

# Lakewood Historical Society Newsletter

November/December 2006

Because Our History Matters.

## LAKWOOD HISTORY MUSEUM:

A REALITY!

## We've done it!

Lakewood Historical Society opened our first museum on Sat, Oct 21<sup>st</sup>. We had a great team of LHS members and community volunteers who contributed in getting our museum open. Our current exhibits include a time line of Lakewood area history from the 1850's to present; photos and narrative of the evolution of the property that is now Lakewood Towne Center; and dioramas of a prairie cabin and the "Lakewood Log" newspaper office.

Some exhibit areas have yet to be developed. It is not too late for you to donate that special treasure you may find as you search your attic, basement, spare bedroom and closets. We are especially interested in the things that normally are thrown away and are more recent; like calendars, menus, magazines, yearbooks, photos, etc. All of these "little things" help tell the story, especially businesses and public places that are gone but are still part of our history.

There is still plenty of time to join the team of Museum volunteers. We have just taken the first step in our Society becoming a visible presence in the community. We still need docents, catalogers and researchers to help tell our story. Please join us in this great adventure.

Museum hours for the winter are Friday/Saturday, 12-4 PM, closed major holidays.

## LHS ANNUAL MEETING

Tues, Nov 14<sup>th</sup>, 7 PM  
Lakewood Library  
6300 Wildaire Drive SW,  
Lakewood 98499

Our November meeting is not a program but rather our Annual Meeting where you will hear the progress that LHS has made in the last year. Our greatest achievement is opening our Lakewood History Museum (see accompanying article). Another big achievement is the revision of our bylaws (see enclosure). Please take the time to review these and bring your comment and questions to the meeting. It is also the time to elect our new officers and directors. I encourage you to attend so you can have the opportunity to take part in the future of our Society.

The meeting is also the kickoff for another of our fundraising endeavors. Gerrie Zeratsky has generously donated her Maui oceanfront condo for 10 days in Sept 2007. Other members have generously contributed money to cover the cost of airline tickets for two. Therefore, this is a perfect opportunity to do some early Christmas shopping. The \$5.00 raffle tickets make great stocking stuffers or a gift enclosure for your long distance friends or relatives.

This will also be an opportunity to renew your membership. The application will be sent in a separate mailing.

The Library staff is encouraging us to carpool or park in an off site so they have room for their patrons. Thank you for your cooperation.

# BYLAWS OF THE LAKEWOOD HISTORICAL SOCIETY

## ARTICLE I – NAME AND LOCATION

- Section 1. The name of this organization shall be the Lakewood Historical Society (Society).  
Section 2. The Lakewood Historical Society is a registered nonprofit Society with its principal office in the City of Lakewood in Pierce County, Washington.

## ARTICLE II – MISSION

- Section 1. The mission of the Lakewood Historical Society is to identify, preserve and perpetuate Lakewood's history through educational, cultural and literary exhibits, programs and activities that celebrate the sites and people of Lakewood and its role in the development of the Pacific Northwest.

## ARTICLE III – MEMBERSHIP

- Section 1. Membership is open to anyone interested in the mission of the Society upon payment of annual dues as delineated in the Standing Rules.  
Section 2. The categories of membership shall be Individual, Family and others as determined by the Board of Directors and recorded in the Standing Rules.  
Section 3. Each category of membership in good standing shall be entitled to vote during any general vote or election of the society.

## ARTICLE IV – MEMBERSHIP DUES AND TERMINATION

- Section 1. The dues of the Society shall be set by the Board of Directors and may be revised from time to time as warranted. Dues will be recorded in the Standing Rules.  
Section 2. Dues shall be computed on a calendar year basis and shall be paid by January 31. Members whose dues are delinquent will be declared inactive after reasonable notice and time and will lose member privileges until outstanding dues are paid.  
Section 3. Members failing to pay their dues shall be dropped from the rolls of membership at the discretion of the Board of Directors. Upon termination of membership for any reason, the former member shall have no right in the management or assets of the Society.

## ARTICLE V – NOMINATIONS

- Section 1. The Ad Hoc Nominating Committee shall consist of three (3) to five (5) members of the Society with at least one (1) current member of the Board and, when feasible, one (1) former Board member represented. The Committee shall name its own chairperson.  
Section 2. The Nominating Committee shall present a candidate for each office to be filled at least thirty (30) days prior to the annual meeting. In all cases the consent of the nominee shall be obtained prior to the preparation of ballots.  
Section 3. Nominees must be members of the Society in good standing to be candidates.  
Section 4. Additional nominations may be made from the floor provided consent of the nominee has been obtained and is reported.

## ARTICLE VI – ELECTIONS

- Section 1. Elections shall be by ballot at the Annual Meeting. All ballots received shall be opened and tallied by the Nominating Committee. A majority of votes cast shall elect. Voice vote may elect if there is only one nominee for each office. There shall be no proxy votes allowed. Results of the election shall be recorded by the Society's Secretary.  
Section 2. The Board has the discretion to offer mail-in ballots. Ballots shall be mailed to the members last known address a minimum of fifteen (15) days prior to the election. Postmarked ballots shall be received prior to the election and shall remain sealed until ballots are collected and counted.  
Section 3. The term of office shall commence at the close of the annual meeting in which elections are held.

## ARTICLE VII – BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the four (4) elected officers and nine (9) elected directors. The immediate past president shall be an ex-officio Board member.

- Section 2. All Board members must be members of the Society in good standing to be elected or appointed in the case of a vacancy.
- Section 3. The Board may appoint Emeritus directors for outstanding service to the Society based on criteria stated in the Standing Rules. Emeritus positions will be ex-officio.
- Section 4. A vacancy in any office of the Board shall be filled by appointment by the Board of Directors for the remainder of the term.
- Section 5. Meetings of the Board of Directors shall be monthly on a regular date, time and place as set by the Board. A majority of the members of the Board of Directors shall constitute a quorum.
- Section 6. All meetings must be conducted in accord with the laws of the State of Washington and the IRS code applicable to nonprofit exempt organizations.
- Section 7. All Board members are entitled to a vote. A majority of members present at a duly constituted meeting shall signify a passing motion. There shall be no proxy votes. Members may be polled to vote by phone or e-mail in unusual situations, provided a record is maintained by the Secretary and ratified at the next Board meeting.
- Section 8. The Board of Directors shall have supervision of the business and affairs of the Society and shall set policies in accord with museum standards as guidance. None of its acts shall conflict with the Bylaws or Articles of the Society.
- Section 9. No action taken by the Board of Directors shall incur debt or liability in excess of the regular or projected income of the Society.
- Section 10. The Board of Directors shall represent the Society in a professional manner at public meetings and forums concerning heritage issues and events relevant to the Society and shall foster and support a cooperative and collaborative environment between the Historical Society, the City of Lakewood, the local community, civic, cultural, social and educational institutions, and others as deemed appropriate.
- Section 11. The Standing Rules provide additional guidance for Board and Committee members. Rules are approved by the Board and may be changed by a majority vote from time to time as deemed necessary. Standing Rules are not incorporated in the Bylaws.
- Section 12. Board members shall read and sign a Conflict of Interest Statement as defined in the IRS code for nonprofit organizations.
- Section 13. The definition, limitation, and regulation of the powers of the Society, the directors, and the members as set forth in the bylaws shall regulate the internal affairs of the Society.

#### ARTICLE VIII – OFFICERS

- Section 1. The officers of the Society shall be President, Vice President, Secretary, and Treasurer and shall be elected by the membership at the annual meeting of the Society. Officers must be members of the Society in good standing.
- Section 2. The term of office shall be for two (2) years, or until a successor is elected and qualified.
- Section 3. The President and Treasurer shall be elected in alternate years to the Vice-President and Secretary to ensure continuity for the organization.

#### ARTICLE IX - DUTIES OF OFFICERS

- Section 1. The President shall:
- A. Serve as chief executive officer of the Society and shall perform such duties as are customary to the office or as assigned by the Board of Directors. In general, the President is responsible for carrying out the policies of the Board and the Society.
  - B. Sign all contracts or legal instruments unless that authority has been designated or is the responsibility of the Treasurer.
  - C. Preside at all meetings and prepare agendas for the Society and Executive Committee meetings.
  - D. Appoint Standing Committee chairpersons to serve as liaison to the Board.
  - E. Appoint Ad Hoc Committees as needed subject to approval by the Board.
  - F. Appoint an auditing committee to annually audit the Society's financial records and treasurer's reports and present its findings at the annual meeting.
  - G. Be an ex-officio member of all committees except the nominating committee.
  - H. Be the official representative of the Society at public meetings and forums concerning heritage

issues and events relevant to the Society.

- Section 2. The Vice President shall:
- A. In the absence or disability of the President, perform the duties of that office.
  - B. Monitor and assist in the implementation of special projects.
  - C. Present reports at the Board meeting for all chairpersons not present.
  - D. Assist the President in representing the Society at public meetings and forums concerning heritage issues and events relevant to the Society.

- Section 3. The Secretary shall:
- A. Record the proceedings of all meetings of the Society in a manner that establishes an official and historical record of the business and activities reported.
  - B. Be custodian of all records and retain files in an accessible location.
  - C. Oversee and/or send timely notices of the annual and any special meetings that may be called.
  - D. Conduct such correspondence as may be required by the board.

- Section 5. The Treasurer shall:
- A. Maintain accurate financial records of the Society's affairs in accord with standard accounting practices and provide regular monthly reports to the Board.
  - B. Receive and deposit all funds in a bank or banks as may be designated by the Board and disburse such funds legally due and owing as directed by the Board.
  - C. Ensure that no action is taken by the Board of Directors that shall incur debt or liability in excess of the regular or projected income of the Society.
  - D. Represent the Board as liaison with the Society's provider of insurance.
  - E. Represent the Board in receiving donations or grant funds for the Society.
  - F. Prepare financial reports and/or accounts for audit prior to the annual meeting.

#### ARTICLE X – DIRECTORS AND DUTIES

- Section 1. The Directors shall consist of nine (9) members. Directors must be members of the Society in good standing.
- Section 2. The term of office shall be three years (3) or until a successor is elected and qualified.
- Section 3. Director's terms shall be staggered in sequences of three years to provide continuity for the Society (three positions shall be elected each year for a three year term).
- Section 4. The Directors' duties are defined in Article VII, Board of Directors and in the Standing Rules.

#### ARTICLE XI – MEETINGS

- Section 1. Regular meetings of the Board of Directors shall be held monthly on a regular date and time and at a place set by the Board. A majority of the members of the Board of Directors shall constitute a quorum. There shall be no proxy votes.
- Section 2. Special meetings of the Board of Directors may be called by the President or by one-third (1/3) of the Board members to be held as designated in the meeting announcement. A majority of the members of the Board of Directors shall constitute a quorum. There shall be no proxy votes.
- Section 3. The Annual Meeting of the Society shall be in October for the purpose of electing Officers and Directors, reporting to the membership, receiving committee reports, and voting on issues presented in advance by the Board of Directors. There shall be no proxy votes. The meeting may be rescheduled by a Board Resolution if necessary.
- Section 4. Special membership meetings may be called by the President, with a majority vote of the Board of Directors, or upon written request of fifteen percent (15%) of the membership in good standing. Business shall be limited to that stated in the call for a special meeting. Twenty-Five percent (25%) of members in good standing shall constitute a quorum. There shall be no proxy votes.

#### ARTICLE XII – COMMITTEES

- Section 1. The President shall appoint the chairperson of each Standing Committee as listed in the Bylaws and shall appoint chairpersons of such Ad Hoc Committees as are applicable to the work of

- the Society or other such committees the Board of Directors may deem necessary
- Section 2. Standing Committees are those that meet on a regular basis and shall include: Executive, Finance, Membership, Fundraising, Collections, Museum, Programs and Public Relations. Standing Committee chairpersons shall be Board members; other committee members may be selected from the general membership.
- Section 3. Ad Hoc Committees are those that are short-term or meet on a less regular basis and shall include: Nominating, Bylaws, or others as deemed necessary to the work of the Society. The Ad Hoc Committee shall include one Board member as liaison to the Board. Committee members may be selected from the general membership.
- Section 4. The makeup and duties of the committees is defined in the Standing Rules and may be revised from time to time.
- Section 5. Committee Chairpersons or liaisons to the Board shall report their activity at the Board meetings and shall present their proposed budget for the following year to the Treasurer and/or the Finance Committee Chairperson by the August Board meeting of each year.

#### ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable except when inconsistent with the adopted Bylaws or Articles or any special rules of order of the Society.

#### ARTICLE XIV – AMENDMENT OF BYLAWS

- Section 1. Proposed amendments to the Bylaws may be suggested in writing by four (4) members of the Board of Directors, four (4) members of a Standing Committee, or by fifteen (15) percent of the general membership to be considered.
- Section 2. Minor changes to the Bylaws may be made at any regular meeting of the Board of Directors by a majority vote, providing that the proposed change(s) are submitted in writing to the full Board a minimum of fifteen (15) days prior to the meeting wherein the proposed change(s) are considered. Such changes shall be reported to the full membership in the Society newsletter or by other means.
- Section 3. Major changes to the bylaws must first be reviewed and/or proposed by an Ad Hoc Bylaws Committee and submitted to the Board of Directors in writing a minimum of thirty (30) days prior to the meeting wherein the proposed change(s) are considered. The Board shall review the changes in a reasonable time and may amend, and adopt the draft Bylaws by a majority vote at any regular meeting of the Board.
- Section 4: A notice of intent to change the bylaws and a summary report of the proposed change(s) shall be submitted in writing to the full membership for review and comment a minimum of fifteen (15) days prior to the meeting wherein the proposed change(s) by the Board are considered. Approved changes in the bylaws shall be reported in a timely manner to the full membership, at a general membership meeting, in the newsletter, by mail, or by other means.
- Section 5. Any approved amendment(s) to the Bylaws shall take effect at the close of the meeting wherein they were adopted.
- Section 6. A copy of the Amended Bylaws, as approved by the membership, shall be filed with the Society's permanent documents as a matter of record, and with other agencies as may be required. The Amended Bylaws shall be accompanied by a transmittal from the Secretary noting the dates and votes of the Board meeting whereupon action was taken.
- Section 7. In all cases, whenever a provision of the bylaws is inconsistent with the articles of incorporation, the provision of the articles of incorporation shall be controlling.

#### ARTICLE XV - INDEMNIFICATION

- Section 1. The Society shall indemnify, eliminate and limit the personal liability of a director to the corporation or its members, if any, for monetary damages for conduct as a director, PROVIDED, that such provision shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in

money, property, or services to which the director is not legally entitled. Further, this provision does not eliminate or limit the liability of a director for any act or omission occurring before the date when such provision becomes effective.

#### ARTICLE XVI – DISSOLUTION

Section 1. The Lakewood Historical Society may be voluntarily dissolved by a recorded vote of not less than two-thirds (2/3) of the members in good standing at a meeting attended by a quorum of the total membership. A notice of the proposed dissolution stating the reason thereof and the date, time, and place of the membership meeting shall be mailed to each member in good standing a minimum of twenty (20) days prior to the meeting scheduled to debate dissolution of the Society.

If voluntary dissolution proceedings have not been revoked, then, when all debts, liabilities and obligations of the Society have been paid and discharged, or adequate provision shall have been made therefore, including the return, where possible, of all items held on loan or with other restrictions, then all remaining property and assets shall be distributed to one or more institutions or entities chartered for the same or similar purposes as the Lakewood Historical Society and shall be comparably exempt under the Internal Revenue Code of 1986, Sections 170(c) and 501(c)(3), or the corresponding sections of any future federal tax code, or, shall be distributed to the state or local government for comparable public purposes.

Section 3. No property or any of the proceeds shall be distributed to or inure to the benefit of any directors or members of the Society.

#### APPROVAL BY BOARD OF DIRECTORS

The amended bylaws herein were approved and adopted by the Lakewood Historical Society's Board of Directors this 3rd day of October, 2006.

Signed this 3rd day of October, 2006

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Glen Spieth

President, Board of Directors, Lakewood Historical Society

Signed this 3rd day of October, 2006

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T.D. Imholt,  
Secretary, Board of Directors, Lakewood Historical Society

## 2007 Board of Directors

The following LHS members have volunteered to serve the LHS Society as Officers and Board Members for the upcoming term. Additional nominations may be made from the floor provided consent of the nominee has been obtained and is reported. All ballots received shall be opened and tallied by the Nominating Committee or their appointed representative. A majority of votes cast shall elect. There shall be no proxy votes allowed. Results of the election shall be recorded by the Society's Secretary.

### Proposed 2007 Slate of Directors

#### Executive Committee

Becky Huber – President  
Jane Whitney - Vice President  
TD Imholt – Secretary  
Gary Fowler – Treasurer

#### Past President/Ex-Officio

Glenn Spieth

#### Directors

Jack Avril  
Cy Happy  
Kris Kauffman  
Shannon Kreuger  
Brad MacGowan  
Walter Neary  
Elizabeth Poinsett  
Stephanie Walsh  
Barbara Wyatt

Thank you to the following Board Members who served as a 2006 Board Member! We appreciate your time and talents in our community.

#### Executive Committee

Glen Spieth – President  
Becky Huber - Vice President  
TD Imholt – Secretary  
Gary Fowler – Treasurer

#### Directors

Jack Avril  
Beverly Bills  
Larry Humphrey  
Cy Happy  
Wayne Herstad  
Brad MacGowan  
Walter Neary  
Elizabeth Poinsett  
Stephanie Walsh  
Barbara Wyatt

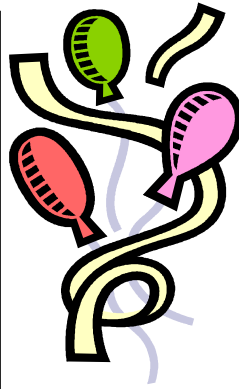
The mission of the Lakewood Historical Society is to identify, preserve and perpetuate Lakewood's history through educational, cultural and literary exhibits, programs and activities that celebrate the sites and people of Lakewood and its role in the development of the Pacific Northwest.

## Become a LHS Member Today

Tues, November 14th  
General Meeting

Lakewood Library 7:00 pm

Lakewood Library, 6300 Wildaire DR  
SW, Lakewood, WA 98499.



Have you visited our  
Lakewood History Museum?

6211 Mount Tahoma Drive  
Across from Columbia Bank

Fridays and Saturdays,  
12-4 PM,  
Closed major holidays

## Become a LHS Member Today

Join the Lakewood Historical Society today  
for only \$15 for an individual membership or  
\$25 for a family.

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