

BY LAWS OF WASHINGTON COUNTY HISTORICAL SOCIETY  
WASHINGTON COUNTY, UTAH  
AMENDED 1-27-2021

ARTICLE I  
NAME

ARTICLE I. NAME: The name of the organization is 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 organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the directors, officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax.

ARTICLE III (2) MISSION: WCHS coordinates and supports countywide efforts between historical cultural institutions and the people of the community.

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

- (1) Advocate as a non-profit entity with governments and organizations to benefit the local historical community
- (2) Facilitate collaboration among historical groups in Washington County
- (3) Educate the public and groups on historical resources and activities
- (4) Promote historical activities held in Washington County
- (5) Fundraise to ensure resources are available to sustain WCHS and to support historical activities and projects within Washington County

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 mentioned in Article III to undertake, either alone or in conjunction or cooperation with others, any lawful acts and things and engage in any and 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.

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ARTICLE V  
MEMBERSHIP AND DUES

ARTICLE V (1) ELIGIBILITY: Any individual, age 18 or older, interested in supporting the purposes of the WCHS is eligible by (1) completion and acceptance of an application approved by the WCHS Board of Directors; (2) and payment of annual membership dues, the amount of which is subject to change from time to time. All membership dues are tax deductible as allowable by law.

ARTICLE V (2) LIFETIME MEMBERS: Members previously issued a “lifetime membership” will be grandfathered, meaning their annual dues are waived; however, donations will be solicited to support the organization. The “lifetime” membership will no longer be offered.

ARTICLE V (3) PRIVILEGES: (1) Members will be made aware of historical events and activities taking place in the community. (2) Members may be able to use the Pioneer Courthouse for meetings. (3) Members, belonging to other historical groups, may request support in their events. (4) Members may be assisted in research projects related to southern Utah. (5) Members can apply for WCHS-issued grants, dependent on available funds. (6) Members, working with others, may have a greater impact in educating the community of the history of southern Utah.

ARTICLE V (4) PENALTIES: Voting and all other privileges of membership shall be suspended for any member whose dues are not current.

ARTICLE VI  
GOVERNING BODIES

ARTICLE VI (1) BOARD OF DIRECTORS:

- (a) Authority: The Board of Directors (Board) is responsible for the organization’s accountability to the public. 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 in these by-laws.
- (b) Composition: The Board shall consist of no less than 5 members 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 only votes should there be a tie.
- (c) Nominations: A nominating/election committee shall be chosen by the Executive Committee in November and shall be responsible for taking care of the Board election. Nominations may be made by any eligible member of WCHS.
- (d) Election: Elections shall be held annually at a meeting of eligible members in January and votes are cast for nominees by the eligible membership of WCHS.
- (e) Terms: Each member of the Board serves for a two-year term. Expiration of terms will be staggered to avoid having all Board Member’s terms expire the same year.
- (f) Meetings: Board Meetings shall be held at least annually, after the end of the fiscal year. The date,

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time and place shall be set by the Board Directors. The annual Board meeting is held to go over the details of the past year and decide on actions and strategies for the organization for the next year. The Board shall have the power to call additional or emergency meetings.

(1) The Board Meetings shall be conducted according to Roberts Rules of Order and the WCHS Code of Conduct.

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

(1) Immediately following the election of Board Directors, the Board shall elect a Chairperson from among the Board. The Board shall then choose Officers. A Board Director can also serve as an officer.

(2) The Board shall have the power to amend the WCHS Bylaws with a majority vote.

(3) 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 Director may resign at any time by submitting a written notice of resignation to the Secretary of the WCHS.

(2) A Director shall be subject to removal, with or without cause, at a meeting of the Board called for that purpose.

(3) Board vacancies shall be filled by a nomination and vote of the remaining Directors. The term will be the existing term of that Directors who has been replaced.

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

(a) Authority and Responsibilities:

(1) President: The President shall be the chief executive officer and shall preside at all meetings of the Executive Committee. 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.

(2) Vice President(s): The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

(3) Secretary: The Secretary shall give notice of all meetings of the Board and Executive Committee, shall keep an accurate list of the Directors and Officers and Committee Chairs, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of Board meetings and all Executive Committee meetings.

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(4) Treasurer: The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board and Executive Committee, and shall make reports of corporate finances as required, but no less often than at each annual meeting of the Board and each monthly Executive Committee. The Board may at its discretion require that each Officer authorized to disburse the funds of the Corporation be bonded in such amount as it may deem adequate.

(5) Other Officers: The Board may authorize and empower other persons or other officers appointed by it to perform the duties and functions of the officers specifically designated above by special resolution in each case.

(b) Election: Officers shall be appointed by the Board, immediately following each annual meeting of Members.

(c) Meetings: The Officers may meet informally as necessary to facilitate their work, but official business will be conducted at meetings of the Executive Committee as described below:

(1) To have an Officers Meeting, there must be a majority of the Officers present and this shall constitute a quorum.

(2) The Officers Meetings shall be conducted according to Roberts Rules of Order and the WCHS Code of Conduct.

(d) Resignation/Removal/Replacement: As vacancies or removals occur, replacements are subject to the following:

(1) An Officer may resign at any time by submitting a written notice of resignation to the Secretary of the WCHS.

(2) An Officer shall be subject to removal, with or without cause, 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. An Officer appointed to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

ARTICLE VI (3) COMMITTEES: Committees will be organized to perform specific functions to forward the purposes of the Corporation.

(a) Number and Election: The Board may, in its discretion, appoint Committees of one or more people, each to serve at the pleasure of the Board. The Committees may be, but are not limited to the following: Website, Pioneer Courthouse, special projects, fundraising. The Chair of each Committee will be a dues-paying Member selected by the Board to lead the Committee in its assigned functions. Committee members shall be appointed by the Committee Chair with the approval of the Executive Committee.

(b) Authority: Each Committee Chair serves on the Executive Committee. Each Committee operates in accordance with a Charter granted by the Board and supervised by the Executive Committee

ARTICLE VI (4) EXECUTIVE COMMITTEE:

(a) Composition: The Executive Committee will consist of the Officers and Committee Chairs

(b) Authority: The Executive Committee operates under authority delegated by the Board.

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- (c) Meetings: The Executive Committee will hold monthly meetings to conduct the general business of the corporation. Notices will be sent by the Secretary, minutes from previous meetings will be read and approved, financial statements will be presented and approved, requests for expenditures will be considered for approval, and other business items will be discussed with action steps to be set and assigned:
- (1) Members and the public are invited to attend. Specific items to be addressed are to be submitted to the Secretary to be placed on the agenda.
  - (2) Special Meetings may be held to deal with specific issues.
- (d) Quorum and Voting: A majority of members of the Executive Committee will constitute a quorum for voting purposes.
- (e) Responsibilities: The Executive Committee is responsible for ensuring the proper conduct of the business of the Corporation in all its operations.
- (f) Resignation/Removal/Replacement:
- (1) Any member of the Executive Committee may resign at any time by submitting a written notice of resignation to the Secretary of the WCHS.
  - (2) Any member of the Executive Committee shall be subject to removal, with or without cause, at a meeting of the Board called for that purpose. Any vacancy that occurs on the Executive Committee, whether by death, resignation, removal, or any other cause, may be filled by the Board. An Executive Committee member appointed to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been qualified and appointed.

ARTICLE VII

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) Notwithstanding any other provision of the authorizing Certificate of Incorporation, the Corporation shall not carry on any other 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.

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ARTICLE VII (5) 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 organization 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 than two- thirds (2/3) vote of the members. In the event of the dissolution of the organization, 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, therefore. 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 organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, 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: These bylaws may be amended, altered, or repealed by vote of a quorum of the Board of Directors at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE XI  
CORPORATE SEAL, EXECUTION OF INSTRUMENTS

ARTICLE XI. CORPORATE SEAL: The organization 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.

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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 organization shall be indemnified and held harmless by the organization 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 organization to provide broader indemnification rights).

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 carry-on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(C)(3) of the Code; nor shall any activity of the Corporation consist of participating or intervening (including the publishing or distributing of statements in any political campaign on behalf, of or in opposition to any candidate for public office.

See Attached for Certification