

BY-LAWS OF THE WASHINGTON COUNTY HISTORICAL SOCIETY

FILE: XYZ-HIST

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 at 97 E. St. George Blvd., or such other location as shall be designated by the Governing Board. Mailing address is P. O. Box 404, St. George, UT 84771-0404.

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 of the history of our area is basic to our democratic way of life, giving us a better understanding 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 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.

SECTION 4. CORPORATION MEMBERS: As permitted by Article IV and V of the Articles of Incorporation, the Governing Board is considered as the "Central" organization for group exemption under the IRS Section 501 (C)(3) for satellite Historical Societies in Washington County to be known as "affiliated" organizations under the Code. After meeting the dues and regulations for membership in the Central organization, the affiliated groups can apply for exemption status under the group exemption without having to file the long IRS Form 1023. A letter application including a detailed description of the purpose and activities of the subordinate is required plus the sources of income and nature of expenditures for Section 501 (C)(3) approval to receive grants, etc., exclusively for charitable and educational purposes as specified in the Certificate of Incorporation granted by the State of Utah to the Washington County Historical Society.

ARTICLE III

OFFICERS AND BOARD MEMBERS

SECTION 1. NUMBER: The Officers, Directors, and Ex-officio officers shall comprise the GOVERNING BOARD of this organization.

SECTION 2. AUTHORITY: a. Officers shall be the President, President-Elect, Vice-Presidents, Past-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 needs, e.g., development director, membership director, public relations director, historic group 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 historical society groups within Washington County, to be known as "Directors".

SECTION 3. 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 one (1) year.

b. Directors of the Governing Board shall be appointed to serve for a minimum of one (1) year.

c. Ex-officio appointees shall serve as Directors on the Board during their tenure in office in their respective municipal groups 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. 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.

b. The President-Elect shall assume the duties of the President in the event of the President's illness, incapacity, or resignation. The Vice-President shall serve as needed on a temporary basis to carry on the presiding duties in the absence of the President-Elect.

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.

d. The Recording Secretary shall keep the minutes of meetings of the Society and of the Governing Board.

e. The Treasurer shall be responsible for the safekeeping of the Society funds and for maintaining adequate financial records. He/She shall deposit all monies received with a re-

liable 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 provide an annual fiscal report based on the calendar year. Where needed for Internal Revenue reports, such fiscal report may be submitted to an accounting firm to assure continuation of the Society's 501 (C)(3) exemption status and whatever reporting required.

f. The Governing Board shall have the power to conduct all affairs of the Society. It shall select candidates for elected office, pursuant to these By-laws. The 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 Governing Board may render an annual report at each annual meeting.

SECTION 5. QUORUM: A quorum of the Governing Board shall be not less than one-third (1/3) of the current Governing Board membership.

SECTION 6. VACANCIES:

- a. As specified above and in the short-term absence or the temporary disability of the President, the Vice-President shall preside. The President-Elect shall serve otherwise for the remainder of the term of a non-performing President.
- b. Any other vacancy, except normal expiration, occurring in any office shall be filled by the Governing Board after written notice has been received.
- c. Any vacancy occurring in the 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 quorum of the then members of the Governing Board. A Director who is appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office. Any member of the Governing Board may resign by submitting written notice of resignation to the Corresponding Secretary. Any member of the Governing Board may be removed from office at any time with or without cause by the affirmative vote of a majority of the members of the Governing Board.

SECTION 7. MEETINGS: Meetings of the 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 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 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 Governing Board. Special meetings of the Governing Board may be called by the President or by written request of a majority of the members of the Governing Board in office.

SECTION 8. COMPENSATION: The Governing Board as such shall not receive any compensation for their services. This corporation does not contemplate pecuniary gain or profit to any person. No part of the net earnings of this corporation shall ever inure to or for the benefit or be distributable to its members, trustees, officers, or other private persons, except that the

corporation shall be empowered to pay reasonable reimbursement for non-board services performed and to make payment and distributions in furtherance of the exempt purposes for which it was formed.

Notwithstanding any other provisions of these By-Laws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (C)(3) of the Internal Revenue Code effective at the time such exemption was granted to the Society on August 26, 1994.

ARTICLE IV

ELECTION OF OFFICERS

SECTION 1. NOMINATIONS AND ELECTIONS: All Officers shall be elected by a plurality of votes cast at the annual meeting. No less than one month prior to the annual meeting, the Corresponding Secretary of the Society shall send to each member of the Governing Board a blank upon which such member may nominate one person for each office open to election. Nominations are to be returned not less than one week before the annual meeting. A committee on nominations, appointed by the President 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 member of the Society. A person who has been elected to the Governing Board for three consecutive terms, or having elective office 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 6.

ARTICLE V

EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee shall be composed of the President, President-Elect, Vice-President, the Corresponding Secretary, the Recording Secretary, the Treasurer and the Past-President.

SECTION 2. The Executive Committee may meet in a planning session one week prior to each meeting of the 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 Society is eligible by filing an application form as the Governing Board may prescribe, and subject to the payment of such dues as the Governing Board may establish from time to time.

SECTION 2. CLASSIFICATIONS

Membership categories:

Individual

Life Member

All membership dues are tax deductible.

SECTION 3. PENALTIES: Voting privileges of a member in default of his/her 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.

ARTICLE VII

MEETINGS

SECTION 1. Meetings of the members may be held at such place or places, either within or without the County of Washington, as may from time to time be fixed by the Governing Board.

SECTION 2. The annual meeting of the members shall be held in the Fall 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 made available to all members following the annual meeting.

ARTICLE VIII

COMMITTEES

SECTION 1. The Society may have the following standing committees, as may be needed:

- 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, 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 of 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 soliciting and making nominations as provided-for under Article IV.

SECTION 2. The President may appoint such other committees as needed.

SECTION 3. Each committee shall be headed by a Chairperson who shall be appointed by the President. This Chair-person shall serve as a Director on 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

PARLIAMENTARY

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

ARTICLE XII

FINANCES

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Except as the 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 Society, as may from time to time, be

designated by the 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 Governing Board shall direct, and in any event, they may be signed by any two (2) of the following officers, namely, the President, President-Elect, Vice-President, Recording Secretary, Corresponding Secretary or Treasurer. The Governing Board may authorize and empower one or more officers or agents of the Society to execute and deliver any and all papers and documents, or to do other acts or things on behalf of the Society, including any required or convenient in dealing with Governmental authorities.

SECTION 2. DEPOSITS: All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Governing Board may select.

SECTION 3. GIFTS: The Governing Board may accept on behalf of the Society any contribution, gift, bequest, or device for the general purposes or for any special purposes of the Society.

SECTION 4. AUTHORIZATION AND APPROVAL OF EXPENDITURES: It shall be the obligation of any member who, as related to any Committee activity, may have expenditures to be committed beyond the sum of FIFTY DOLLARS (\$50.00), shall submit such proposed expense to either the EXECUTIVE COMMITTEE AND/OR THE GOVERNING BOARD for consideration and decision by a majority of those present--dependent upon the scope or extent of such expenditure. And further, following authorization and completion of such project or expenditure, the statement for final payment shall be approved by the member and the President/Vice-President or one of the officers of the Executive Committee prior to submission for payment to the Society Treasurer. This rule shall exclude the usual and recurring expenses such as the catered luncheons and specific-approved budgeted items.

ARTICLE XIII

AMENDMENT OF BYLAWS

These ByLaws may be altered, amended, or repealed, and new ByLaws may be adopted by a majority of the Governing Board present at any regular meeting or at any special meeting, if at least two days' notice is given of intention to alter, amend, or repeal or to adopt new ByLaws at such meeting.

ARTICLE XIV

DISSOLUTION

This corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Governing Board. 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 non-profit fund, foundation or corporation, which is organized and operated exclusively for historical, cultural, educational or preservation activities including fund raising for such objectives and which has established its tax-exempt status under Section 501(C)(3) of the Internal Revenue Code.

ARTICLE XV

TAX STATUS

It is intended that the Corporation 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 propoganda 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.

STATE OF UTAH)
) SS.
COUNTY OF WASHINGTON)

CERTIFICATION

I, the undersigned, do hereby certify:

1. I am the duly elected President of the Washington County Historical Society, a Utan non-profit corporation, Certificate of Incorporation No.103450. Dtd. 4-25-83. EIN 87-0465878, IRS Section 501(C)(3) Case No. 754181037, Granted 8-26-94
2. The foregoing ByLaws constitute the Bylaws of said Corporation as duly amended at a meeting of the Governing Board thereof, held on the SIXTH day of DECEMBER. 2000.

UT. STATE
SALES-TAX
No. N11669

Michael D. Emery DATE 01-03-01, 2001
President

FILE: XYZ-II - - - - -

Notary Public: Joy Stevens

Residing In: Leeds, Utah

Commission Expires: 07-06-02

