real property and all contracts and agreements shall be signed by such officers or agents as the Board of Directors (Governing Board) shall direct, and in any event, they may be signed by any two (2) of the following officers, namely, the President, Vice-president, (Recording) Secretary, (Corresponding Secretary, or Treasurer. The Board of Directors (Governing Board) may authorize and empower one or more officers or agents of the Corporation to execute and deliver any and all papers and documents of to do other acts or things on behalf of the Corporation, including any required or convenient in dealing with Governmental authorities.

Section 2. DEPOSITS: All funds of the Corporation (Society) shall be deposited from time to time to the credit of the corporation (Society) in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. GIFTS: The Board of Directors (Governing Board) may accept on behalf of the corporation (Society) any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation (Society).