WHITE PASS COUNTRY HISTORICAL SOCIETY
20-5308985

Bylaws of
White Pass Country Historical Society
Nonprofit Corporation

ARTICLE I - NAME AND LOCATION

The name of this corporation shall be the White Pass County Historical Society, hereafter referred to as WPCHS. The principal place of business of the corporation shall be at 12990 US-12 located in the Town of Packwood 98361, State of Washington. The corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine. This corporation shall be a non-profit as provided for in Chapter 24.03 of the Revised Code of Washington.

ARTICLE II - PURPOSE

1. **Purpose.** Notwithstanding any other provision of these articles, the WPCHS shall not, except to an insubstantial degree, engage in any activities or exercise powers that are outside of the purpose. The purpose of the WPCHS is to:

    - Acquire, curate and preserve the unique history Upper Cowlitz Valley, from Kosmos to White Pass, and to share that history through exhibits, displays, educational programs and community discussions;

    - Showcase local artists and craftsman through exhibits, demonstrations and classes;

    - Provide a venue for community events and activities; and

    - Provide information to visitors of the Upper Cowlitz Valley, including maintaining a visitor center.

2. **No lobbying.** The WPCHS shall not attempt in any way to influence legislation as an individual corporation; nor shall the WPCHS participate in or intervene in (including the publishing or distribution of statements) any political campaign in support of or in opposition to any candidate for public office as an individual corporation.

ARTICLE III - MEMBERS

1. **Members.** Membership is open to all residents, businesses or other persons having interests in the WPCHS or the Upper Cowlitz Valley. Only members over the age of 18 years may be eligible to vote or to hold office. There shall be two classes of members: individual and business. Each member shall have one vote. WPCHS shall keep a list of all active members. Memberships shall not be transferable.

2. **Admission and Terminations.** Any person or business may be admitted to membership in the corporation upon annual payment of such application fee and dues as shall be determined by the board of directors. A member may terminate his or her membership at any time by giving notice to a director of the corporation. The board of directors may terminate a member who is delinquent in paying dues or who has acted contrary to the interests of the WPCHS. Prior to termination of a

member, the WPCHS shall give said member thirty (30) days written notice to pay the dues or to explain satisfactorily to the Board alleged to be contrary to the interests of the Corporation.

3. **Dues.** Annual dues must be paid anytime during the calendar year but are only valid until December 31. Dues for the next calendar year may be paid at the December meeting. The amount of dues for individuals and businesses shall be determined at the general membership meeting for the next calendar year by a simple majority vote of the board at a meeting where a quorum is present. Dues must be paid 32 days in advance of a meeting in order for the member to be eligible to vote, except dues paid during January shall be considered to have no lapse in status and are eligible to vote.

4. **No private inurement.** No part of the net earnings of the WPCHS shall be paid to or distributed to its members or board of directors, except for reimbursement for training, and associated fees or travel expenses, as approved by the board.

ARTICLE IV - MEETINGS

1. **General Membership Meetings.** There shall be at least one (1) annual meeting of the general membership held on the third Sunday of October, or such a date and place approved by the board, for the purpose of electing directors and approving the upcoming year's annual work plan(s). Other old or new business may be taken up at the annual meeting.

2. **Board of Directors Meeting.** The board of directors shall meet on the first Wednesday of each month at 6:30pm, or at such other date and place as approved by the board. Board of director meetings shall be no longer than one-and-one-half (1.5) hours; except that the directors may by simple majority vote extend the meeting by not more than 30 minutes for the purposes of completing old business. Any business not completed shall be added to the next board of director meeting agenda. Any member may attend board meetings but may not participate in voting.

3. **Special Meetings.** Special meetings of the members may be called at any time by the board, the President, or by 25% of the current members in good standing. All members may attend special meetings but may not participate in any votes.

4. **Executive Meetings.** The officers of the board may hold executive meetings at their discretion. All officers may attend executive meetings. Executive meetings shall be used to review draft policies and procedures, discuss potential amendments to bylaws, discuss disciplinary issues, or to address other corporation management topics as determined necessary by the Officers. Officers may choose to invite any member or employee to an executive meeting as necessary to address the stated agenda item(s), provided the member or employee recuses themself for any other agenda item not specific to their stated item. No business may be taken at executive meetings and no meeting minutes are required.

5. **Notice of Meetings.** General membership meetings shall be noticed on the WPCHS webpage, in the newsletter, by postal mail, email and social media; and board of director meetings shall be noticed on the WPCHS webpage, by email and on social media. Change of date, time or location of a general membership meeting or board of directors meeting shall be noticed at least ten (10) days before the date of the meeting on the WPCHS webpage, by email, and by social media. Special meetings shall be noticed at least two (2) days before the date of the meeting on the WPCHS webpage, by email and by social media. No meeting shall be noticed more than 60 days before the meeting date. If mailed, the notice date shall be the posted date.

6. **Quorum.** A quorum shall be present at a meeting to undertake business. A quorum is a simple majority of the board of directors, notwithstanding vacancies and not including ex-officio board members. If a quorum is not present, the meeting may occur but no old or new business may be discussed. Directors may attend in person, via an online platform or by phone.

7. **Meeting Agenda.** Meetings shall be run by Parliamentary Procedure and according to Roberts Rules of Order. The general membership and board of director meeting agenda shall be:
   a. Call to Order
   b. Determination of Quorum
   c. Acceptance of Agenda
   d. Acceptance of Meeting Minutes
   e. Reports (e.g., Treasurer, President, committees, employees, invited guests, etc.)
   f. Member Comment (3 minutes per member)
   g. *Elections (annual meeting only)*
   h. Old Business
   i. New Business
   j. Good of the Order
   k. Adjourn

8. **Resolutions.** Business of the WPCHS may occur by a motion of a resolution made by any director and that receives a second by another director; except election of board directors may occur by motion by any member and that receives a second by another member. Following a motion and second, directors shall be afforded an opportunity to deliberate. During deliberations, the board may choose to receive comments by members present; each member shall be allowed not more than three (3) minutes to comment. Any motion that receives a second shall be voted on as provided in Section 9 of this Article.

9. **Voting.** The board of directors is responsible for voting on business of the WPCHS. Unless otherwise specified herein, all votes on business shall be by simple majority of the directors at a meeting where a quorum is present. Bylaw amendments require two-thirds (⅔) vote of the directors, rounded up, at a meeting where a quorum is present. Election of directors shall be by simple majority vote of the members present at the annual general membership meeting where a quorum is present. Each director or member in good standing is entitled to one (1) vote. Voting by directors may occur in person, via an online platform or by phone; voting by members may only occur in person. Voting by proxy is prohibited. Any motion passed shall be effective immediately, unless otherwise specified by the motion

ARTICLE V - BOARD OF DIRECTORS

1. **Number.** The number of directors shall be at least five (5) and not more than nine (9), keeping an odd number at all times. Officers and trustees, if elected, shall be directors.

2. **Term of Office.** Each director shall serve a term of three (3) years, rotating with at least one (1) director being elected each year. There is no limit on the number of terms a person may serve on the board.

3. **Election.** Directors shall be elected by simple majority vote of members in good standing present in person at the annual general membership meeting and shall serve a term beginning on January 1 of the following calendar year, unless the board member is elected to fill a vacated unexpired term in which case the election shall be effective immediately. The time between elections and January 1, the incoming directors shall serve as ex-officio as provided by Article VI.

4. **Duties and Power.** The board of directors is responsible for regular business of the WPCHS, establishing and maintaining policies and procedures, and management of affairs, property and interests. The board of directors is responsible for hiring and managing employees, setting and tracking annual budgets, and ensuring the corporation meets all state and federal rules and regulations and remains a not-for-profit corporation in good standing. Other duties as assigned by the board of directors. No director has authority over another director.

5. **Code of Conduct.** Directors are required to comply with the following code of conduct guidelines. Failure to comply may result in disciplinary action or removal from the board. Directors will:
   a. Uphold the WPCHS bylaws.
   b. Treat everyone with kindness, courtesy, dignity and respect, including on personal social media platforms.
   c. Commit to staying on topic during meetings and providing relevant information without personal comments.
   d. Listen to all points of view and engage in respectful discussions with all community members.
   e. Not harass, discriminate or make threats, or use inflammatory language, verbally or in writing, including on personal social media platforms.
   f. Not disclose any confidential information related to WPCHS or its clients or partner organizations, except as provided for in executive session.
   g. Use discretion regarding alcohol and cannabis consumption while representing WPCHS and on personal time when interacting with the community. (Note - Use of illegal substances is prohibited.)
   h. Not engage in political or religious discussions while representing the WPCHS.
   i. Not commit or attempt to commit any action that would violate any federal, state or local criminal law, statute or ordinance.

6. **Attendance.** Directors are expected to attend all meetings. Absence from a noticed meeting shall be provided in writing or verbally to the President and Secretary at least one (1) day before the meeting. Any director with three (3) or more unexcused absences or at least (6) excused absences in one (1) calendar year may be removed pursuant to Subsection 8 below.

7. **Resignation.** Any director may resign for any reason and at any time by written or verbal notice to the President and Secretary.

8. **Removal.** Any director may be removed should they violate the bylaws or policies by two-thirds (⅔) vote of the directors at a meeting where a quorum is present or by 25% vote of the members present in person at a general membership meeting. A director who is considered for removal shall be noticed at least three (3) calendar days before the meeting where removal shall be considered. The director considered for removal shall be allowed to provide written rebuttal prior to the meeting and shall be allowed at least three (3) minutes to provide a verbal rebuttal prior to a vote. Any director removed shall be afforded a written explanation regarding the reasons for the removal, including citation of the bylaw sections violated. The decision shall be final and effective immediately. No director may be removed based on race, religion, disability, sexual orientation or other state or federally protected classification.

9. **Vacancies.** Should a director leave the board for any reason, including removal, before their term is expired, the remaining directors may replace the director by simple majority vote of the remaining sitting directors at a meeting where a quorum is present. The new director shall serve the remainder of the vacated term.

10. **Liability.** No director shall be liable for any debt, obligation, or liability of the corporation.

ARTICLE VI - OFFICERS

1. **Elections.** At the first board of directors meeting of the calendar where a quorum is present, the officers of the board shall be elected by simple majority vote of the directors. To elect an officer there shall be a motion by one director and a second by another; and the nominated director must accept the nomination before a vote may be taken. If the nomination is not accepted no vote may be taken and the motion shall die. Election of officers is effective beginning on January 1, unless otherwise stated.

2. **Terms.** Officers shall serve a term of one (1) calendar year ending on December 31. Officers may be elected to the same office with no limitation on terms served.

3. **Roles and Responsibilities.** The officers of the WPCHS shall consist of the following officers. "Point of contact" shall mean the supervisor of assigned staff and volunteers in the day-to-day business as specified by the adopted annual work plan. The Director point-of-contact shall be authorized to approve expenditures not to exceed $1,000.00 per month without board approval. Disciplinary actions may only be taken by the board, not by the point-of-contact.

    a. **Chairman.** The Chairman shall be optional. The Chairman shall preside over all meetings to ensure the bylaws and procedures are followed. The Chairman shall set the agenda in collaboration with the President and Secretary. Other duties as assigned by the board of directors.

    b. **President.** The President shall preside over meetings when there is no Chairman or the Chairman is absent. The President shall serve as the point of contact for the museum employees and volunteers, the point of contact for special museum exhibits, such as art installments, and the point of contact for the marketing coordinator. Other duties as assigned by the board of directors.

    c. **Vice President.** The Vice President shall conduct the duties of the President when the President is absent. The Vice President shall serve as point of contact for the visitor center employees and volunteers and point of contact for facilities maintenance and improvements. Other duties as assigned by the board of directors.

    d. **Secretary.** The Secretary shall maintain the records of the corporation, shall take meeting minutes and shall make meeting minutes available to all members, shall maintain the members in good standing and mailing list, and shall maintain the use calendar for the building(s) and grounds. The Secretary shall be responsible for noticing meetings. Other duties as assigned by the board of directors.

    e. **Treasurer.** The Treasurer shall maintain the budget and financial records of the corporation and shall make the records available to all members. The Treasurer shall maintain the record of members in good standing. The Treasurer shall serve as point of contact for the bookkeeper.

Other duties as assigned by the board of directors.

f. **Ex-officio.** Officers-elect and outgoing officers are considered ex-officio and may attend board of director meetings to participate in discussions and deliberations, but shall not participate in voting, nor may they attend executive meetings. Outgoing officers may serve, but are not required to serve, as ex-officio for one (1) calendar year and then may participate only as a member.

4. **Delegation of Duties.** The point of contact duties of the officers may be redistributed by simple majority vote of the directors at a meeting where a quorum is present.

5. **Resignation.** Any officer may resign from their position by written or verbal notice to the President or Vice President. An officer may resign from their office without resigning from the board.

6. **Removal.** See Article V removal of board members. Removal applies to all officers, including ex-officio officers.

7. **Vacancies.** See Article V vacancies of board positions.

ARTICLE VII - TRUSTEES

1. **Trustees.** If the board of directors includes more than five (5) members, the directors may choose at their discretion to elect trustees who are not officers. The number of trustees shall be not more than three (3). Trustees shall be responsible for auditing the financial records and reviewing adherence to adopted policies and procedures. If audits occur, the audit shall be done annually in January for the preceding calendar year and the results shall be presented to the board of directors at a meeting where a quorum is present. Other duties as assigned by the board of directors.

2. **Resignation.** Any trustee may resign from their position by written or verbal notice to the President or Vice President. An trustee may resign from their position without resigning from the board.

3. **Removal.** See Article V removal of board members. Removal applies to all officers, including ex-officio officers.

4. **Vacancies.** See Article V vacancies of board positions.

ARTICLE VIII- POLICIES AND PROCEDURES

The board of directors shall establish any policy or procedure necessary for the normal operations of the WPCHS. Policies and procedures may be adopted by simple majority vote of the directors at a meeting where a quorum is present. Once established, policies and procedures may be amended, superseded or terminated by two-thirds (⅔) vote of the directors at a meeting where a quorum is present.

ARTICLE IX - COMMITTEES

1. **Establishment.** The board of directors may establish a committee by simple majority vote at a meeting where a quorum is present. To establish a committee the board of directors shall approve a scope of work, timeline and budget, if necessary, and shall assign one director to serve as chair of the committee.

2. **Membership.** Committees are open to all members. Non-members may also serve on a committee

when deemed appropriate by the board of directors. When a committee is established, the secretary may solicit volunteers to serve on the committee.

3. **Roles and Responsibilities.** One director shall serve as the chair of the committee. At the first committee meeting, the committee members shall elect a secretary of the committee by simple majority vote and the secretary is responsible for taking meeting minutes. The committee members are responsible for carrying out the scope of work within the adopted timeline and budget. The committee may request that the board of directors consider amendments to the scope of work, timeline or budget, which may be approved by simple majority vote of the directors at a general membership meeting or board of directors meeting where a quorum is present. Note, if a quorum of board members is serving on the committee that shall not be considered a quorum for the purposes of amending the scope of work, timeline or budget.

4. **Committee Meetings.** Committee meetings may be held without notice at a date, time and place determined by the committee members. Meetings shall follow Article IV procedures. Meeting minutes shall be taken.

5. **Reporting.** The committee secretary shall provide meeting minutes to the board of directors at a regular meeting. The committee chair shall provide a verbal summary of decisions made by the committee during reporting on the agenda at a regular meeting.

6. **Disillusionment.** A committee shall be disbanded when the committee scope of work has been fulfilled, by simple majority vote of the directors at a meeting where a quorum is present or when there are less than two (2) members serving on the committee.

ARTICLE X - RECORD KEEPING

1. **Fiscal Year.** The fiscal year shall be January 1 through December 31 of each calendar year.

2. **Financial Records.** The treasurer shall be responsible for maintaining financial records, completing and filing state and federal taxes and maintaining the federal non-profit status. A treasurer's report that includes monthly balances, withdrawals and deposits shall be provided to the board of directors at every regular meeting. A year-to-date treasurer's report shall be made available at each general membership meeting. All financial records shall be kept for a period of seven (7) years or as required by state or federal law. If trustees are elected, the financial records shall be made available for auditing purposes.

3. **Meeting Notes.** The secretary shall be responsible for maintaining meeting notes. Each meetings' notes shall be made available to the board of directors at the following regular meeting for review and approval. Meeting notes where no votes were taken shall be kept for a period of seven (7) years; meeting notes where votes were taken shall be kept indefinitely.

4. **Policies and Procedures.** The president shall be responsible for maintaining the adopted policies and procedures. All adopted policies and procedures shall be available for reference at all regular meetings. Policies and procedures shall be kept indefinitely or until superseded or terminated.

5. **Inspection of Records.** Records shall be made available for review at all regular meetings. Any members shall have the right to request to inspect the records. Any member may request a copy of the records; for copies of more than 10 sheets of paper the member shall be charged $0.40 per sheet of paper. All requests must be in writing to the president and secretary.

ARTICLE XII - DISSOLUTION

1. **Private Foundation.** In the event that the WPCHS fails to qualify as a non-profit organization under federal tax laws and is considered a private foundation, the WPCHS shall conform to all applicable state and federal rules and regulations that apply to a private foundation.

2. **Full Closure.** In the event that WPCHS fully closes as a corporation or private foundation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

ARTICLE XIII - AMENDMENTS

The articles of incorporation or the bylaws may be amended by two-thirds (⅔) majority vote of the board of directors at a meeting where a quorum is present.

ARTICLE XIV - INDEMNIFICATION

Any director, member or employee of the Corporation shall be indemnified and held harmless to the full extent allowed by law. The corporation may, but is not required to obtain insurance providing for indemnification of directors, officers, and employees.

Certified to be the Bylaws of the corporation adopted by the Initial Board of Directors on July 17, 2006.

Janice Grose
Secretary

As amended:

Date	President Signature	Secretary Signature
1-14-2026	Tracy Graham	Janice Bowen Grose