

(Revised and Adopted 1/15/2021)

**BY-LAWS  
of the  
Owyhee County Historical Society  
Murphy, Idaho 83650**

PREAMBLE

In order to establish a non-profit, non-political, non-sectarian historical society, the Owyhee County Historical Society, Inc. adopts the following by-laws.

ARTICLE I  
NAME

The name of this society shall be the Owyhee County Historical Society, Inc.

ARTICLE II  
PURPOSE

The purpose of this society shall be to investigate and preserve for future generations any kind of historical records, documents, sites, buildings, articles and artifacts pertaining to Owyhee County, to provide a library and museum complex; to promote interest in and a concern for Owyhee County history; to bring together those people interested in this history; to promote a better understanding of Owyhee County's role in the history of our state and nation; and to sponsor an effort to instill in school children, as well as adults, an appreciation of our American heritage.

ARTICLE III  
MEMBERSHIP

Section 1. Membership in the Society shall be unlimited.

Section 2. Membership in this Society shall be open to any person interested in Owyhee County and its history who applies for membership and who pays, or causes to be paid, the prescribed dues. This membership shall be non-transferable.

Section 3. Membership in this Society shall be set by resolution of the Board of Directors and consist of, but not limited to five classes:

- A) *Regular Members*: Individuals, couples or families.
- B) *Supporting Members*: Individuals, couples or family members who would like to give special support.
- C) *Associate Members*: Firms, associations, and other organizations wishing to make a yearly pledge of support. Each associate member has a voting privilege. The Society will

issue, to each associate member, a certificate and a stamp for each year the group renews its contribution.

- D) *Life Members*: Anyone may become a life member by paying the amount set by the Society. Life members are entitled to all benefits accorded regular members. The Society will issue a certificate suitable for framing to each life member.
- E) *Honorary Members*: A life membership shall be given to any member 80 years of age who:
  - 1) was born in Owyhee County, or
  - 2) is living within Owyhee County at the present time, or
  - 3) has been a member of the Society for 20 years.

Section 4. Any individual may join, or a former member may rejoin, by payment of current dues.

Section 5. The members of this non-profit corporation shall not be personally liable for the debts, liabilities, or obligations of this corporation.

Section 6. The Museum Director and/or museum staff shall keep records and send notices when it is time to renew membership. Membership dues shall be payable on the anniversary date of initial membership or at a date to be set.

#### ARTICLE IV DUES

Section 1. The amount for dues for the next fiscal year shall be set at the Annual Meeting of the Society for all categories of memberships.

Section 2. Honorary members shall not be assessed for dues.

#### ARTICLE V MEETINGS

Section 1. Regular meetings of the Society shall be held on the third Friday of alternate months, beginning with January. The President may designate a place outside of Murphy, Idaho for any regular meeting. The location of such meeting shall be announced at the immediately preceding regular meeting and in the BULLETIN that is published immediately prior to such meeting.

Section 2. The regular meeting of the Society held in November of each year shall be known as the Annual Meeting and shall be for the purpose of electing officers, of receiving annual reports of officers and committees, and of any other business that may arise.

Section 3. Special meetings shall be called by the President of the Board of Directors, or by the petition of fifteen (15) members and presented to the President.

- A) The President shall have museum staff send notice to members at least ten (10) days previous to the meeting, stating time, place and subject thereof.

B) No business other than stated in the notice shall be transacted.

Section 4. A quorum shall consist of fifteen (15) members of the Society in good standing.

- A) Each member eighteen (18) years of age or over shall be entitled to one vote in any meeting of the Society.
- B) Eligible voters shall be determined by the membership records.
- C) Proxies shall not be accepted.

ARTICLE VI  
OFFICERS AND DUTIES

Section 1. The officers of the Society shall be a president, a vice-president, a ~~recording secretary~~, and a treasurer.

**Commented [TN1]:** There used to be two different secretary positions but now there is only one so it made sense to remove "recording" and just leave secretary.

- A) *The President* – He/she is a member of the Board of Directors for his/her term of office and will continue to be a board member while being the previous past-president. He/she may appoint a parliamentarian to assist with meetings. The President will vote only in case of a tie.
  - 1) Other duties may include:
    - a) Preside at all general and special meetings of the Society and Board of Directors;
    - b) Appoint chairpersons of standing committees;
    - c) Submit a written report to the Editor for each Bulletin issue;
    - d) Make an annual report of the activities and accomplishments of the Society;
    - e) Be an ex-officio member of all standing committees;
    - f) Appoint a Society member to fill any vacancy that should occur from the resignation of any officer.

B) *The Vice-President* shall assume the duties of the president in the event of his/her absence, incapacitation or resignation.

C) The *Secretary* shall keep the minutes of all meetings of the Society and the Board of Directors and said minutes shall be kept in an official file in Society records; The Secretary shall be a voting member of the Board of Directors, for his/her term of office.

1) Other duties may include:

- a) Maintain all records for the board. This will ensure the safety and accuracy of all board records.
- b) Assume responsibilities of the chair in the absence of the President and Vice-President.
- c) May also provide notice of meetings of the board or of a committee to its members.

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D) The *Treasurer* – He/she shall attend meetings of the Board of Directors and shall be a voting member of the Board of Directors for the term of his/her office. The Treasurer shall be bonded by the Society and the books shall be audited each year as directed by the Board. The Treasurer shall undergo a background check prior to assuming duties.

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- 1) Other duties may include:
  - a) Maintain financial records in books belonging to the Society.
  - b) Receive all monies.
  - c) Issue receipts for monies.
  - d) Draw up and sign all checks for the payment of obligations of the Society.
  - e) Present a written financial report to the Society and Board at meetings.
  - f) Be responsible for all tax reports that are due the state and federal offices.

#### ARTICLE VII ELECTION OF OFFICERS

Section 1. All officers and directors shall be elected by eligible members of the Society by a plurality of votes at the November meeting of the Society.

~~Section 2. A Nominating Committee, appointed by the President, shall canvass the Society membership for nominees to fill vacancies on the Board of Directors and Society offices. A candidate for election shall be a Society member in good standing.~~

~~Section 3. Nominations from the floor by any eligible member of the Society shall be called for and accepted at any time prior to closing the nominations at the November meeting.~~

Section 24. Officers and directors shall be installed at the close of the November meeting at which they are elected and shall serve until their successors have been duly elected and installed.

Section 35. The term of office for officers of the Society shall be one year;

- A) Not to exceed 5 consecutive years and
- B) Only past or present Board members are eligible to be President.

#### ARTICLE VIII BOARD OF DIRECTORS

Section 1. The Board of Directors shall be responsible for continuity in the affairs of the Society between general meetings. The Board of Directors and/or Museum Director shall be responsible for all fund raising activities. The Board and/or Museum Director shall present a report of activities at each meeting of the Society. The Board and/or Museum Director shall recommend a general program of activities for the ensuing year at the January meeting. The Board shall decide questions of policy.

All affairs of policy, other than routine matters, shall be presented to the Board of Directors in writing and studied before presentation to the membership.

Section 2. The meetings of the Board of Directors shall be held during the third week of every month when there is no regular Society meeting.

**Commented [TN2]:** These two sections were moved under Article IX to clarify that these provisions apply to the election of all board members, not just officers.

- A) Special meetings of the Board may be called by the President or by a quorum of members of the Board.
- B) Five (5) members of the Board of Directors shall constitute a quorum.
- C) The Board President shall appoint a substitute in case he or she plans to be absent.

Section 3. The Board of Directors and/or Museum Director shall present a proposed annual budget to the County Commissioners, which shall include the sum requested from the County. The Board and/or Museum Director shall be required to make available a proposed annual Society budget.

Section 4. The President, with the approval of the Board of Directors shall recommend a Museum Director to the County Commissioners to be hired by Owyhee County. The Board of Directors, or person designated by the Board of Directors, shall supervise the work of the Museum Director.

Section 5. Each year the Board shall arrange for an audit of the financial records of the Society.

Section 6. Any Board member working with museum finances shall submit to a background check prior to any such work.

Section 7. In the event that any Board member of the Society fails to attend three consecutive regular Board meetings without serious and valid reasons for such failure to attend, it shall be assumed that he/she has resigned and he/she shall be replaced in the manner directed by the By-Laws.

ARTICLE IX  
ELECTION OF BOARD OF DIRECTORS

Section 12. A Nominating Committee, appointed by the President, shall canvass the Society membership for nominees to fill vacancies on the Board of Directors and Society offices. A candidate for election shall be a Society member in good standing who meets the qualifications of the board member guidelines.

Section 12. The Board of Directors shall consist of six (6) elected members ~~plus~~and the President, the Vice President, the immediate Past-President, the Treasurer, and the Secretary. If the current President of the Society is re-elected, there is no Past-President and the position remains vacant.

Section 23. The terms of office for the six (6) elected Board Directors shall be three (3) years but not to exceed two consecutive terms.

Section 34. Nominations from the floor by any eligible member of the Society shall be called for and accepted at any time prior to closing the nominations at the ~~November~~September membership meeting.

**Commented [TN3]:** This is an addition. We will review the proposed board member guidelines with the entire membership again.

**Commented [TN4]:** We thought this would make it more clear that the board consists of at least 10 members—regular board members “plus” officers.

**Commented [TN5]:** We wanted to do this at an earlier meeting so there was time for applications, interviews, and background checks (if necessary).

- A) ~~Two (2) Following interviews and successful background checks, D~~irectors shall retire and two (2) shall be elected by the Society at the November meeting.
- B) In the event of a vacancy, the remaining Directors shall appoint a successor from among the eligible Society members.

**Commented [TN6]:** This number doesn't stay consistent with board members moving into officer positions or retiring from the board so it seemed best to remove it, and add that elections will follow interviews and successful background checks.

ARTICLE X  
MUSEUM DIRECTOR

Section 1. It shall be the duty of the Director of the Owyhee County Historical Museum to plan, organize, and direct all responsibilities pertaining to the Museum, at the discretion of the Board of Directors.

Section 2. The Director shall supervise all employees, supply a job description for each employee, and direct their work. He/ She will also appoint the chairpersons of the Library, Education, collections, and Publications Committee. Each committee chairperson may select other Society members to serve on these committees.

Section 3. Upon notification from the County Budget Officer, the Museum Director and staff shall prepare an estimated annual County budget and submit it to the Board of Directors for approval.

Section 4. The Museum Director will oversee maintaining the records for membership for the Society.

Section 5. The Museum Director and/or staff shall have charge of all papers and records of the Society and shall maintain an official file of Society records in a secure location.

Section 6. The Museum Director and/or staff shall handle the correspondence of the Society and any special correspondence as directed by the President; shall send out notices of annual dues to members.

Section 7. The Museum Director shall be responsible for keeping track of families of early Owyhee County people and for collecting oral history accounts. The Museum Director and/or staff shall verify qualifications for Honorary memberships.

Section 8. The Museum Director shall be responsible for public relations and presenting activities of the Owyhee County Historical Society to the public.

Section 9. The Museum Director shall be bonded.

ARTICLE XI  
COMMITTEES

Section 1. The Society shall have such standing committees as are required for the proper functioning of the organization and the accomplishment of its objectives.

- A) *Field Trips Committee* shall be responsible for arranging field trips or tours to historic places. A tentative schedule for the ensuing year shall be submitted to the Board of Directors and the membership as soon as possible.
- B) *Membership Committee* shall be responsible for actively encouraging membership in the Society.
- C) *Human Resources Committee* shall be responsible for handling concerns brought by employees or the Museum Director, and ensuring that the organization is following local, state and federal laws and best practices relating to employees.
- D) *Finance Committee* – see Article XII
- E) *Publication Committee* – oversees the creation and printing of the yearly printing of the Owyhee Outpost publication.

Section 2. Committee Chairpersons may appoint other Society members as needed.

Section 3. Presidential committees, standing or special, may be appointed or eliminated by the President.

## ARTICLE XII FINANCES

Section 1. Officers, members of the Board of Directors, and all other members of the Society, other than the Museum Director, shall serve in all capacities without salaries or wages.

Section 2. The fiscal year of the Society shall coincide with the fiscal year of the County.

Section 3. The Treasurer shall oversee all monies of the Society.

Section 4. The Board of Directors shall be responsible for an annual audit of the financial records that will be prepared by a CPA.

Section 5. Finances for the operation of Society business shall come from membership dues, donations, proceeds of fund raising activities, and other sources.

Section 6. Finances for the operation of the Museum shall come from appropriations received from Owyhee County, donations, dedicated funds, and the Owyhee County Historical Society, Inc.

Section 7. A Finance Committee, consisting of the Treasurer, a Board member, and two members-at-large, appointed by the Board of Directors, shall may advise the Board of Directors in all financial matters. The chairperson shall be selected from and by the committee members. All Finance Committee members shall submit to a background check prior to assuming duties.

**Commented [TN7]:** We do not currently have a Finance Committee so we changed it to “may” advise the board, and also added the background check language.

## ARTICLE XIII AMENDMENTS

Section 1. These By-Laws may be amended **by the Board of Directors** provided that the following criteria are met:

- A) A written notice is given at least two (2) weeks before the amendment is submitted at a regular Society meeting specifying the proposed amendment for voting;
- B) The amendment is approved by two-thirds of the eligible members voting.

**Commented [TN8]:** We added this to clarify who can change the by-laws.

#### ARTICLE XIV

##### ORDER OF BUSINESS FOR GENERAL MEETING

Roll call of officers

Reading of the minutes of the previous meeting and their approval.

Treasurer's report

Introduction of visitors

Committee reports (if necessary)

Museum Director's report

Unfinished business

New business

Adjournment

Post-meeting activities:

A) Program

B) Refreshments

#### ARTICLE XV

##### PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Revised, shall be the parliamentary authority in procedures not covered by the By-Laws of the Society. The OCHS By-Laws proceed all other written Society policies.

#### ARTICLE XVI

##### DISSOLUTION STATEMENT

As this Society does not, and shall not, operate for monetary gain or profit, in the event of the dissolution of this Society for any cause whatsoever, the last Board of Directors shall have the authority to pay all debts and obligations of this organization and to transfer all property and assets of said Society to Owyhee County, and in no event shall said property or assets be distributed in the whole or in part to any member or members of said corporation, either directly or indirectly.

Amended and approved by the OCHS membership: (January 15, 2021) supersedes all prior bylaws including: June 19, 1981; April 15, 1983; February 15, 1985; February 17, 1986; April



15, 1988; October 20, 1989; November 19, 1999; March 17, 2000; August, 2000; September 21, 2001, September 17, 2005.

