

By-Laws of Duvall Historical & Old Stuff Society

ARTICLE I—MEMBERSHIP

SECTION 1: The membership of this corporation shall consist of dues-paying members in accordance with the provisions hereinafter set forth.

SECTION 2: The annual meeting of the membership of this corporation shall be held at the regular meeting on the first Monday in November of each year. Special meetings of the membership may be called at the discretion of the Board of Trustees.

SECTION 3: At any meeting of the membership a simple majority of the members present shall constitute a quorum. Each member present shall be entitled to one vote.

ARTICLE II—MANAGEMENT

SECTION 1: The business and property of the Duvall Historical and Old Stuff Society shall be managed by a Board of Trustees. The Secretary shall keep a record of terms and names of Trustees.

SECTION 2: Selection of Trustees. The President, Vice-President, Secretary, and Treasurer shall be Trustees while they are in office. The immediate past president shall serve on the Board of Directors the next year after serving as Board President. Three (3) additional at-large Board members shall be elected and serve three (3) year staggered terms with one (1) elected each year as terms expire. The Secretary shall keep a record of terms and names of Trustees.

SECTION 3: The Board of Trustees shall hold such meetings as it may deem necessary in pursuit of the activities of the corporation with notice of any such meeting given by telephone and/or e-mail to each member.

SECTION 4: Each member of the Board of Trustees shall possess one vote in matters coming before the Board. All voting at meetings of the Board of Trustees shall be by each member in person and voting by proxy shall not be allowed. A simple majority of the Board of Trustees shall constitute a quorum.

SECTION 5: Any vacancy occurring on the Board of Trustees by reason of death or resignation shall be filled by appointment of the President of the Board with the approval of a simple majority of the Board. Such appointee shall serve during the unexpired term of the Trustee whose position was vacated. In the event the President should no longer be able to perform his/her duties, the Vice President shall assume the role of President for the remainder of the President's term.

SECTION 6: The President, Vice-President, Secretary and Treasurer shall be officers of the corporation. The President shall appoint an archivist with the approval of the majority of the membership. Elections shall be held at the annual meeting in November. A nominating committee shall recruit qualified candidates and present the slate to the membership at least 28 days in advance. New officers shall be installed at the first meeting in January of the following calendar year. The officers shall serve a term of

one (1) year. Officers may not hold any one office for more than two (2) consecutive terms after which they must take a one (1) year break before serving in the same capacity again.

SECTION 7: This corporation shall have the power to receive gifts and donations of real and personal property upon such terms as it may deem proper for the purposes of carrying out the business for which the corporation was organized.

SECTION 8: Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for non-profit purposes and which has established its tax exempt status under section 501 © (3) of the Internal Revenue Code.

SECTION 9: This organization is organized exclusively for educational purposes within the meaning of section 501 © (3) of the Internal Revenue Code.

SECTION 10: Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law or (b) by an organization contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III—DUTIES OF OFFICERS

SECTION 1: PRESIDENT: The President of the Board of Trustees shall supervise all activities of the corporation, be responsible for the execution of all instruments in its behalf, preside at all meetings of the Board of Trustees and of the membership of the corporation, call such meetings of the membership as shall be deemed necessary other than regular meetings and perform such other duties as are usually required of such an officer.

SECTION 2: VICE PRESIDENT: The Vice-President of the Board of Trustees shall act for the President in his absence and perform such other acts as the President may direct.

SECTION 3: The President and Vice-President shall be ex officio members of all committees of the corporation.

SECTION 4: SECRETARY: It shall be the duty of the Secretary of the corporation to keep all records of the Board of Trustees and of the corporation and to perform such acts as the President may direct.

SECTION 5: TREASURER: The Treasurer shall receive and be accountable for all funds belonging to the corporation, pay all obligations incurred by the corporation when payment is authorized by vote of the membership, maintain bank accounts and render periodic financial reports including Internal Revenue Service and non-profit reports.

SECTION 6: ARCHIVIST: The archivist shall be responsible for all historical data collected, the cataloging of such material, and making the content available to the public.

ARTICLE IV—GENERAL RULES

SECTION 1: A contingency fund of \$50.00 will be set up to be used at the discretion of the Board. That use is to be reported to the membership at the following meeting.

SECTION 2: An annual audit of the financial records of the corporation shall be made by the Board of Trustees or a Board designee before the end of each calendar year and reported to the membership at the January general meeting.

SECTION 3: Roberts Rules of Order shall govern in all cases except where they are inconsistent with the by-laws of this corporation.

SECTION 4: A copy of the by-laws shall be made available to any member making a request for them.

ARTICLE V—AMENDMENTS

These by-laws may be amended by a two-thirds (2/3) vote of the members present at any regular meeting of the corporation. Notice of any such meeting at which there will be proposed a change of the by-laws shall be posted in two (2) conspicuous places one (1) week prior to such meeting.