

Dear Members,

Over the last year the Board of Trustees has reviewed the Society's bylaws and proposed a number of revisions and additions in order to improve our governing document. The bylaws were last revised in 2005. Some additions were made to bring our operations in line with best practices, such as the addition of a clause regarding conflicts of interest. Other revisions were made to better reflect the work of our organization, including updating our mission statement to be more inclusive and renaming the governors of the agency Directors, rather than Trustees. Still other changes were made to clarify how we conduct business, most importantly defining the relationship between the Society and the Latah County Historical Foundation.

At our Annual Meeting on Sunday, January 29th we will ask all members in attendance to approve these changes. Please take some time to read through the proposal below. If you would like a copy of our current bylaws for comparison, you can find them on our website or you can request a copy from our office. I encourage you to contact me in advance of the Annual Meeting if you have any questions or concerns.

Thank you for your valued membership,
Dulce Kersting
Executive Director

Bylaws of The Latah County Historical Society, Inc. Latah County, Idaho

Article I: Legal Authority

The Latah County Historical Society is chartered as a nonprofit corporation under and by virtue of the laws of the State of Idaho, as contained in Title 30, Chapter 21, Idaho Non-profit Corporation Act, of the General Statutes of Idaho. In accordance with Internal Revenue Code of 1986 Section 501(c)(3), the purposes of this corporation are limited to educational and public, not-for-profit activities.

Article II: Name and Location

Section 1: Official Name - The Latah County Historical Society (LCHS).

Section 2: Location - The principal office of the corporation and its registered agent shall be located in the City of Moscow, Latah County, Idaho, the county seat.

Article III: Purpose

Section 1: Mission – For ours and future generations, we collect, preserve, share, and celebrate the history of Latah County in order to promote a deeper understanding of the many experiences that make up our shared past.

Section 2: Restrictions - No activity of the corporation shall support political campaigns on behalf of any candidate for public office; restrict membership on the basis of race, religion, gender, sexual orientation and gender identity, or national origin; or do anything to disqualify its tax-exempt status pursuant to Section 170(c)(2) of the Internal Revenue Code.

Article IV: Membership

Section 1: Eligibility – Individuals, families, organizations and businesses expressing an interest in the preservation and promotion of Latah County history shall be eligible for membership in the Society upon payment of annual dues.

Section 2: Member Benefits – Members who have paid their annual dues and are in good standing will receive all of the benefits of membership as prescribed by the Board of Directors. Membership fees shall be prescribed by the Board of Directors.

Section 3: Voting Privileges – Each member shall have one vote on motions before regular and special scheduled meetings of the Society. Membership is not transferable and does not allow any rights or interest in the assets or income of the Society. No proxy votes are permitted.

Section 4: Annual Meeting – The Society shall hold a general meeting of the membership annually to hear reports for the year, to approve new Board members, and to conduct such other affairs as may be needful or appropriate. The annual meeting of the whole membership shall be held at a place and time to be determined by the Board of Directors, with notification to all members not less than two weeks in advance of the meeting date.

Article V: Board of Directors

Section 1: Duties and Powers of the Board – The business and affairs of the Society shall be governed by a Board of Directors who shall be responsible for the oversight of all programs of the Society; for planning and control of financial affairs, including the raising of capital and operating funds, approval of budgets, review of Latah County Historical Foundation activities and election of Foundation board members; for hiring of the Executive Director and assigning the duties of that position; for electing the officers of the board (Executive Committee); and for deciding policy matters not otherwise clearly provided for in the Articles of Incorporation and elsewhere in these bylaws. The Board will meet regularly and those meetings will be held in accordance with Idaho open meeting laws.

Section 2: Composition of the Board – The Board of Directors shall be composed of a maximum of 17 people, including one (1) member to be appointed or designated by the Latah County Commissioners from among their members. Candidates for membership on the Board of Directors shall be proposed for the approval of the general membership at the annual meeting of the Society.

Section 3: Quorum – A quorum of the Board of Directors shall consist of a majority of the board.

Section 4: Vacancies on the Board – Vacancies may occur by death, resignation or nonattendance at three (3) consecutive meetings without satisfactory explanation. In the latter event the delinquent Board member shall be notified in writing by the President and given the opportunity to appeal to the Board. If the appeal is unsuccessful, the position shall be declared vacant. Board positions which become vacant may be filled by appointment of the President, subject to approval of the Board.

Section 5: Avoidance of Conflict of Interest – Whenever a member of the Board of Directors has a personal or financial interest in any matter coming before the Board, the Board shall ensure that:

1. The interest of such Director is fully disclosed to the Board of Directors.
2. No interested Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
3. Any transaction in which a Director has a personal or financial interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested Director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

No staff member of the Latah County Historical Society shall for the duration of his/her employment by the Society be a member of the Board of Directors.

Section 6: Terms of Office – Directors elected at Annual Meetings shall serve a term of three (3) years. Terms of service are marked by annual meetings of the Society. Each Director must remain a member in good standing during their entire term of office. Directors may continue to serve the Board for subsequent three-year terms upon mutual agreement between the Board and the individual Director. An introductory one-year term of service for a new Director is permitted before commitment to a full three-year term.

Article VI: Officers of the Board

Section 1: Election and Term of Office – Officers are elected by the Board of Directors from that body for a one-year term. No executive officer shall be elected to the same office for more than three consecutive terms.

Section 2: President – It shall be the duty of the President to preside at all meetings of the Society and of the Board of Directors; to appoint and instruct committees for the business of the Society; to observe and evaluate the work of the Executive Director; and to perform or delegate such other duties as may require attention for the orderly pursuit of the objectives of the Society. The President may delegate to the respective Vice Presidents such prescribed duties as may be mutually agreed upon from time to time.

Section 3: Vice Presidents – In the absence of the President the First Vice President shall assume the duties of the President, and in the absence of both these officers the Second Vice President shall assume these duties.

Section 4: Treasurer – The Treasurer shall review the interim and final financial reports prepared by the bookkeeper assigned by the Board and shall present and interpret these reports at the Board and annual membership meetings. The Treasurer shall serve as the liaison on the financial matters between the staff and the Board of Directors and will assist in developing the annual budget. The board will designate Directors to countersign checks with the bookkeeper for disbursement of Society funds.

Section 5: Secretary – The Secretary shall keep official records of the meetings of the Society and of the Board of Directors, and shall present them for review and approval at the next subsequent meeting.

Section 6: Past President – The Past President serves on the Executive Committee in an advisory capacity.

Section 7: Succession and replacement of officers – In the event the President should resign or can no longer serve, the First Vice President shall succeed as President and the Second Vice President shall move up to First Vice President. In the event the First Vice President should resign or can no longer serve, the Second Vice President shall succeed as First Vice President. Replacement for the Second Vice President may be determined at a regular Board meeting. In the event the Treasurer or Secretary should resign or can no longer serve, he or she will be replaced by election at a regular or special meeting to fill the unexpired term. Pending such election the President may designate an interim replacement for either of these officers.

Article VII: Committees

Section 1: Executive Committee – The President, First Vice President, Second Vice President, Secretary, Treasurer, and Past President shall constitute an Executive Committee of the Board which can act as an advisory committee and is empowered to make decisions on minor matters on an emergency basis when time does not permit such matters to be considered by the full Board. A majority of the Executive Committee must concur on the decision.

Section 2: Committees – Members of the Board of Directors are expected to serve on at least two committees of their preference to support and accomplish the goals of the Society. Each committee shall be composed of one or more members of the Board and an appropriate number of volunteers from the community at large. Committee focuses may include events, facilities, collections, education, finance, audit, gift shop, historical foundation, membership, and others as situations warrant. The chair of each active committee shall report committee activities to the full Board at its regular meetings. Some committees will be short-term in nature to accomplish specific activities or goals.

Article VIII: Financial Affairs

Section 1: Fiscal Year – The Society's financial year shall commence on the first day of January and end on the thirty-first day of December in each calendar year.

Section 2: Funds and Property – All funds and property held by the Society are maintained for the purposes authorized in its charter and only in accordance with its official mission and goals.

Section 3: Records and Reports – Finances of the Society shall be maintained in accordance with generally accepted accounting principles. Records shall be kept in such manner as to facilitate the preparation of regular financial reports for the Board of Directors, the membership, and state and federal government agencies.

Section 4: Deposits and Disbursements – All cash, restricted and reserve funds of the Society shall be deposited in banks or depositories under the name of Latah County Historical Society, Inc. Any and all disbursements from such accounts shall be made by check or electronic funds transfers authorized by staff and/or board members. Only banks or depositories that are members of the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation may be used, unless the Board of Directors consent to use another investment or depository.

Article IX: Latah County Historical Foundation, Inc.

Section 1: Purpose – The Latah County Historical Foundation, Inc. is a separate corporation that was organized in 1995 to receive, invest, and manage money and other assets as a permanent endowment for the benefit of the Latah County Historical Society. The Foundation is governed by its own Board of Directors (Foundation Board). All funds received by the Latah County Historical Society with a designation for the Foundation or endowment shall pass directly through the Society to the Foundation.

Section 2: Election of Directors – Except for the initial board of directors, each director of the Foundation shall be elected by the Board of Directors of the Latah County Historical Society (Society Board). Elections to fill regular terms shall be held prior to the annual meeting of the Latah County Historical Foundation, Inc.

Section 3: Vacancies – Any vacancy occurring in the Foundation’s Board of Directors shall be filled by vote of the Board of Directors of the Latah County Historical Society.

Article X: Dissolution of the Corporation

Following an affirmative vote in favor by two-thirds (2/3) of the Society membership, the Board of Directors shall call a special meeting for the sole purpose to voluntarily dissolve this corporation. At that time all assets and funds, along with all minutes and records, shall be promptly transferred into the custody of an organization or agency designated by the Board of Directors. Every attempt will be made to satisfy the corporation's mission.

Article XI: Amendments

Amendments of these Bylaws may be made only at a meeting of the full membership of the Society and by a two-thirds majority of the voting members present. Amendments may be proposed by Board members, Society members or staff. Proposed amendments must have been submitted in writing to all members at least two weeks before they are to be voted on.

Revised 2016 (Bylaws previously revised 2005)