

PROPOSED
PIONEER ASSOCIATION OF THE STATE OF WASHINGTON
BY-LAWS
October 2009

Article I

The name of the Association shall be: Pioneer Association of the State of Washington.

Article II

The headquarters and principal meeting place of the Association shall be in the Pioneer Hall, located at 1642 43rd Avenue East in the City of Seattle, King County, Washington, which was entered in the National Register of Historic Places on June 5, 1970, under the provisions of the Historic Sites Act of August 21, 1935. Pioneer Hall is owned by the Association and shall be maintained by the Association as a depository and museum for all books, records, archives, pictures, recordings and other historic memorabilia deposited with the Association for safekeeping and preservation and for display to the public. Loans to other historical organizations and museums may be made upon approval of the Board.

Pioneer Hall shall be open to the public on regularly scheduled dates as determined by the Board of Trustees.

All of the official records of the Association shall be maintained at Pioneer Hall except the current records of the Treasurer and the Membership Secretary which may be kept at their respective place of residence or place of business.

Article III

All persons who were residents of the Territory of Washington prior to its becoming a State on November 11, 1889, and the lineal descendants of such residents, over 18 years of age shall be eligible for voting membership in the Association.

Persons who are not otherwise eligible shall be eligible to become Associate Members with no voting privileges.

Persons who are children of members of the Association and under the age of 18 shall be eligible to become Junior Members, without voting privileges, by the payment of a one-time enrollment fee with their application and shall be eligible to become voting members at the age of 18 by the payment of annual dues.

Annual dues shall be established by a two-thirds majority vote of the Board of Trustees. The annual dues for Voting Members and for Associate Members shall be set at the same rate, payable on January July 1st of each calendar year. ~~(Associate Members who are in good standing on the effective date of this paragraph shall continue to be assessed annual~~

~~dues at the rate of one half of the dues of the Voting membership.)~~

The fee for a Life Membership shall be ~~fifteen~~ ten times the current annual dues for an adult member, payable as a single payment or in ~~three~~ two equal annual installments.

Members who have completed fifteen years of membership in good standing and who have attained the age of ~~70~~ 85 years may request Emeritus status. Emeritus members receive full membership benefits but pay no annual dues.

No member delinquent in the payment of dues shall be entitled to vote in the proceedings of the Association and any member delinquent for two successive years may be dropped from the membership rolls.

Article IV

The officers of the Association shall be the President, a ~~First~~ Vice-President for Program, a ~~Second~~ Vice-President for Membership, a ~~Third Vice President~~, a Secretary, a ~~Membership Secretary~~, a Treasurer, an Historian and a Board of Trustees.

The Board of Trustees shall consist of ~~twelve~~ nine elective trustees and shall include all other elected officers during their term of office and shall also include the immediate Past-President for a ~~three year term upon retiring from office~~.

The terms of all newly elected officers shall commence on the first day of July of each year and shall be for one year except the trustees, who shall be elected for three-year terms to be staggered so that only ~~four~~ three trustees will be elected or re-elected each year.

~~Each President may appoint Area Representatives, to serve during such President's term of office, to promote the enrollment of new members, encourage the establishment of local chapters of the Association and coordinate the activities of the Association with other local associations formed for like or similar purposes, in accordance with directions of the Board of Trustees. Such Area Representatives, so appointed, shall not become ex-officio members of the Board of Trustees but shall be eligible to serve as elective trustees.~~

~~After the establishment of a local chapter of the Association by the adoption of By Laws not inconsistent with the By Laws of the Pioneer Association and the election of officers and trustees for such a local chapter and the filing of a written report with the President of the Pioneer Association, each President of such a local chapter, or an alternate designated by such chapter President by written notice to the President of the Pioneer Association, shall serve concurrently as a Regional Vice President of the Pioneer Association and as an ex-officio member of the Board of Trustees of the Pioneer Association to coordinate the activities of such local chapter with the officers and trustees of the Pioneer Association.~~

Article V

A Nominating Committee will be selected at the Annual Meeting of the Association. It will consist of three members, two of whom will be selected from among the Trustees with expiring terms and one of whom will be selected at-large by the membership in attendance at the Annual Meeting. The President for the new fiscal year will select one of the three members of the Nominating Committee to serve as its chair for the next cycle of preparing the slate of officers. The newly organized Nominating Committee will be introduced to the full board at the first meeting of the trustees for the new program year.

Article VI

At least 45 days before the regular annual meeting the Nominating Committee shall certify to the Secretary and the Board one or more names for each position to be filled by election at the the annual meeting. ~~The nominees for the Board of Trustees shall include at least one member who is also a member of The Daughters of the Pioneers of Washington unless such a member is in office and holding over on the board.~~

Other nominations for both officers and trustees may be made from the floor at the annual meeting provided each person so nominated delivers to the Secretary a written notice of consent to the nomination prior to the taking of votes.

The method of voting for the election of officers and trustees and members of the Nominating Committee shall be either by raising the right hand, to remain raised until counted, or by rising and remaining standing until counted. The nominee for each position receiving the ~~majority~~ greatest number of the votes cast shall be declared elected. If there are no contested positions, the President may declare the proposed slate of nominees elected by acclamation after the making and passage of a motion therefore.

Article VII

Meetings of the Board of Trustees shall be held at Pioneer Hall or such other place and at times or dates designated by the President. At least ten days advance written notice of such meetings shall be mailed to all officers and trustees by the President or the Secretary, including information concerning any special business to be considered at the meeting.

~~Eleven~~ Nine members of the Board of Trustees shall constitute a quorum for the transaction of business. The Immediate Past President shall only vote to break a tie.

Vacancies in any office, including the trustees, caused by death, resignation, sickness or other disability, or failure to serve, shall be filled by a majority vote of the Board of Trustees, who shall have the authority to declare a vacancy on account of any of the foregoing causes and its action relative thereto shall be exclusive and final.

Article VIII

The regular annual meeting of the members of the Association shall be held at Pioneer Hall each year on a date, between the first day of May and the first day of July of each year, to be set by the Board of Trustees. At least 30 days prior to that date a written notice thereof shall be mailed to all members in good standing by the Membership Secretary. Such notices shall contain information concerning any special business to be considered at the meeting and also the list of nominees which has been certified to the Secretary and the Board by the Nominating Committee for election at the meeting.

Article ~~VIII~~ IX

A special meeting of the members of the Association may be called by the President with concurrence of at least ten members of the Board of Trustees. At least 15 days prior to the date thereof, written notice thereof shall be mailed to all members in good standing by the Secretary specifying the purpose of such meeting and only such business shall be transacted at such special meeting.

Article IX

The presence of ~~forty~~ twenty-five voting members in good standing shall constitute a quorum for the transaction of business and/or the election of officers and trustees at both regular and any special meetings.

The President shall preside at all regular annual meetings and all special meetings and all meetings of the Board of Trustees. In the absence of the President the ~~first one of the First, Second and Third~~ Vice-President for Program s being present shall preside.

The Secretary shall keep the minutes of all regular annual meetings and all special meetings and all meetings of the Board of Trustees and shall mail copies thereof to each officer and trustee promptly after such meeting.

Except as otherwise specifically provided herein, the duties of all elective and appointive officers shall be as prescribed ~~therefor~~ in Roberts Rules of Order, newly revised.

Article XI

~~The Membership Secretary~~ The Vice President for Membership shall be responsible for marketing the Association, issuing membership applications for each class of membership, acknowledging new members and generally promoting membership growth. ~~The Membership Secretary~~ Vice President for Membership shall maintain an accurate list of current Life Members, and shall issue periodic directories of the Association membership. When Junior Members attain the age of 18, the ~~Membership Secretary~~ Vice President for Membership shall notify them of their eligibility for membership as a full Voting Member. ~~The Membership Secretary shall issue periodic directories of the Association Membership.~~ This officer also shall supervise recovery of mail and

messages from Pioneer Hall on a timely basis.

The Vice President for Membership shall see that individual dues notices are distributed to each Voting and Associate Member during the month of July. Each dues response form shall offer separate lines on which to enter dues payments and donations to restricted funds of the Association. At least once each year, Life Members shall be given an opportunity to make a contribution to one or more restricted funds of the Association.

Article XII

The Treasurer shall be the custodian of all funds of the Association and shall deposit them in such bank or banks as may be selected with the approval and consent of the Board of Trustees. Surplus funds may be invested by the Treasurer in United States Government or Washington State bonds or general obligation municipal bonds in this state or in Federally insured bank accounts or certificates of deposit, but only after approval of the Board of Trustees. Before entering upon the discharge of his or her duties the Treasurer shall give a surety bond to the Association in an amount fixed by the Board of Trustees and the Association shall pay the cost of the surety bond.

~~The Treasurer, working with the Membership Secretary, shall see that individual dues notices are distributed to each Voting and Associate Member during the month of July-November. Each dues response form shall offer separate lines on which to enter dues payments and donations to restricted funds of the Association. In March of each year, individualized delinquency notices shall be sent to all members in arrears. At least once each year, Life Members shall be given an opportunity to make a contribution to one or more restricted funds of the Association.~~

The Treasurer shall prepare a budget for the operations of the Association and present it to the Board of Trustees for approval at the first meeting of the fiscal year. The Treasurer shall pay all of the current bills of the Association, including salaries, utilities such as phone and heat, postage, printing and any other recurring expenses arising from emergencies. Any other disbursements not otherwise identified in the approved operating budget and involving an expenditure a sum in excess of \$500 shall require approval of a majority of the Board of Trustees.

The Treasury shall include the following funds, separate for accounting purposes but not necessarily in separate bank accounts or other investment:

Building Fund for the purpose of maintaining and improving Pioneer Hall, the funding for which shall be obtained by donations to the fund and/or by action of the Board of Trustees.

Lifetime Dues Trust Fund which shall include all dues paid by members for Lifetime Memberships and which shall be deposited in an account to serve as a

permanent income-producing trust fund for the Association.

A General Fund to include all other monies received by the Association, including dues from all classes of membership other than lifetime memberships. It shall be used for the payment of all expenses involved in the operation of the Association, ~~including all disbursements other than those covered by the Building Fund.~~

Such other restricted funds as may be created by the Board of Trustees from time to time, with well-defined purposes.

Money may be loaned from one fund to another by action of the Board of Trustees. Repayment of such loans shall include interest equivalent to what the money would have earned in its regular fund unless such interest is waived by action of the Board of Trustees.

At the end of each fiscal year all or a portion of the interest income of the Lifetime Dues Trust Fund for such fiscal year shall be transferred to the General Fund to wholly or partially offset the non-payment of annual dues by lifetime members.

Article XIII

The fiscal year of the Association shall run from May 1 to April 30 of the following year. Prior to April 30, the President shall appoint an auditing committee which shall be charged with the responsibility of having the books of the Treasurer and the books of the Membership Secretary audited as of April 30. The auditing committee may secure the services of a professional accountant to perform the actual audit. At the annual meeting the auditing committee shall file the written report together with a written recommendation of action they may deem advisable with reference thereto.

The Board of Trustees shall receive all proposals for the donation of any lots or parcels of land or other thing of value and shall include in a report such proposals together with a recommendation pertaining thereto. The Board of Trustees shall, however, have authority to accept for the Association all gifts or donations of personal property to be used or kept in furtherance of the purposes of the Association. The Board of Trustees shall have control, subject to the approval of the Association, of all the business of the Association, but no contract shall be finally concluded for the purchase or sale of any real estate, nor shall any debt, except as set forth in Article XI or in an emergency, be contracted without the action of the Board of Trustees in the matter. The Board of Trustees may create committees and define their duties. Such committees shall be appointed by the President subject to the approval of the Board of Trustees. Pioneer Hall cannot be sold except by a vote of two-thirds of the members voting at a special or annual meeting.

Article ~~XIII~~ XIV

The Historian shall maintain the archives of the Association and supervise the maintenance of the museum collections. This officer will supervise the collection and retention of membership applications, family histories, photographs, books, diaries, obituary notices and other materials of historical and genealogical interest. The Historian will facilitate access to Association files for legitimate research endeavors.

Article XIV

No political, racial or sectarian question shall be introduced or debated at any meeting of the Association. This Association is formed for purely historical, educational and charitable purposes. No substantial part of its activities shall consist of carrying on propaganda nor attempting to influence legislation. No member shall own any part of its assets or be entitled to any distribution thereof. In the event of dissolution, all of the assets of the Association shall be distributed to such historical, educational, charitable or governmental agencies as a majority of the members shall at that time determine.

Article XVI

The order of business at the annual meeting of the Association shall be as follows:

1. Roll Call of the Board of Trustees.
2. Reading of minutes of previous meeting.
3. Report of the actions of the Board of Trustees.
4. Report of the Treasurer.
5. Report of the Membership Secretary.
6. Reports of special committees.
7. Admission of new members.
8. Unfinished business.
9. Tribute to deceased members.
10. New business.
11. Report of the Nominating Committee.
12. Election of Officers, Trustees and Nominating Committee.
13. Special order of business and entertainment.
14. Adjournment

Article XVII

These By-Laws may be repealed, altered or amended at any Annual Meeting of the Association or at any Special Meeting called for that purpose, by a vote of two-thirds of those voting. If any amendment or amendments are sought to be made at a Special Meeting, they must be proposed in writing and a copy thereof filed with the Secretary and a copy thereof must be included with the call for such Special Meeting, which call or notice shall be sent by mail to each member at least ten days prior to the meeting.

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| Adopted 5 June 1934 | Committee: Blake D Mills, Judge W D Bell and Ivan L Hyland |
| Amended 22 June 1968 | Committee: Everett W Fenton, Vaughn Brown, Waldyn L Gibbon, Henry G Runkel, Jr., Earl A Phillips and Thomas A Sroufe |
| Amended 6 June 1970 | Committee: Albert Balch, Thomas A Sroufe and Earl Phillips |
| Amended 28 June 1980 | Committee: Charles W Hallstrom, Henry G Runkel, Jr. and Earl A Phillips |
| Amended 17 Nov 1984 | Committee: Charles W Hallstrom and William E Parker |
| Amended 23 March 1985 | Committee: William E Parker and Charles W Hallstrom |
| Amended 24 June 1989 | Committee: Richard L Linkletter and Charles W Hallstrom |
| Amended 24 June 1995 | Committee: Gary A Zimmerman and Barbara Krohn |
| Amended 27 June 1998 | Committee: Gary A Zimmerman, Barbara Krohn, and Christine Siddons |
| <u>Proposed 23 Sep 2009</u> | <u>Committee: Gary A Zimmerman, David Brazier and Jeff Christensen</u> |
| <u>Approved 17 Oct 2009</u> | Board of Trustees -> to submit to membership |

~~1998 Edition of the By Laws of the Pioneer Association of Washington~~