

BYLAWS OF WASHINGTON COUNTY HISTORICAL SOCIETY  
WASHINGTON COUNTY, UTAH  
AMENDED AND ADOPTED 01-\_\_-2025  
**DRAFT 11-12-2024-**

ARTICLE I  
NAME

ARTICLE I. NAME: The name of the corporation shall be Washington County Historical Society (WCHS).

ARTICLE II  
TERM

ARTICLE II. TERM: This corporation shall be perpetual.

ARTICLE III  
PURPOSES

ARTICLE III (1) ORGANIZATION: The WCHS is organized in accordance with the Utah Revised Nonprofit Corporation Act, as amended. The corporation is not formed for the making of any profit or personal financial gain. The assets and income of the corporation shall not be distributable to, or benefit the directors, officers or other individuals. The assets and income shall be used to promote corporate purposes as described below and as specified in Policy and Procedures. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation or fees and costs to employees and independent contractors for services provided for the benefit of the corporation. This corporation shall not carry on any other activities not permitted by a corporation exempt from federal income tax.

ARTICLE III (2) MISSION: WCHS coordinates, promotes and supports countywide efforts among historical cultural institutions and the people of the community by facilitating preservation, advocating for historical preservation and history, and by providing educational opportunities for the public and fundraising efforts to preserve historical sites and histories.

ARTICLE III (3) OBJECTIVES: The objectives of the corporation are:

- (1) Facilitate preservation of historical information, historic buildings, and cultural heritage of Washington County.
- (2) Advocate as a non-profit corporation with governments and organizations to benefit the local historical community.
- (3) Facilitate collaboration among historical groups in Washington County.
- (4) Educate the public and groups on historical resources and activities.
- (5) Promote historical activities held in Washington County.
- (6) Fundraise to ensure resources are available to sustain WCHS and to support historical activities and projects within Washington County.
- (7) Support other various or similar historical activities or projects as needed.

ARTICLE IV  
POWERS

ARTICLE IV (1) POWERS: The corporation shall have, without limitation, the following powers, all of which shall be exercised exclusively in connection with the promoting or carrying out of the purposes of the corporation

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mentioned in Article III to undertake, either alone or in conjunction or cooperation with others, all lawful activities which may be necessary, useful, suitable or desirable for the furtherance of any or all the purposes for which the corporation is organized and to aid or assist other organizations; the activities of which are such as to further any of such purposes.

ARTICLE IV (2) REGISTERED OFFICE AND AGENT: The corporation shall have and continuously maintain a registered office and a registered agent in the State of Utah, as required by State law. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE V  
MEMBERSHIP

ARTICLE V (1) ELIGIBILITY: Any individual interested in supporting the purposes of the WCHS is eligible by:

- (1) Completion and submission of a membership application to the WCHS Board of Directors.
- (2) Payment of membership dues, the type and amount of which is subject to change as specified in Policy and Procedures. Membership dues are tax deductible as allowable by law.

ARTICLE V (2) PRIVILEGES AND RIGHTS:

- (1) Members may nominate and vote for Board positions.
- (2) Members may serve as Board members, if elected.
- (3) Members, who also belong to other historical groups, may request support in their events, projects or activities.
- (4) Members may be assisted in research projects related to Southern Utah.
- (5) Members may apply for WCHS-issued grants, dependent on available WCHS funds.
- (6) Members may take advantage of volunteer opportunities, information provided at WCHS Community Meetings regarding historical events, and activities taking place in the community.
- (7) Members must conduct themselves in an appropriate manner to maintain decorum within the body. Appropriate conduct and decorum as specified in Policy and Procedures.
- (8) Other privileges and rights as specified in Policy and Procedures.

ARTICLE VI  
GOVERNANCE

An Annual Meeting of the WCHS corporation shall be held each January.

At the Annual Meeting, the following shall occur:

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1. The Annual Meeting will be conducted by the current President of the Board and follow Roberts Rules of Order and/or specific rules or procedures provided in Policy and Procedures.
2. Board members shall be elected in accordance with the provisions in Article 6.
3. Ratification of changes to Bylaws if necessary.
4. Consideration of resolutions regarding Policy and Procedures if necessary.
5. Presentation and approval of year end fiscal reports and annual budget.
6. Reports from officers or project chairpersons.

There is created a Board of Directors of WCHS.

ARTICLE VI (1) BOARD OF DIRECTORS:

- (a) Authority: The Board of Directors (Board) is responsible for the corporation's accountability to the members. The Board's duties are set by state law and generally include setting policy and fiscal oversight. The management and control of the corporation shall be vested in the Board, members of which shall be elected in the manner provided by the Policy and Procedures.
- (b) Composition: The Board shall consist of an odd number of members, no less than 5 and no more than 9. The members of the Board shall have equal voting power to address the needs and affairs of the corporation. For purposes of voting, the President votes only if there is a tie.
- (c) Nominations: A nominating committee shall be comprised of the Board members and shall be responsible for acquiring nominees for the annual Board meeting in January. Nominations may be made by any current member of WCHS. Nominees must be current members of WCHS.
- (d) Election: Election of Board Members shall be held annually at a meeting of current members in January, and votes are cast for nominees by the eligible membership of WCHS as outlined in the Policy and Procedures.
- (e) Terms: Each member of the Board serves a two-year term. The expiration of terms will be staggered. Half of the Board positions shall be elected in odd numbered years and the other half in even numbered years. The Board duties and terms are specified in Policy and Procedures.
- (f) Board Meetings: Board Meetings shall be held regularly. The dates, times and places shall be set by the Board of Directors. The Board shall have the power to call additional or emergency meetings.
  - (1) The Board Meetings shall generally be conducted according to Roberts Rules of Order and/or as specified in Policy and Procedures.

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(g) Quorum and Voting: A Board Meeting requires a majority of Board Members to be present to constitute a quorum.

- (1) The next Board Meeting following the election of Board of Directors at the annual meeting, the Board shall nominate and elect a President from among the Board members. The Board shall then nominate and elect other Officers.
- (2) To the extent permitted by law, the Board may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

(h) Resignation/Removal/Replacement:

- (1) A Board member may resign at any time by submitting a written notice of resignation to the Secretary of the WCHS.
- (2) A Board member shall be subject to removal, with cause as specified in Policy and Procedures, at a Board meeting called for that purpose. Any vacancy that occurs, whether by death, resignation, removal, or any other cause, may be filled by the Board. A member appointed to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been qualified and elected.

ARTICLE VI (2) OFFICERS: The Officers consist of President, one or more Vice-Presidents (as determined by the Board), Treasurer, and Secretary.

(a) Authority and Responsibilities:

(1) President: The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors, Community Meetings and Annual Meeting. The President may, with the Treasurer or with the Secretary, or any other proper officer of the corporation thereunto authorized by the Board, sign and execute in the name of the corporation bonds, contracts, checks, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer, or agent of the corporation, and in general shall perform all duties incident to the duties of the President, and such other duties as from time to time may be assigned by the Board, or as specified in Policy and Procedures.

(2) Vice President(s): The Vice President(s) shall perform the duties of the President in her/his absence and shall assist the President in the discharge of his/her leadership duties as specified in Policy and

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Procedures.

(3) Secretary: The Secretary shall give notice of Board, Community and Annual Meetings, shall keep an accurate list of the Board of Directors, Officers and any Committee Chairs, and shall have the authority to certify any records, or copies of records, as the official records of the corporation. The Secretary shall maintain the minutes of Board, Community and Annual Meetings. The Secretary in general shall perform all duties incident to the duties of the Secretary, and such other duties as from time to time may be assigned by the Board, or as specified in Policy and Procedures.

(4) Treasurer: The Treasurer shall be responsible for conducting the financial affairs of the corporation as directed and authorized by the Board, and shall make reports of corporate finances as required, but no less often than at each Annual Meeting and any scheduled Board Meetings. The Board may at its discretion require each Officer authorized to disburse the funds of the corporation to be bonded in such amount as it may deem adequate. The Treasurer in general shall perform all duties incident to the duties of the Treasurer, and such other duties as from time to time may be assigned by the Board, or as specified in Policy and Procedures.

(5) Other Officers: The Board may authorize and empower other Board members or WCHS members to perform the duties and functions as Committee Chairs designated by a majority vote of the Board in general shall perform all duties incident to the duties of the Committee Chair, and such other duties as from time to time may be assigned by the Board, or as specified in Policy and Procedures.

(b) Election: Officers shall be nominated and elected by the Board.

ARTICLE VI (3) STANDING COMMITTEES: Standing committees may be organized to perform specific ongoing functions to forward the purposes of the corporation and are appointed by the President and ratified by the Board:

(a) Designated Standing Committees:

- a. Membership
- b. Communications
- c. Finance
- d. Preservation
- e. Any additional standing committees as adopted by the Board and as specified in Policy and Procedures.

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The Standing Committee Chair and any standing committee members shall be current members of WCHS. The Chair serves at the pleasure of the President and may be changed at the discretion of the President.

- (b) Authority: Each Committee operates with the duties as specified in Policy and Procedures.
- (c) Non-standing Committee (temporary)
  - a. The Board may create non-standing committees as needed.
  - b. The type of committee, membership and duration as set forth in Policy and Procedures.

ARTICLE VI (4) COMMUNITY MEETINGS AND MEMBERSHIP

- (a) Purpose: The Community Meetings are to invite the public and membership of WCHS to share ideas and information regarding historical activities and projects in Southern Utah.
- (b) Composition: The Board of Directors, WCHS membership and the public.
- (c) Authority: The Community Meetings will be presided over by the President of the Board of Directors or his/her designee.
- (d) Records: The Community Meeting minutes will be recorded by the Secretary of the Board or his/her designee. These records will be maintained and included in the final annual report.
- (e) Meetings: The Community Meeting shall generally be held on the last Wednesday of each month to review the activities and projects of the corporation and communities. Meeting notices will be sent by the Secretary, minutes from previous Community Meetings will be available for approval, requests for support and expenditures will be forwarded to the appropriate standing committee or Board of Directors for consideration, and other business items will be discussed with action steps to be determined:
  - (1) WCHS Members and the public are invited to attend. Specific items to be addressed are to be submitted to the Secretary of the Board or his/her designee to be placed on the agenda for the President's approval.
  - (2) Special Meetings may be held to deal with any issues at the direction of the Board of Directors.
- (f) Quorum and Voting: A majority of WCHS members in attendance at the meeting will constitute a quorum for voting purposes.
- (g) Responsibilities: The Board of Directors is responsible for ensuring the proper conduct of the business of the corporation in all its operations, or as specified in Policy and Procedures.

ARTICLE VII

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PROSCRIBED ACTIVITIES

ARTICLE VII (1) The Corporation is nonprofit, and no part of the Corporation's income is distributable to its Directors or Officers, and the Corporation shall not have or issue shares of stock or pay dividends.

ARTICLE VII (2) The Corporation is organized and, notwithstanding any other provisions, shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code 1954, and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.

ARTICLE VII (3) In no event shall any part of the net earnings of the Corporation inure to the benefit of, or be distributable to, its Directors or Officers or to other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

ARTICLE VII (4) WCHS may attempt to influence legislation but shall not endorse or contribute to any political campaign on behalf of any candidate for public office.

ARTICLE VII (5) Notwithstanding any other provision of the authorizing Certificate of Incorporation, the Corporation shall not carry on activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, and the regulations thereunder, as the same now exist or may hereafter be amended from time to time.

ARTICLE VII (6) If the Corporation shall be or becomes a private foundation as such term as defined by Section 509, then the Corporation shall be required to distribute its income for each taxable year at such time in such manner as not to subject it to tax under Section 4942, and the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d)), from retaining any excess business holdings (as defined in Section 4943 (c)). from making any investments in such manner as to subject the Corporation to tax under Section 4944, and from making any taxable expenditures (as defined in Section 4945 (d)). The statutory references in this Paragraph 6 are to the Internal Revenue Code of 1954, and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.

ARTICLE VIII  
DISSOLUTION

ARTICLE VIII DISSOLUTION: The corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less

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than two thirds (2/3) vote of the members. In the event of the dissolution of the corporation, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this corporation, as determined by the Board of Directors.

ARTICLE IX  
FISCAL YEAR

ARTICLE IX. FISCAL YEAR shall begin January 1 and end December 31 of each calendar year.

ARTICLE X  
AMENDMENT TO BYLAWS

ARTICLE X. AMENDMENT TO BYLAWS: Amendments to the Bylaws must be submitted at least 30 days in advance of the Annual Meeting to be considered and put to a vote. Policies and Procedures may be amended by the Board of Directors at any regular or special meeting with a majority vote of Board members.

ARTICLE XI  
CORPORATE SEAL, EXECUTION OF INSTRUMENTS

ARTICLE XI. CORPORATE SEAL: The corporation shall not have a corporate seal. Any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE XII  
INDEMNIFICATION

ARTICLE XII. INDEMNIFICATION: Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation acting in good faith shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).



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ARTICLE XIII  
TAX STATUS

ARTICLE XIII. TAX STATUS: It is intended that the WCHS shall have the status of a corporation which is exempt from Federal income taxation under Section 501(A) of the Code as an organization described in Sect. 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509 (a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The corporation shall not engage in activities that would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code.

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Certification

\_\_\_\_\_, President of Washington County Historical Society, and \_\_\_\_\_, Secretary of Washington County Historical Society, certify the foregoing is a true and correct copy of the Bylaws of the above-named corporation, duly adopted by the Board of Directors on January \_\_\_\_\_, 2025.

I certify the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the Board of Directors on January \_\_\_\_\_, 2025.

By: \_\_\_\_\_

Date: \_\_\_\_\_

By: \_\_\_\_\_

Date: \_\_\_\_\_