



Northwest Museum of Arts & Culture

Board of Trustees Meeting

DATE March 6, 2024

TIME 3pm

PLACE Gilkey Community Meeting Space Microsoft
Teams

CALL-IN 509-703-3314 Conference ID: 862033063#

The Northwest Museum of Arts and Culture honors the indigenous people on whose ancestral lands the museum now stands.

We recognize this as the traditional homeland territory of the Spokane Tribe. Their presence here, since time immemorial, can be seen and felt within these museum walls and in the surrounding landscapes. We thank the Spokanes, past, present and future, for sharing this space as a place for artistic and cultural expressions to be enjoyed by all.

Agenda

Northwest Museum of Arts & Culture

Board of Trustees Meeting

March 6, 2024

Gilkey Community Meeting Space + Microsoft Teams

Time	Agenda Item	Responsible	Page
3:00 pm	Call to Order, Establish Quorum	Peter Sanburn, President	
3:02 pm	ACTION: Approve Minutes 1/10/24	Peter Sanburn, President	3
3:05 pm	President's Report	Peter Sanburn, President	
3:10 pm	Open Comment Period	Peter Sanburn, President	
3:15 pm	Director's Report <ul style="list-style-type: none"> • Legislative Update • Welcome Cheryl Wilcox, ArtsWA Tribal Culture Affairs Program Manager • Update on Balazs Fundraising • Upcoming Exhibitions • May 1st Board Meeting – Join us after for champagne and cake to say thank you and farewell to Debra, Peter, Janet and Matthew 	Wesley Jessup, Director	
3:25 pm	Finance Committee Report <ul style="list-style-type: none"> • 1/31/24 P&L • Variance Explanation • Cash Flow Projections (separate attachment) 	Lukus Collins, Board Treasurer	4-5 6
3:30 pm	Prices and Hours	Rob Worstell, Dir of Education & Francis Langston, CFO	
3:35 pm	Development Committee Report	Peter Sanburn, Chair	
3:45 pm	Governance Committee Report <ul style="list-style-type: none"> • Proposed Slate of Officers (vote in May): President - Frank Velázquez Vice President- Laurie Arnold Treasurer - TBD Secretary - TBD 	Debra Schultz, Chair	
3:55 pm	Exhibitions and Collections	Kayla Tackett, Director of Exhibitions and Collections	
4:10	Ad Hoc Policies Committee: ACTION: Adopt two changes to MAC Bylaws (Section 3.1.3.3 (a) Delegated Authority & Section 3.4 Term of office First reads: <ul style="list-style-type: none"> • Contract Signature Authority FIN 106 (including the clean version because of all the redlines) • Governance Management GOV 100 	Jason Brown	7-16 17-24 25-29

Agenda

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Gilkey Community Meeting Space + Microsoft Teams

	<ul style="list-style-type: none"> • NEW Accessible Technology TEC 103 • NEW Gift Acceptance FIN 110 • NEW Digital Preservation COL 102 		30-32 33-35 36-39
4:30 pm	Ad Hoc Education Committee Report	Matthew Henshaw, Chair	
4:40 pm	Ad Hoc Community Engagement Report	Frank Velázquez, Chair	
4:50 pm	Foundation Report	Foundation Representatives, Greer Bacon & Michael Flannery	
4:55 pm	If Needed May Adjourn to Executive Session	Peter Sanburn, President	
5:00 pm	End Executive Session Call Regular Meeting to Order; Take Action If Needed	Peter Sanburn, President	
5:05 pm	Adjourn	Peter Sanburn, President	

Northwest Museum of Arts and Culture

January 10, 2024 of Trustees Meeting Minutes

Trustees Present: Jason Brown, Lukus Collins, Michael Dunn, Matthew Henshaw, Greg Hesler, Peter Sanburn, Gayle Terry, Dr. Frank Velázquez

Staff Present: Melissa Allard, Anna Bresnahan, Marit Fischer, Wes Jessup, Francis Langston, Kate Rau, Carol Summers, Kayla Tackett, Rennee Webber, Rob Worstell

Others Present: Carrie Culver (AAG), Melville Holmes

Call to order: With a quorum present, Mr. Sanburn called the meeting to order at 3:03pm

Action: Approve minutes from November 1, 2023, meeting. With a note to correct the wording in the action item to grant Mr. Jessup signatory authority to purchase the Balazs collection, Dr. Velazquez moved to approve the minutes, Mr. Brown seconded, and the motion was carried unanimously.

President's Report: Mr. Sanburn reported that the holiday events in December were a wild success. Minecraft attendance exceeded our projections 100%, with store sales exceeding budget by 178%. We are now up to 4,500 museum members. We have acquired the Harold Balazs collection, thanks in part to support from trustees. Board meetings will be every other month, allowing ad-hoc committees to meet more often. Trustee participation is critical.

Director's Report: Mr. Jessup welcomed Chief Marketing Director Marit Fischer, who will be focusing on branding. We purchased the H. Balazs collection with the promise to continue to raise funds. We have \$244,000 toward the purchase price of \$563,000. Tom Kundig, Spokane County and Avista contributed.

Finance Committee Report: Mr. Collins reports that our cash flow is looking great, with a positive variance of \$81,000 under the admission line item. Minecraft had the highest-ever per-day attendance, with over 41,000 guests. The Campbell House had over 9,000 visitors in December, three times the number for 2022.

Development Committee: Ms. Bresnahan reported that February 21 is the Business Leaders breakfast. The 2024 gala is in April, with a 1970s theme to coordinate with the Expo '74 exhibition.

Education Committee: Mr. Worstell reports that the Education Department is working to create a gallery near the Riverside (group) entrance. We will display the canoe carved by tribal members on campus over the summer of 2022. The goal is for every 4th grader in Spokane to connect with the canoe in the same way they connect with the Campbell House. Education is developing an Arts and Wellness program, which will, among other initiatives, will provide passes for families who are in Spokane supporting a loved one who is hospitalized. The beautiful documentary Our Mr. Matsuda will be shown March 14th. The very popular Dark History program will be renamed/rebranded as Stories from the Vault.

Exhibition Committee: Ms. Tackett reported that CH Curator Freya Liggett resigned; the position is posted, and we will be interviewing applicants over the next month or so.

Action: Grant Mr. Jessup authority to sign, upon AAG review, the following contracts: Kevin Coochwyte, Preston Singletary, and Samurai, Sunrise, Sunset. Dr. Velázquez moved to grant authority, Mr. Hesler seconded, and the motion was carried unanimously.

With no further business, Mr. Sanburn adjourned the meeting at 4:35pm.

Eastern Washington State Historical Society

Income Statement
For the month ending 1/31/2024

Appropriated Funds Summary						
	Current Mo. Actual	Current Mo. Planned	Variance	Fiscal YTD Actual	Fiscal YTD Planned	Variance
Revenue						
Total Revenue	0	0	0	2,031	0	2,031
Operating Expenses						
Salary/Wages/Benefits:	210,287	211,691	1,404	1,536,426	1,490,480	(45,946)
Utilities & Communications:	28,038	20,101	(7,937)	148,338	140,807	(7,531)
Insurance	199	85	(114)	161,342	157,830	(3,512)
Purchased Services	117,273	99,326	(17,947)	698,924	875,763	176,839
Travel	942	2,200	1,258	15,603	20,900	5,297
JA, JB, JC, JM, Museum Collections	36,049	10,500	(25,549)	678,176	78,600	(599,576)
Total Operating Expenses	392,788	343,903	(48,885)	3,238,809	2,764,380	(474,429)
Net Income						
TOTAL Net Income, Appropriations	(392,788)	(343,903)	(48,885)	(3,238,809)	(2,764,380)	(474,429)

Full Year Budget*	0
Full Year Budget	2,453,262
Full Year Budget	191,116
Full Year Budget	158,255
Full Year Budget	1,489,919
Full Year Budget	33,700
Full Year Budget	78,200
Full Year Budget	4,404,452
Full Year Budget	(4,404,452)

Local Fund Summary						
	Current Mo. Actual	Current Mo. Planned	Variance	Fiscal YTD Actual	Fiscal YTD Planned	Variance
Revenue						
04/20/000020 Admissions	5,085	8,717	(3,632)	504,803	326,390	178,413
04/20/000021 Fundraising Events	871	0	871	59,619	55,700	3,919
Other Revenues	17,740	29,709	(11,969)	524,304	369,881	154,423
Contributions & Grants Received in the Museum	121,332	309,173	(187,841)	953,542	1,422,986	(469,444)
Total Revenue	145,029	347,599	(202,570)	2,042,267	2,174,957	(132,690)
Operating Expenses						
Salary/Wages/Benefits:	122,801	132,325	9,524	843,955	938,543	94,588
Communications & Utilities	367	1,762	1,395	10,141	6,034	(4,107)
Purchased Goods and Services	152,903	116,620	(36,283)	1,040,368	1,060,362	19,994
Travel	793	4,510	3,717	11,365	31,470	20,105
Equipment & Furnishings (JA/JB/JC/JM)	516	0	(516)	57,740	500	(57,240)
Total Expenses	277,380	255,217	(22,163)	1,963,570	2,036,909	73,339
Net Income						
TOTAL Net Income, Local Funds	(132,351)	92,382	(224,733)	78,698	138,048	(59,350)

Full Year Budget	432,162
Full Year Budget	153,000
Full Year Budget	585,263
Full Year Budget	2,031,371
Full Year Budget	3,201,796
Full Year Budget	1,692,607
Full Year Budget	7,594
Full Year Budget	1,468,716
Full Year Budget	45,120
Full Year Budget	9,500
Full Year Budget	3,223,537
Full Year Budget	(21,741)

* As adjusted by supplemental budget

For the Board's Information:	Current Mo. Actual (New)	Current Mo. Planned	Variance	Balance Available
Contributions & Grants Restricted Acct	112,680	284,173	(171,493)	1,432,055
Endowment Distributions - Foundation - Restricted*	0	0	0	118,603
Endowment Distributions - Foundation - Unrestricted*	0	0	0	526,565

* These funds have not yet been recognized by the Museum, and thus do not show up on financial reports generated by the State financial system.

Northwest Museum of Arts and Culture

Metrics as of Jan. 31, 2024

FY 2024 Metrics		Current Mo.	FYTD Cumulative	FYTD Budget	% Variance
Exhibitions & Visitor Services	Attendance:				
	Paid Admissions	5,085	38,868	23,484	65.5%
	Total Admissions	768	48,090	35,460	35.6%
	Museum Store:				
	Retail Sales	\$ 3,965	\$ 207,223	\$ 102,482	102.2%
	Retail Sales per SqFt (annualized) [^] [^] AECOM Benchmark: \$250/sq ft	\$ 61.56	\$ 459.55	\$ 227.27	102.2%
Sales per Attendee* * AECOM Benchmark: \$1.50 to \$2.50 in retail sales per attendee	\$ 5.16	\$ 4.31	\$ 2.89	49.1%	
Development	Membership:				# Change
	New Memberships	16	1,027	486	111.4%
	Membership Rejoins/Renewals	151	1,659	1,573	5.5%
	Total Active Memberships	4,443	4,063	4,063	9.4%
	Non-State Dollars Raised:				
Non-state Dollars Raised:	410,613	855,661	951,721	-10.1%	
Education	Educational Program Revenues:				
Educational Program Revenues:	5,848	32,526	35,220	-7.6%	
Collections	Collections Inventory Updates:				
Collections Inventory Updates:	7,086	36,722	14,000	162.3%	

Explanation of Significant P&L Variances **For the Month Ending 1/31/2024**

Appropriated Fund Section

Salary/Wage/Benefits, FYTD Variance \$-45,946: Benefits buyout for two employees who have resigned or retired. Savings have also resulted from our History Curator vacancy.

Purchased Services, FYTD Variance \$176,839: Timing differences—including software expenses (\$95,667), other contractual services (\$19,964), repairs (\$14,504), and professional services (\$31,668).

Purchased Equipment & Collections, FYTD Variance \$-599,576: Primarily due to the unbudgeted purchase of the Balazs collection (\$563,000). Funds are being raised from individuals, corporations and from the State to replenish these funds.

Local Fund Section

Admissions, FYTD Variance \$178,413: Strong Minecraft attendance exceeded expectations.

Other Revenues, FYTD Variance \$154,423: Primarily due to our exceeding expectations in memberships (\$47,295) and merchandise sales (\$88,038).

Contributions & Grants, FYTD Variance \$-469,444: Timing difference. We didn't request \$85K in unrestricted endowment funds from the Foundation, and we also didn't transfer \$350K from our restricted funds bank account that we had budgeted to receive into our main checking account because we were doing better than expected with Minecraft. We are also still awaiting the last \$30K in ARPA funds that we applied for two months ago.

Salaries/Wages/Benefits, FYTD Variance \$94,558: Planned hires were brought on later than expected or have not yet been hired, including IT Technician (hired mid-Sept), Director of Marketing (hired in late November), an Events Manager (now expected in March 2024) and Archives Intern (hired in October).

Purchased Goods & Services FYTD Variance \$19,994: Timing differences, predominantly other contractual services (exhibitions, \$112,026), offset by Other Goods and Services (-\$54,486) and Supplies and Materials (-\$41,991).

Travel: FYTD Variance \$20,105: Timing difference.

Equipment & Furnishings; FYTD Variance \$-57,240: Unbudgeted purchases including café furniture and a new cubicle system in administration. We had originally planned to construct the new offices via a capital project, but that funding was not approved by the legislature in 2023.

Amended and Restated Bylaws
Of
Eastern Washington State Historical Society
(DBA Northwest Museum of Arts & Culture)
A Washington Nonprofit Corporation

ARTICLE I – PURPOSE

- 1.1 The purpose of the Society is set forth in its Articles of Incorporation and Chapter 27.34 RCW, as may be amended from time-to-time.

ARTICLE II – MEMBERSHIP

- 2.1.1 Qualifications of Members. Members of this Society shall consist of all persons who are interested in the purposes of the Society and assist the Society through the payment of dues or other consideration.
- 2.1.2 Classification of Members. Membership classification shall be determined from time-to-time by the Board of Trustees.
- 2.1.3 Voting Members. The voting members of the Society shall be composed of all the Trustees of the Board.
- 2.1.4 Non-voting Members. The non-voting members of the Society shall be composed of all persons currently on the membership rolls as paid members of the Society.
- 2.1.5 Place of Meetings. Meetings of the members shall be held at West 2316 First Avenue, Spokane, Washington, or at such place within or without the state of Washington as determined by the Board of Trustees, pursuant to proper notice.

ARTICLE III – BOARD OF TRUSTEES

- 3.1.1 Powers of Trustees
- 3.1.2 General. The Board of Trustees shall be the governing body of the Society and shall be responsible for the entire management of the business of this Society. As the governing body of the Society, the Board of Trustees:

- a) Shall establish policy for the Society in all matters that are not by statute of these by-laws directed to be exercised or done by others.
- b) Shall prescribe and regulate the manner and procedure of all elections, investment of funds entrusted to its fiduciary control, and policies guiding the management and care of the collection.
- c) Shall recommend the appointment of the Director to the Governor, whereupon the Director shall serve at the pleasure of the board consistent with applicable law.
- d) Shall authorize all expenditures of money through an adopted budget.
- e) Shall perform such other functions and business as the objects and interests of the Society may require.
- f) Shall perform such other functions and business as the objects and interests of the Society may require.

3.1.3 Executive Director

3.1.4 The Board of Trustees shall appoint an Executive Director with the consent of the Governor of the State of Washington. The Governor may remove the Executive Director for cause or if a majority of the Society's Board of Trustees votes for removal.

3.1.5 The Executive Director shall have the authority for managing the Museum's day-to-day operations consistent with the authority delegated by the Board of Trustees pursuant to these By-Laws, Board Policy, and EWSHS Regulations and applicable Federal and State rules and regulations.

3.1.6 Delegation.

3.1.~~63~~.1 The Board of Trustees, except as the Articles of Incorporation or these Bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Society, and such authority may be general or confined to the specific instance.

3.1.~~63~~.2 Unless so authorized by the Board of Trustees, no officer, or agent or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit, or render it liable monetarily for any purpose to any amount.

3.1.~~63~~.3 The Board of Trustees delegates the following authority to the Executive Director:

- a) Sign all agreements, deeds, leases, conveyances, and legal instruments to be executed by the Society, in accordance with the EWSHS Contract Signature Authority Policy ~~not to exceed \$10,000.~~
- b) Keep a record of the proceedings of the Board of Trustees, and board committees and ensure the Board of Trustees receives any correspondence or documents submitted through the Director immediately following receipt;
- c) Shall safely and systematically keep all papers, records, and documents belonging to the Society consistent with Washington state retention laws;

- d) Have charge of Society's library, books, manuscripts, museum objects, and other collections of the Society;
- e) Record the accessions of and catalogue and arrange its materials;
- f) Hire, terminate, direct, and establish the salary of the staff of the Society consistent with Washington state laws and regulations applicable to personnel;
- g) Pursuant to these by-laws, exercise the delegated powers and duties vested in the Society pursuant to RCW 27.34, including maintenance of the collections, museum operations, interpretive programs, educational activities, commemorative events, membership services, sale of publications and other articles of trade, fund-raising, including receipt of gifts whether real or personal property. The director shall be responsible for agency compliance with directives (including Executive Orders) and policies established for agencies of state government.

3.2 Number and Qualifications.

3.2.1 The business affairs and property of this Society shall be managed by a Board of Trustees of not less than eleven (11) nor more than twenty-five (25) Trustees. The number of Trustees may at any time be increased or decreased by the Board of Trustees at any regular or special meeting.

3.2.3 Trustees must be members of this Society, but do not need to be residents of the State of Washington. Trustees may not be employees of the Society. A former employee of the Society may be eligible to serve as a Trustee three (3) years after the last date of employment.

3.2.4 Trustees shall be qualified to serve by virtue of demonstrated commitment, experience, and expertise in matters related to (1) regional history, arts, and Native American cultures, (2) public policy development, (3) non-profit governance, (4) finance, (5) commerce, or (6) labor.

3.3 Election. The Trustees shall be elected by a majority of quorum of the voting members of the Society at the May or June meeting of the Trustees, but in any event before the end of the fiscal year.

3.4 Term of Office. Each Trustee may serve a three (3) year term, commencing on July 1 following his or her election. Trustees may serve an additional one (1) three-year term. After two consecutive terms, a Trustee may not begin another term until one year after completion of the last term. A Trustee having served two (2) consecutive three (3) year terms may, however, serve an additional term of one (1) year, if elected to serve as an officer for that period.,-except that Trustees may be elected to serve for additional time in order to fill out a term as an officer.

3.5 Resignation and Removal.

3.5.1 Resignation. Any Trustee of the Society may resign at any time by giving written notice to the Board of Trustees, the President, or Secretary of the Society. Any such resignation, is effective when the notice is delivered, unless the notice specifies a later date.

3.5.2 Removal. Any Trustee may be removed by a vote of two-thirds (2/3) majority of Trustees present at any regular meeting of the Board at which a quorum is present; provided that at least five days before the meeting, notice of such vote shall be given to each member of the Board of Trustees. A Trustee who has been absent from three (3) consecutive board meetings may be removed by the President.

3.5.1 Vacancies. In the event of a vacancy on the Board of Trustees the President may appoint a successor from persons nominated by the Board Governance Committee or from persons nominated by at least (10) Trustees. This appointment shall take office immediately for the unexpired term of the predecessor Trustee.

3.5-26 Time, Place, and Notice of Trustees' Meetings.

3.67.1 Regular Meetings. Regular meetings of the Board of Trustees shall be held at such places and times as the Board may determine by a majority vote of the Trustees during a properly scheduled Open Public Meeting. The regular meeting scheduled should be determined in sufficient time to allow publication in the Washington State Code Reviser's Office. Generally, the Board will approve their regular meeting schedule in November to ensure sufficient time for publication.

3.67.2 Special Meetings. Special meetings of the Board of Trustees may be held at any time or place whenever called by the President or by a majority or more Trustees. The notice must specify the time and place of the special meeting and the business to be transacted. Final disposition shall not be taken on any other matter at the special meeting.

3.67.3 Notice. Notice shall be given according to the provisions of the Open Public Meetings Act, Chapter 42.30 RCW.

3.67.3.1 Regular Meeting Notice. The schedule of the time and place of EWSHS regular meetings shall be filed with the Washington State Code Reviser's Office on or before January of each year for publication in the Washington state register. Additionally, notice of any change from the regular meeting schedule shall be published in the state register for distribution at least twenty days prior to the rescheduled meeting date.

3.76.3.2 Special Meeting Notice. Notice may be provided by delivering written notice personally, by mail, by fax or by email to each Trustee by the Society at least twenty-four (24) hours prior to the meeting. Trustees may waive formal notice by providing a written waiver of notice with the secretary of the board at or prior to the time the meeting convenes by telegram, fax or email or by being present at the time the meeting convenes. Notice must also be provided to: 1) each local newspaper of general circulation and local radio or television station that has on file with the governing body a written request to be notified of such special meeting or of all special meetings; 2) posted on the agency's website; and 3) prominently displayed at the main entrance of the EWSHS' principal location and at the site of the meeting if not held at the ESWHS's principal location.

3.76.4 Conference Technology. Meetings of the Board of Trustees or any committee designated by the Board of Trustees may be effectuated by means of communications equipment by which all persons participating in the meeting can hear each other at the same time. The Society shall be required to provide this equipment at the location where the meeting is being held for every meeting of the Board of Trustees.

3.67.5 Conduct of Meetings. Meetings of the Board of Trustees shall be conducted using the latest edition of Roberts Rules of Order as a guideline.

3.78 Quorum of Trustees. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business. When quorum is present at any meeting a majority of the Trustees present shall decide any question brought before such meeting, except as otherwise provided by law or the Articles of Incorporation or by these Bylaws.

3.89 Voting. Each Trustee shall possess one (1) vote in matters coming before the Board. All voting at meetings of the Board of Trustees shall be by each Trustee in person or by the conference technology being used to attend the meeting. The President may propose or second the motions but shall only vote in case of a tie.

3.109 Committees of the Board.

3.910.1 Standing Committees.

3.409.1.1 Executive Committee. The Executive Committee shall be comprised of the Society's officers, the immediate past President as an ex officio, non-voting member, the chairs of the Board Governance Committee, the Collections and Exhibits Committee, and the Development Committee and two members appointed at large from the Board of Trustees from persons nominated by the Board Governance Committee. The Executive Committee shall have authority to transact the business of the Society on a case-by-case basis as directed by the Board of Trustees between meetings. The Executive Committee shall:

- a) report its actions for ratification at each meeting of the Board of Trustees;
- b) at least annually review the performance of the Executive Director, and make any resulting recommendations to the Board of Trustees; and
- c) oversee the development of the Society's long-range strategic plan, monitor implementation, and regularly report status of progress against plan to the Board of Trustees.

3.409.1.2 Board Governance Committee. The Board Governance Committee shall be comprised of a chair, who is a Trustee, and at least two (2) additional Trustees who shall be appointed by the President from persons nominated by the Board Governance Committee. The Board Governance Committee shall:

- a) establish qualifications for Trustees and officer positions
- b) nominate Trustees, officers, committee members and committee chairs as openings arise
- c) establish programs for Trustee orientation and

- d) periodically review the Society's Bylaws and governing policies including those policies for the ethical conduct of Society business by Trustees, staff and volunteers and recommend any changes thereto.

3.409.1.3 Finance Committee. The Finance Committee shall be comprised of a chair, who is the treasurer, at least two (2) additional Trustees and as many as two (2) members at large of the Society, all of whom shall be appointed by the President from persons nominated by the Board Governance Committee. The Finance Committee shall:

- a) monitor and submit reports and recommendations to the full board regarding monthly and annual financial reports, audits, and all sources of Society funding, revenues and expenditures, including state operating and capital budget requests; and
- b) oversee the development of the Society's biennial operating and capital budget requests.

3.409.1.4 Exhibitions and Collections Committee. The Exhibitions and Collections Committee shall be comprised of a chair, who is a Trustee, two (2) additional Trustees and as many as three (3) members at large who shall be appointed by the President from persons nominated by the Board Governance Committee. The Exhibitions and Collections Committee shall:

- a) oversee and support the implementation of the accessioning and de-accessioning policies of the museum and review policy on an annual basis for any changes in best practices
- b) oversee the museum staff with the acquisition and de-accessioning process
- c) assess by means of research, review and consultation any compliance issues and bring to the Board of Trustees all recommend actions which may be necessary to maintain museum accreditation, and
- d) oversee the evaluation process for potential exhibits in accordance with Exhibit Experience Policy.

3.409.1.5 Development Committee. The Development Committee shall be comprised of a chair, who is a Trustee, at least two (2) additional Trustees and as many as two (2) members at large of the Society, who shall be appointed by the President from persons nominated by the Board Governance Committee. The Development Committee shall:

- a) oversee all fundraising activities,
- b) oversee all donor cultivation and recognition activities, and
- c) keep the Board apprised of the fundraising activities and donor recognition and cultivation activities of the Society.

3.409.2 Ad Hoc Committees. The President may appoint other committees as necessary from time to time.

3.410 Compensation. No member of the Board of Trustees shall receive compensation for services rendered.

3.1~~12~~

Ex Officio Members of the Board of Trustees. The Governor and Secretary of State of Washington shall be additional ex officio members of the Board of Trustees. Additionally, the immediate past President of the Society shall be an ex officio member of the Board of Trustees for a period of one year unless his or her term as Trustee has not expired, in which case, he or she may serve out his or her term as a regular voting member of the Society. Ex officio members of the Board of Trustees shall not have the power to vote, nor shall ex officio members of the Board of Trustees be considered for purposes of establishing a quorum. The Board of Trustees has the authority at any time and from time-to-time to designate and appoint any other individuals as ex-officio members of the Board of Trustees. Any ex-officio member of the Board of Trustees other than the Governor and Secretary of State of the State of Washington may be removed in the same manner as described in Section 3.5.2 for removal of Trustees. The term of any ex-officio Trustee, who is an elected official, shall expire at the end of their term in office.

ARTICLE IV – OFFICERS

4.1.1 Number and Qualifications.

4.1.2 The officers of this Society shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Any two (2) offices may be held by the same person except the offices of President and Secretary.

All officers shall be members of the Board of Trustees.

4.1.3 Election and Term of Office.

4.1.4 The officers of this Society shall be elected annually by the Board of Trustees at the June meeting. If officers are not elected at the June meeting, such election shall occur as soon as possible thereafter. Each officer shall hold office until his or her respective successor is elected unless said officer dies prior to such date or shall have resigned or have been removed in the manner hereafter provided.

4.1.5 The term of office is one year. No officer may serve more than two (2) one-year terms in the same office.

4.1.6 Resignation. Any officer of this Society may resign at any time by giving written notice to the Board of Trustees or to any officer of this Society. Any such resignation is effective when the notice is delivered, without exception, unless the notice specifies a later date.

4.1.7 Removal. The Board of Trustees, by vote of not less than a majority of those present at a meeting at which there is a quorum, may remove from office any officer, provided that at least five (5) days before the meeting notice of such vote shall be given to each member of the Board.

- 4.2 Vacancies. If an office becomes vacant, the Trustees may, by the affirmative vote of a majority of the Trustees present at a meeting at which there is a quorum, choose a successor or successors from persons nominated by the Board Governance Committee. Any successor so selected shall hold office for a period equal to the unexpired portion of the vacating trustee's term.
- 4.3 Powers and Duties. The officers of this Society shall have the following powers and duties.
 - 4.3.1 President. The President shall preside at all meetings of the members and the Board of Trustees and perform such other duties as the Board of Trustees shall designate. The President shall be the chair of the Executive Committee and an ex-officio member of all other committees.
 - 4.3.2 Vice-President. During the absence or disability of the President, the Vice-President shall exercise all functions of the President. The Vice-President shall perform such other duties as the Board of Trustees shall designate.
 - 4.3.3 Secretary. The Secretary shall assure that accurate minutes are kept of all meetings of the Board of Trustees and shall perform all the duties commonly incident to this office and such other duties as the Board of Trustees shall designate.
 - 4.3.4 Treasurer. The Treasurer shall serve as the chair of the Finance Committee and report to the Board of Trustees regularly as to the financial standing of the Society.
- 4.4 Execution of Instruments. The President and Secretary shall have the power to execute and deliver on behalf of and in the name of the Society any instrument requiring the signature of an officer of the Society. Unless authorized to do so by these Bylaws or by the Board of Trustees, no officer, agent, or employee shall have any power or authority to bind the Society in any way, to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

ARTICLE V – BOARD LIABILITY

- 5.1 Pursuant to provisions of Chapter 4.24.470 RCW, as members of a governing body of a public agency, the members of the Board of Trustees are immune from civil liability for damages for any discretionary decision of failure to make a discretionary decision within his or her official capacity. Pursuant to Chapter 4.92.060 RCW, in the event any Trustee of the Society is named in any action on proceeding for damages arising from any acts or omissions while performing their duties as Trustees of the Society, the Society shall request the office of the Attorney General to authorize the defense of said action or proceeding at the expense of the state. Furthermore, pursuant to Chapter 4.92.070 RCW, if the Attorney General shall find that any said Trustee's acts or omissions were or

were purported to be in good faith and within the scope of the Trustee's duties, said request shall be granted.

ARTICLE VI – BOOKS AND RECORDS

- 6.1 Fiscal Year. The fiscal year of the Society shall end at midnight on the 30th day of June each year.
- 6.2 Books and Records.
 - 6.2.1 The Society shall keep at its principal office, the following:
 - 6.2.1.1 Current Articles and Bylaws;
 - 6.2.1.2 The record of members, including names, addresses, and classes of membership, if any;
 - 6.2.1.3 Correct and adequate records of accounts and finances;
 - 6.2.1.4 A record of officers' and Trustees' names and addresses;
 - 6.2.1.5 Minutes of all Board and Standing Committee meetings, including a list of those present.
 - 6.2.1.6 The records shall be open to public inspection as per the Public Records Act.

ARTICLE VII – AMENDMENTS

- 7.1 These bylaws may be amended or repealed by the affirmative vote of a majority of the Board of Trustees present at any meeting of the Board at which a quorum is present, after due notice thereof has been given, including in the notice the proposed amendments.

ARTICLE VIII – REPEALING CLAUSE

- 8.1 All former By-laws and amendments hereto of the Society are hereby repealed.

The undersigned, President of EASTERN WASHINGTON STATE HISTORICAL SOCIETY, does hereby certify that the above and foregoing Bylaws of said Society were adopted by the Trustees as the Bylaws of EASTERN WASHINGTON STATE HISTORICAL SOCIETY, and that the same do now constitute the Bylaws of this Society.

Approved at the Board of Trustees Meeting on the # day of month, year.

Attest

Peter Sanburn

President, Board of Trustees

CONTRACT SIGNATURE AUTHORITY POLICY

- Policy Number:** FIN-106
- Effective Date:** Approved by the **Eastern Washington State Historical Society (EWSHS)** Board of Trustees on [DATE]
- Application:** Applies to all employees of the EWSHS seeking to approve a transaction.
- History:** This policy updates FIN-106, dated November 4, 2020, which replaced and renumbered BP #143, dated February 1, 2017. BP #143 replaced HR # 207, originally enacted in August 2013.
-

Article I PURPOSE

1.1 EWSHS understands the importance of maintaining guidelines and procedures regarding the delegation of Signature Authority for Contracts in order to maintain sound business practices and to safeguard the assets of the institution. This policy seeks to set Signature Authority guidelines to efficiently execute Contracts on behalf of EWSHS.

Article II DEFINITIONS

2.1 **Contract** - means a binding commitment by EWSHS involving the exchange of money or property, an obligation to perform services requiring payment or use of EWSHS resources, or the assumption of a liability (e.g., indebtedness).

2.2 **Signature Authority** - The authority granted by the EWSHS Board of Trustees (“Board”) to approve a Contract, including sending any written communication or signing any document, instrument, or agreement relating to such agreement that may be binding on EWSHS. Signature Authority arises from either the EWSHS Board’s granting of Signature Authority through this Policy or through separate authorization obtained through Board approval. Signature Authority may include authority exercised through the Executive Director through this Policy or separate authorization, or the Executive Director’s further written assignment of Signature Authority to appropriate staff in conformance with this Policy.

2.3 **Delegated Authority** – Authority granted by the Washington State Department of Enterprise Services (DES) for the state agency to enter into Contracts to purchase goods and services

2.4 **Maximum Expenditure** – The authority of EWSHS to enter into Contracts entailing financial obligations, as limited by its Delegated Authority from DES, outlined in Section IV. Dollar amounts apply to each Contract term or to each expenditure event.

2.5 **Administrative Direction Employee** – a term describing the level of supervision required by a given position and reflected in the employee’s position description. Administrative direction employees receive advice and assistance limited to the accomplishment of broad objectives and policies. This definition shall have the same meaning as that given by the State Human Resources Office.

2.6 **General Direction Employee** – a term describing the level of supervision required by a given position and reflected in the employee’s position description. General direction positions receive broad instruction with advice and assistance available at the request of the employee. This definition shall have the same meaning as that given by the State Human Resources Office.

Article III CONTRACT REQUIREMENTS

3.1 A Contract executed under this Policy shall not exceed the Maximum Expenditure limits of EWSHS’ Delegated Authority from DES unless appropriately authorized by DES. Expenditures shall not be divided into two or more smaller expenditures to circumvent the Policy.

3.2 The maximum term for a Contract is five years, unless otherwise authorized by the EWSHS Board of Trustees.

3.3 Any Contract EWSHS seeks to award to the same contractor or vendor who held the contract for the same or similar services during the previous term requires approval of the EWSHS Board of Trustees.

3.4 All Contracts shall be signed and approved by the Executive Director or by appropriate staff with written assignment of Signature Authority in conformance with this Policy.

Article IV DES DELEGATION OF AUTHORITY – CONTRACT LIMITS

4.1 DES delegates authority to state agencies to enter into Contracts for the purchase of goods and services. DES has delegated authority to EWSHS as follows:

- 4.1.1 Direct Buy (Goods/Hard Costs) - \$30,000 or less, excluding sales tax, without competition
- 4.1.2 Commodities (Knowledge/Soft Goods) - \$50,000 per purchase event
- 4.1.3 Services - \$50,000 per projected amount of initial contract term
- 4.1.4 Information Technology goods or services - \$75,000 per projected amount of initial contract term
- 4.1.5 Traveling Exhibits (traveling to EWSHS for exhibition) - \$450,000 per purchase event.

4.2 Signature Authority granted by the EWSHS Board of Trustees under the terms of this Policy conveys Board of Trustees authorization for the transaction. Regardless of Signature Authority conveyed by the Board, EWSHS shall not enter into Contracts that exceed the DES Maximum Expenditure limits outlined in Section 4.1 without receiving additional authorization from DES. EWSHS may receive additional delegated authority from the DES Director. Should DES update EWSHS’ Delegated Authority from the amounts reflected above, the authorities then in place shall apply to this policy.

Article V
SIGNATURE AUTHORITY REQUIREMENTS

5.1 Prior to Contract finalization and execution, EWSHS shall ensure the following considerations and tasks are accomplished with oversight by and to the satisfaction of the individual exercising Signature Authority:

- 5.1.1 Signature Authority has a complete understanding of what is being authorized;
- 5.1.2 The information and supporting documentation for the transaction is accurate and complete;
- 5.1.3 The transaction is allowable, reasonable, and justified;
- 5.1.4 There are adequate funds to cover the expense;
- 5.1.5 The funding source is appropriate for the expenditure; and
- 5.1.6 The vendor selection process is transparent and free from conflicts of interest.
- 5.1.7 For Contracts greater than \$30,000, the Contract has been reviewed by the assigned Assistant Attorney General.
- 5.1.8 For Contracts greater than \$30,000, the Board has been briefed during a properly noted Board meeting and voted to approve the requested Signature Authority for the transaction.

5.2 Any employee who has been granted Signature Authority must adhere to contract/procurement guidelines as established and maintained by DES as well as other internal EWSHS policies and procedures.

5.3 Those employees granted Signature Authority must complete required training approved by DES before developing, executing, or managing procurements or contracts.

Article VI
EWSHS BOARD — SIGNATURE AUTHORITY

6.1 The Board grants Contract Signature Authority to the Executive Director up to \$30,000, or as separately authorized by the Board. The Executive Director is authorized to execute Contracts and make binding commitments on behalf of EWSHS subject to the terms of this policy.

6.2 The Board further grants the Executive Director the ability to assign limited Signature Authority to appropriate EWSHS staff, subject to the terms of this policy.

6.2.1 The Executive Director may assign limited Signature Authority to Administrative Direction employees up to \$20,000, or as separately authorized by the Board.

6.2.2 The Executive Director may assign limited Signature Authority to General Direction employees up to \$5,000, or as separately authorized by the Board.

6.2.3 To assign Signature Authority, the Executive Director shall execute the assignment in writing, naming the staff member or specific position and related limit. Such assignments will be based on the needs of EWSHS.

6.2.4 The Board shall be notified and have the opportunity to comment on such assignments on an annual basis.

References that apply to this policy:

RCW 39.26 – Procurement of Goods and Services	DES Policy: DES-090-00 – Delegated Authority
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CONTRACT SIGNATURE AUTHORITY POLICY

Policy Number: FIN-106

Effective Date: Approved by the **Eastern Washington State Historical Society (EWSHS)** Board of Trustees on November 4, 2020[DATE]

Application: Applies to all employees of the EWSHS

History: This policy updates FIN-106, dated November 4, 2020, which replaced and renumbereds BP #143, dated February 1, 2017. BP #143 replaced HR # 207, originally enacted in August 2013.

Article I PURPOSE

1.1 EWSHS understands the importance of maintaining guidelines and procedures regarding the delegation of Signature Authority for Contracts in order to document the approval process for museum expenditures in order to establish and maintain sound business practices and controls and to safeguard the assets of the institution. This policy seeks to set Signature Authority guidelines to efficiently execute Contracts on behalf of EWSHS.

Article II DEFINITIONS

2.1 **Contract** - means a binding commitment by EWSHS involving the exchange of money or property, an obligation to perform services requiring payment or use of EWSHS resources, or the assumption of a liability (e.g., indebtedness).

2.2 **Signature Authority** - The authority granted by the EWSHS Board of Trustees ("Board") to approve a Contract, including sending any written communication or signing any document, instrument, or agreement relating to such agreement that may be binding on EWSHS. Signature Authority arises from either the EWSHS Board's granting of Signature Authority through this Policy or through separate authorization obtained through Board approval. Signature Authority may include authority exercised through the Executive Director through this Policy or separate authorization, or the Executive Director's further written assignment of Signature Authority to appropriate staff in conformance with this Policy.

2.3 **Delegated Authority** – Authority granted by the Washington State Department of Enterprise Services (DES) for the state agency to enter into Contracts to purchase goods and services

2.4 **Maximum Expenditure** – The authority of EWSHS to enter into Contracts entailing financial obligations, as limited by its Delegated Authority from DES, outlined in Section IV. Dollar amounts apply to each Contract term or to each expenditure event.

2.5 **Administrative Direction Employee** – a term describing the level of supervision required by a given position and reflected in the employee's position description. Administrative direction employees receive advice and assistance limited to the accomplishment of broad

objectives and policies. This definition shall have the same meaning as that given by the State Human Resources Office.

2.6 **General Direction Employee** – a term describing the level of supervision required by a given position and reflected in the employee’s position description. General direction positions receive broad instruction with advice and assistance available at the request of the employee. This definition shall have the same meaning as that given by the State Human Resources Office.

Article III **CONTRACT REQUIREMENTS**

32.1 A Contract executed under this Policy shall not exceed the Maximum Expenditure limits of EWSHS’ Delegated Authority from DES unless appropriately authorized by DES. Expenditures shall not be divided ~~The maximum expenditure amount includes all expenditures to a specific vendor. Dividing expenditures~~ into two or more smaller expenditures to circumvent the ~~p~~Policy is prohibited.

32.2 The maximum term for a contract is ~~one~~ five years, unless otherwise authorized by the EWSHS Board of Trustees.

32.3 Any contract ~~EWSHS seeks to be awarded~~ to the same contractor who held the contract for the same or similar services during the previous year term requires ~~the written~~ approval of the EWSHS ~~Executive Committee of the~~ Board of Trustees.

3.4 All Contracts shall be signed and approved by the Executive Director or by appropriate staff with written assignment of Signature Authority in conformance with this Policy.

Article IV **DES DELEGATION OF AUTHORITY – CONTRACT LIMITS**

4.1 DES delegates authority to state agencies to enter into Contracts for the purchase of goods and services. DES has delegated authority to EWSHS as follows:

4.1.1 Direct Buy (Goods/Hard Costs) - \$30,000 or less, excluding sales tax, without competition

4.1.2 Commodities (Knowledge/Soft Goods) - \$50,000 per purchase event

4.1.3 Services - \$50,000 per projected amount of initial contract term

4.1.4 Information Technology goods or services - \$75,000 per projected amount of initial contract term

4.1.5 Traveling Exhibits (traveling to EWSHS for exhibition) - \$450,000 per purchase event.

4.2 Signature Authority granted by the EWSHS Board of Trustees under the terms of this Policy conveys Board of Trustees authorization for the transaction. Regardless of Signature Authority conveyed by the Board, EWSHS shall not enter into Contracts that exceed the DES Maximum Expenditure limits outlined in Section 4.1 without receiving additional authorization from DES. EWSHS may receive additional delegated authority from the DES Director. Should DES update EWSHS’ Delegated Authority from the amounts reflected above, the authorities then in place shall apply to this policy.

Article III
SIGNATURE AUTHORITY ~~RESPONSIBILITIES~~ REQUIREMENTS

53.1 Prior to Contract finalization and execution, EWSHS shall ensure the following considerations and tasks are accomplished with oversight by and to the satisfaction of the individual exercising Signature Authority: Employees with signature authority are responsible for ensuring the following:

53.1.1 Signature Authority has a ~~complete~~ understanding of what is being approved/authorized;

53.1.2 The information and supporting documentation ~~for the transaction~~ is accurate and complete;

53.1.3 The transaction is allowable, reasonable and justified;

53.1.4 There are adequate funds to cover the expense;

53.1.5 The funding source is appropriate for the expenditure; and

53.1.6 The vendor selection process is transparent and free from conflicts of interest.

5.1.7 For Contracts greater than \$30,000, the Contract has been reviewed by the assigned Assistant Attorney General.

5.1.8 For Contracts greater than \$30,000, the Board has been briefed during a properly noted Board meeting and voted to approve the requested Signature Authority for the transaction.

5.2 Any employee who has been granted Signature Authority must adhere to contract/procurement guidelines as established and maintained by DES as well as other internal EWSHS policies and procedures.

5.3 Those employees granted Signature Authority must complete required training approved by DES before developing, executing, or managing procurements or contracts.

Article IV
DELEGATION OF EWSHS BOARD - SIGNATURE AUTHORITY

6.1 The Board grants Contract Signature Authority to the Executive Director up to \$30,000, or as separately authorized by the Board. The Executive Director is authorized to execute Contracts and make binding commitments on behalf of EWSHS subject to the terms of this policy.

6.2 The Board further grants the Executive Director the ability to assign limited Signature Authority to appropriate EWSHS staff, subject to the terms of this policy.

6.2.1 The Executive Director may assign limited Signature Authority to Administrative Direction employees up to \$20,000, or as separately authorized by the Board.

6.2.2 The Executive Director may assign limited Signature Authority to General Direction employees up to \$5,000, or as separately authorized by the Board.

6.2.3 To assign Signature Authority, the Executive Director shall execute the assignment in writing, naming the staff member or specific position and related limit. Such assignments will be based on the needs of EWSHS.

6.2.4 The Board shall be notified and have the opportunity to comment on such assignments on an annual basis.

4.4

Title/Position	Expenditure Category/Type	Max Amount
Executive Director or written designee	Competitively awarded contracts or expenditures	\$20,000
Executive Director or written designee	Single source contracts or expenditures	\$10,000

~~4.2 Contract amounts in excess of the amounts outlined above need EWSHS Executive Committee approval prior to execution. Approval may be received at the next scheduled Executive Committee meeting or may be obtained and recorded electronically via email, if timing requires approval prior to the next scheduled meeting.~~

~~4.3 Expenditures for competitively awarded contracts or expenditures between \$10,000 and \$20,000 will be communicated to the Executive and Finance Committees.~~

~~4.4 In addition to the expenditure and contracting limits outlined in this policy EWSHS staff are subject to and must adhere to contracting limits and guidelines as established and maintained by the Washington State Department of Enterprise Services.~~

~~4.5 The Executive Director or written designee and the members of the EWSHS Executive Committee must complete training approved by the department of enterprise services before developing, executing, or managing procurements or contracts, or both.~~

References that apply to this policy

<u>RCW 39.26.110 – Procurement of Goods and Services</u>	<u>DES Policy DES-090-00 – Delegated Authority</u>

Policy No. GOV 100

Governance Management

Applies to: Applies to all employees, board members, volunteers, and contractors of the EWSHS.

References that apply to this policy: Listed below are some, but not all, applicable governing requirements. Note: Laws and rules may change over time and such changes may take precedence over this policy.

- Chapter 27.34 RCW—State Historical Societies—Historical Preservation
- Chapter 34.05 RCW – Administrative Procedure Act
- Chapter 256 WAC-EWSHS
- Chapter 1-21 WAC – Rule Making

Effective Date: ~~July 1, 2020~~[\[DATE\]](#)

History: This policy updates [GOV 100, dated July 1, 2020, which replaced and renumbered](#) the previous version, [BP#101](#), dated November 4, 2015.

Approved by: Eastern Washington State Historical Society (EWSHS) Board of Trustees

Purpose

The purpose of governance management at the EWSHS is to provide a source for rules, regulations, policies, and procedures relevant to the organization and operation of the EWSHS; and to provide standards and procedures for managing the EWSHS.

GOVERNANCE PROVISIONS

The operation of EWSHS is subject to a number of governance provisions that include the following:

- Laws.** Rules developed by the state or federal legislature that have a binding legal force on the governance and operations of the EWSHS and its constituents. Chapter 27.34 of the Revised Code of Washington (RCW) establishes the State Historical Societies and prescribes state laws relative to institutional governance and operations. Laws are the highest legal authority governing EWSHS operations.
- Regulations:** Legislatively required or authorized rules enacted by the EWSHS which are subject to a legally mandated review process prior to implementation and which have the force of law following Board of Trustee approval. Title 256 of the Washington Administrative Code (WAC) contains the regulations expressly enacted by the EWSHS. Washington Administrative Codes, along with other federal and Washington State regulations, are the second highest legal authority governing EWSHS operations.

- C. **-Bylaws:** Written rules adopted by the Board of Trustees which detail how the EWSHS is governed. They set forth the structure of the board and the organization. They clarify the rights and responsibilities of the participants and identify the procedures necessary to exercise such rights and responsibilities. Bylaws are the third highest legal authority governing the EWSHS
- D. **EWSHS Policies:** Policies of the EWSHS adopted under the authority of the Board of Trustees. These policies establish standards for the organization and operation of the EWSHS. EWSHS Policies are the fourth highest legal authority governing the EWSHS.
- E. **-Governmental guidance/directives and miscellaneous items:** Any other regulatory document having a direct or indirect bearing on the activities of EWSHS falls into this category. Such documents may be directive in nature and possess general authority over EWSHS operations. Likewise, such documents may present guidance or recommendations only. Examples include labor contracts, publications by government agencies, research activities, educational programs, etc. Since the authority of these external items vary, the Office of the Attorney General will advise on whether a conflict exists, and, if so, the Board of Trustees will determine what actions will be taken to eliminate the conflict.
- F. **-EWSHS Procedures:** EWSHS procedures establish the method by which a policy requirement is implemented. Procedures are issued under the authority of the EWSHS Executive Director. Procedures are not intended to, do not, and may not be relied on to create a right or benefit, substantive or procedural, enforceable at law by a party in legal proceedings limited to arbitration or litigation.

CONTENT

Content of Policies and Procedures: EWSHS policies and associated procedures will be written as clearly and concisely as possible. The average reader should be able to easily understand their requirements. Policies and procedures should include sufficient detail to avoid confusion. EWSHS Policies will, as much as possible, include the following details.

Title: Each policy will include a title which describes the content of the policy.

Policy Number: Each EWSHS policy will be identified with a unique number.

Effective Date: Each policy will set forth the date on which the policy was adopted by the EWSHS Board of Trustees.

Application: Each policy will detail who it applies to e.g. employees, volunteers, contractors, board members, and/or other individuals

Purpose: Briefly states the intent of the policy.

History: The history will state if a policy is new or a revision and shall identify any superseded policies. It should also state when, and by whom, the policy was adopted. The history may also include information relative to what created the need for the policy, i.e. a law, regulation, or other external requirement.

References that apply to the Policy: At the end-top of each policy there will be a table-list which identifies the laws, regulations, bylaws, governmental guidance/directives or other provisions on

which the policy is based. This reference information is intended to facilitate updating and monitoring of the policies.

POLICY MANAGEMENT

Authority: Approved by: The sole authority for the adoption of new policies or review, revision or repeal of existing policies is the EWSHS Board of Trustees.

Procedures: At a minimum, the process for the adoption of new policies or review, revision or repeal of existing policies, will:

- Include coordination with the Executive Director and Administrative staff directly affected by a proposed policy;
- Include a review by the Assistant Attorney General where deemed appropriate;
- Allow feedback from EWSHS constituents and interested parties;
- Encourage open discussion of proposed policies;
- Include coordination with appropriate Board Committees; and,
- Include a review process consisting of an initial discussion stage, a redraft stage, and final discussion stage.

Interim Policies: The adoption and revision process may be adjusted by the Board of Trustees if deemed in the best interest of the EWSHS. In such cases, a policy may be immediately adopted as an 'Interim' policy under the authority of the Board of Trustees. Interim policies will be clearly identified by adding 'Interim' to the policy number or title and by including an expiration date in the upper right corner of each page. Interim policies will expire 150 days following the date of issuance. During this time, the policy will be reviewed through the procedure as detailed in paragraph 4.2 above unless the policy proposal is withdrawn.

Clarification Changes: When making clarification changes to existing policies to increase understanding and consistency, the standard procedures [of paragraph 4.2 listed above](#) may be adjusted by the Board of Trustees. Changes authorized under this section must not constitute a material change in policy. Clarification changes may include simple corrections in spelling or grammar, modifications in formatting, updating titles of personnel to coincide with current organizational structures, or similar changes. Appropriate measures will be taken to notify EWSHS personnel and other impacted parties.

Periodic Review: In order to remain current, pertinent, and consistent with Washington State Law, policies must be periodically reviewed. At a minimum, EWSHS Policies should be reviewed every three years. The EWSHS Executive Director will:

- Identify when policy reviews are needed;
- Keep the EWSHS Board updated on the status of policies;
- Work with EWSHS staff, the EWSHS Board, the Assistant Attorney General assigned to advise the EWSHS, and other interested parties to coordinate a timely review of policies;
- Work with the EWSHS Board to facilitate review and approval of policy changes;
- Ensure publication of policy revisions;
- Ensure distribution of policy changes to EWSHS personnel; and
- Keep a record of review actions.

Washington Administrative Code: Additions or changes to existing WACs will be approved by the EWSHS Board. The process for adoption, revision or repeal will be managed by the Executive Director and processed in accordance with the provisions governing rulemaking in the Administrative Procedure Act, chapter 34.05 RCW, and chapter 1-21 WAC.

Conflicting Provisions: When a conflict exists between **EWSHS Governance Provisions**, the higher authority provision as per paragraphs [2.1\(a\)](#), [2.1\(b\)](#), or [2.1\(c\)A, B, or C](#) above takes precedence. Subordinate provisions must be modified to conform to the higher authority.

EWSHS Procedures: EWSHS Procedures are published under the authority of the Museum Executive Director. The process for approval of EWSHS Procedures will conform to the following basic process:

- Proponents coordinate proposed Procedures with EWSHS personnel, leaders and community members, as appropriate.
 - Completed proposals are forwarded to the EWSHS Executive Director for action. The Director ensures proposals are consistent with applicable Governance Provisions and with content and format standards.
 - The EWSHS Executive Director coordinates discussion of the proposal with proponents and staff.
 - Procedures approved by the Executive Director are incorporated into the Policy Framework as described in this Governance Policy.
 - All new or revised Procedures are made available to EWSHS employees and relevant parties.
-

Appendix A – Policy Format

This Appendix illustrates the standard format for EWSHS Policies



Policy No. **INSERT POLICY #**

Title of Policy

Applies to:

References that apply to this policy: Listed below are some, but not all, applicable governing requirements. Note: Laws and rules may change over time and such changes may take precedence over this policy.

Effective date: **Date**

History: **Date**

Approved by:

Purpose

Definitions

Summary

Forms/Instructions

Related Information

Accessible Technology

Policy Number:	TEC 103
Effective Date:	Approved by the Eastern Washington State Historical Society (EWSHS) Board of Trustees on [DATE].
Application:	Applies to all covered information technology created and owned by EWSHS
History:	This is a new Board Policy.

Article I PURPOSE

1.1 The Eastern Washington State Historical Society (EWSHS) is committed to ensuring digital accessibility for all individuals who use EWSHS websites, data, and technology. This policy aims to ensure that individuals with disabilities have equitable access to information and data as well as access to services and content that is available to individuals without disabilities. EWSHS will adhere to all federal and state rules and regulations regarding covered information technology accessibility.

Article II DEFINITIONS

2.1 **Accessible:** all users have the opportunity to acquire the same information, engage in the same interactions, and use the same services in an equally effective and integrated manner.

2.2 **Covered Information Technology:** all public-facing content, including websites, applications, documents and media, blog posts, and social media content. Certain non-public-facing content that must also comply. This includes interacting with the technology, access and content. Examples include: All electronic content used for official business to communicate: emergency notifications, notices of benefits, program eligibility, employment opportunities or personnel actions, formal acknowledgements or receipts, questionnaires or surveys, templates or forms, educational or training materials, and Web-based intranets. It does not include content that a user may encounter after leaving the covered technology (example: links to other Web content).

2.3 **Accessibility Plan:** a plan that identifies how EWSHS will ensure new covered technologies are accessible and describes the future plan for making existing covered technologies accessible. The plan will contain a list of prioritized non-accessible covered technology, recommended alternative access methods, and actions being taken to correct the issue; contact information for the Information Technology Accessibility Coordinator; and a summary of the Accessibility Policy.

2.4 **Disability:** a physical or mental impairment that substantially limits one or more major life activities.

2.5 **Information Technology Accessibility Coordinator:** the individual designated by the Executive Director to coordinate the accessibility of information technology at EWSHS.

Article III REQUIREMENTS AND EXCEPTIONS

3.1 This procedure supports Washington Tech Policy 188 from the Washington State Office of the Chief Information Officer and associated Minimum Accessibility Standard 188.10 which requires all state agencies to identify an Information Technology Accessibility Coordinator, adopt accessibility policies and procedures, and develop and maintain accessibility plans for ensuring the accessibility of new and existing covered information technologies.

3.2 EWSHS will provide direct access to accessible technologies, except in cases where accessibility is not possible due to technical or legal limitations.

3.2.1 Where EWSHS cannot bring a covered information technology into compliance, the system or content owner is responsible to provide individuals with disabilities equivalent access.

Article IV ACCESSIBILITY STANDARDS AND GUIDELINES

4.1 For new and existing websites, and Web-based business and administrative applications EWSHS will follow the current Web Content Accessibility Guidelines (WCAG) 2.1. WCAG 2.1 covers a wide range of recommendations for making Web content more accessible.

4.2 This procedure and related Board of Trustees policies do not supersede EWSHS's responsibility to comply with state and federal laws, including Section 504 of the Rehabilitation Act of 1973, the Americans with Disabilities Act (ADA) of 1990, ADA Amendments Act of 2008 and Washington Tech Policy #188.

4.3 Accessibility guidelines will focus on four (4) fundamental principles of accessibility for accessible technology:

4.3.1 Perceivable - Information and user interface components must be presentable to users in ways they can perceive.

4.3.2 Operable - User interface components and navigation must be operable.

4.3.3 Understandable - Information and the operation of user interface must be understandable.

4.3.4 Robust - Content must be robust enough that it can be interpreted reliably by a wide variety of user agents, including assistive technologies.

4.4 [W3C Accessibility Standards Overview](#) also provides principles and useful metrics for information technology that is not solely Web-based.

Article V IMPLEMENTATION

5.1 EWSHS's Accessibility Plan directs the Information Technology Accessibility Coordinator to conduct an audit and evaluation of existing technology assets to determine if they meet accessibility standards. The results of the evaluation will be sent to the department(s)

responsible for the technology. The individual departments, in coordination with the Information Technology Accessibility Coordinator, are responsible for ensuring that the technology meets the accessibility standards.

5.2 All new digital content and covered information technology will follow the guidelines outlined in section IV.

5.2.1 Prior to procuring covered information technology, employees must consult with the Information Technology Administrator.

5.2.2 Research will be conducted jointly by information technology and purchasing staff to determine whether a proposed technology purchase meets accessibility standards.

Article VI REPORTING

6.1 Individuals may report accessible technology concerns by contacting the Information Technology Accessibility Coordinator at 509-363-5358.

6.1.1 Reports are evaluated by the Information Technology Accessibility Coordinator and routed to the department that is responsible for the reported technology for correction, accommodation, or alternative equivalent access.

6.1.2 An acknowledgment response to such reports will be promptly issued, along with a reasonable estimate for resolving the accessibility concern.

Article VII RESOURCES AND TRAINING

7.1 Employees needing to correct accessibility concerns are encouraged to utilize the resources available within this policy and all referenced guidelines.

7.2 Information technology employees will receive information technology accessibility training as determined by their supervisor.

7.3 Web Content Managers will receive training on how to produce accessible Web content.

References that apply to this Policy:

RCW 43.105.205: Office of the state chief information officer—Created—Powers, duties, and functions. (wa.gov)	Accessibility OCIO (wa.gov)
188.10 Min Std 2019 AS Approved 03102020 1.docx (live.com)	Guidance on Web Accessibility and the ADA ADA.gov
W3C Accessibility Standards Overview Web Accessibility Initiative (WAI) W3C	

GIFT ACCEPTANCE POLICY

Policy Number:	FIN 110
Effective Date:	Approved by the Eastern Washington State Historical Society (EWSHS) Board of Trustees on [DATE]
Application:	Applies to all EWSHS personnel, board members, volunteers, contractors or agents of the EWSHS.
History:	This is a new Board policy.

Article I PURPOSE

1.1 EWSHS solicits and accepts gifts from individuals, corporations, and foundations to support the mission and operations of EWSHS, pursuant to RCW 27.34.070, as further detailed within Chapter 256-30 WAC. This policy addresses the acceptance of gifts by EWSHS and provides guidance to prospective donors and their advisors when making gifts to EWSHS. This policy applies to all gifts received by EWSHS for general operating purposes, exhibitions, programs, or services.

Article II DEFINITIONS

2.1 **EWSHS:** The Eastern Washington State Historical Society, also known as the Northwest Museum of Art & Culture, referred to herein and in other relevant agreements and policies as EWSHS, the Museum, or the MAC.

2.2 **Foundation:** The Northwest Museum of Arts & Culture Foundation, a Washington nonprofit corporation and a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, which is organized and incorporated for the purpose of assisting in providing funds for the operation and programs of EWSHS. The Foundation is a legal entity separate and distinct from EWSHS.

Article III GIFTS ACCEPTED BY EWSHS

3.1 The EWSHS Executive Director, Chief Development Officer, and subordinate Development Officers are authorized to negotiate gift agreements with prospective donors and their professional advisors in accordance with the guidelines set forth in this Policy, EWSHS regulations and bylaws.

3.2 EWSHS' best interests are protected by clarifying the types of gifts that may be accepted and the conditions under which they may be accepted. EWSHS accepts charitable gifts, including but not exclusive to, the types outlined below. EWSHS may also accept other types of gifts at its discretion and in accordance with applicable law and regulation, including deferred gifts, tangible property, and real property.

3.2.1 Cash or Cash Equivalents. One-time and recurring gifts of cash or securities from

a donor that are made outright. Gifts of cash will be accepted into the Annual Fund of EWSHS; cash gifts with restrictions will be accepted into the restricted accounts of EWSHS and held until the requirements for the gift are met.

3.2.2 Written pledges reflecting a donor's intent to fulfill a pledged gift within a fixed time.

3.2.3 Securities. EWSHS may accept both publicly traded securities and closely held securities. Securities may include common or preferred stocks and bonds, or mutual funds composed of such securities. They may be classified as marketable or non-marketable securities due to restrictions or other circumstances. Gifts of marketable securities shall be sold upon receipt or as soon thereafter as possible. Delivery instructions for making a gift of marketable securities are available through the EWSHS Development Department.

3.2.4 IRA Distributions. IRA distributions from individuals age 70 ½ and older.

3.3 Outright gifts of cash, publicly traded securities, or IRA distributions do not require approval by the Board of Trustees unless there are unusual restrictions or circumstances involved.

3.4 Whenever donors place restrictions or preferences on a gift, their intent shall be expressed clearly in a written gift instrument and agreed to by EWSHS prior to acceptance. Donors are encouraged to express their restrictions or preferences in the broadest terms possible. Donors shall also be strongly encouraged to permit an alternative use if the restriction or preference no longer supports the mission of EWSHS.

3.4.1 Donors may occasionally seek to make a gift with unusual restrictions or conditions. In such cases, the Executive Director and Chief Development Officer will assist in evaluating the gift alternatives and determine alternatives that may be acceptable to all parties. EWSHS shall not accept any gift which is overly restrictive in purpose or which significantly limits EWSHS' capacity. Acceptance of a gift, which will have a significant impact to EWSHS operations, shall only be accepted by EWSHS through a vote of its Board of Trustees.

3.5 EWSHS shall not accept a gift from any EWSHS Trustee or employee that would result in a conflict of interest by providing a direct or indirect economic benefit or other material benefit to that person or a family member, or any household or business with which that person is associated.

3.6 EWSHS shall not accept gifts that involve discrimination based upon race, religion, gender, sexual orientation, age, national origin, color, disability, or any other basis prohibited by federal, state, and local laws.

3.7 Gifts to EWSHS will be properly solicited, accepted, acknowledged and managed according to applicable federal and state laws and regulations.

3.7.1 Donors shall be treated in a highly professional and ethical manner. Donors shall be fairly and accurately informed of the intended use of their gifts.

3.7.2 All transactions between donors and EWSHS will be held in the strictest confidence, except that information may be shared with EWSHS Trustees and employees, legal counsel, or others who have a valid need to know, or as otherwise required by law. The Museum may publish an annual report listing the names of all donors in general giving categories; however, donors may request that their names be withheld, in which case they shall be listed as "anonymous." Donors understand EWSHS is a state agency subject to the Public Records Act, RCW 42.56. EWSHS will take reasonable measures to protect the privacy of anonymous donors while fulfilling its obligations under the law, including attempting to provide notification of relevant requests pursuant to RCW 42.56.540.

Article IV GIFTS DIRECTED TO THE FOUNDATION

4.1 EWSHS and the Foundation work collaboratively subject to formal agreement to protect and serve EWSHS' mission. Gifts made to the Foundation support the Foundation's mission of assisting in providing funds for the operation and programs of EWSHS. Donors are encouraged to consider the type of gift they wish to make and which organization may be best positioned to receive it in accordance with their intent.

4.2 Bequests and planned financial gifts to support the organization in perpetuity are by this policy directed to the Northwest Museum of Arts & Culture Foundation, ***EIN 91-1303063***, to be placed in the endowment funds under the guidelines of the Foundation's Gift Acceptance Policy. If it is unclear whether a gift was intended to be given to the Foundation or to EWSHS, EWSHS shall clarify the donor's intent in writing and handle the donation consistent with the donor's intent.

4.2.1 Bequests and Beneficiary Designations. Gifts payable upon the death of a donor via a Will, trust arrangement, life insurance, or other beneficiary designation are by this policy directed to and encouraged to name the ***Northwest Museum of Arts & Culture Foundation (EIN 91-1303063)***, to be placed in the appropriate endowment fund, according to donor intent. If it is unclear whether such gift was intended to be given to the Foundation or to EWSHS, EWSHS shall clarify the donor's intent in writing and handle the donation consistent with the donor's intent.

4.2.2 Real Estate: Devises of real property are, by this policy, directed to and encouraged to name the ***Northwest Museum of Arts & Culture Foundation (EIN 91-1303063)***, subject to its review and acceptance in accordance with its policies.

References that apply to this policy:

RCW 27.24.070: State historical societies – powers and duties – rules	Chapter 256-30 WAC: Eastern Washington State Historical Society – Gifts, Grants, Conveyances, Bequests and Devises
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DIGITAL PRESERVATION POLICY

Policy Number:	COL 102
Effective Date:	Approved by the Eastern Washington State Historical (EWSHS) Board of Trustees on [DATE].
Application:	Applies to all EWSHS personnel.
History:	This is a new Board Policy.

Article 1 PURPOSE

1.1 The Eastern Washington State Historical Society (EWSHS) is committed to sustainable access, use, and long-term preservation of the digital collection content, records, and resources within the museum's collections. The purpose of this policy is to:

- Define preservation objectives;
- Outline the scope of content covered in this policy;
- Establish digital preservation as a key consideration within EWSHS Collections;
- Inform how preservation actions are implemented; and
- Set reasonable expectations on how digital preservation is impacted or limited within EWSHS.

Article II DEFINITIONS

2.1 For the purpose of this policy, definitions provided are drawn from the Society of American Archivist's Dictionary of Archives Terminology¹, and adapted for agency use:

- 2.1.1 Digital Preservation:** the combination of policies, strategies, and actions that ensure authenticity, integrity, reliability, long-term access, and use of digital assets—digitized and born-digital—created and acquired by the EWSHS Collections Department. Digital preservation efforts seek to provide an accurate and authentic rendering of content while ensuring its future functionality and usability over time.
- 2.1.2 Digital Object:** digital objects comprised of information in binary form and its associated metadata. Digital objects may be either simple or complex. Simple digital objects are made up of a single file, such as a PDF or an image, while complex digital objects are made up of multiple files, such as a website or a digitized book.
- 2.1.3 Digital Assets:** digital objects considered part of the Museum's collection. As such, these digital assets are held in trust for the people of Washington State in accordance with RCW 27.34.070(2).
- 2.1.4 Born Digital:** Materials originating from a computer environment.

¹ <https://dictionary.archivists.org/index.html>

- 2.1.5 Digitization:** the act of copying/converting analog physical/electronic materials into digital objects. The act of digitization does not negate the need for the preservation of analog materials, nor does it function as digital preservation by itself.
- 2.1.6 Metadata:** information about data that promotes discovery, structures digital objects, and supports the administration and preservation of records. Metadata may be embedded with or stored separately from the digital object.
- 2.1.7 Authenticity:** the quality of being genuine, not a counterfeit, and free from tampering, and is typically inferred from internal and external evidence, including its physical characteristics, structure, content, and context.
- 2.1.8 Integrity:** the quality of being whole and unaltered through loss, tampering, or corruption.
- 2.1.9 Access Copy:** digital copies created for use by patrons, protecting the original from wear, damage, and corruption. Access copies are typically reformatted and/or scaled down from a high-quality preservation format to a lower-quality, easier-to-access, and store format.

Article III CONTEXT AND DIRECTIVES

3.1 The EWSHS Digital Preservation Policy should be approached in the context of other existing Society policies, plans, procedures, and strategies, including rights and reproduction procedures, strategic plans, EWSHS Board-approved policies, including the Collection Policy (COL-100), and Washington State regulations and laws.

The EWSHS Digital Preservation Policy is in alignment with other EWSHS directives, including:

- **Museum Strategic Plan (2022-2024), Goal 1: Streamline the MAC's Systems and Operations:** "Build on existing resources to invest in its human and digital infrastructure."
- **Collection Policy COL-100, Records Management, 5.2.1:** "All records of the permanent collections, including records of conveyance, accession records, loan and registration records, including digital records, shall be organized according to professional standards and housed to ensure their preservation, access, and retrieval."

Article IV SCOPE

4.1 This policy does not seek to establish digital preservation requirements institution-wide. Instead, this policy centers on the digital assets—digitized and born-digital—created and acquired by the EWSHS Collections Department. As such, this policy is limited to the following digital assets:

- 4.1.1 EWSHS objects, art, and archival collections held in trust for Washington State that have digitized materials or born-digital content.
- 4.1.2 EWSHS Collections-created resources including, but not limited to:

- Online exhibits and digitized exhibition materials
- Curatorial records
- Contextual data and metadata
- Digitized institutional records managed within the Collections Department

Article V PRINCIPLES AND STRATEGIES

5.1 Access, Authenticity, and Integrity

EWSHS seeks to provide long-term access to authentic, accessible versions of the digital assets held and created by the Collections Department to the best of its abilities.

5.2 Professional Commitment

EWSHS is committed to proactive participation in the digital preservation of its collections, centering digital preservation as a core practice in its procedures, projects, and professional development.

5.3 Adaptability

Due to the constantly evolving nature of digital preservation, EWSHS is committed to developing adaptive procedures that can address preservation needs as technology changes.

Article VI CHALLENGES

6.1 Scalability

Due to the many variabilities that comprise and affect data, there is no single, standardized structure to manage and preserve all digital assets. Such variabilities include, but are not limited to, file formats, metadata, user accessibility needs, or software and hardware obsolescence. Therefore, EWSHS will implement scalable preservation actions based on the three categories of consideration – *use*, *risk*, and *value* – to balance preservation actions with the needs of our users, the priorities of EWSHS, available resources, and technological capabilities.

6.2 Environmental Sustainability

EWSHS recognizes that there are environmental costs to digital preservation, including, but not limited to, energy consumption and electronic waste. The Collections Department seeks to conduct preservation actions and digital storage with environmental sustainability in mind.

6.3 Financial Sustainability

EWSHS recognizes that there are financial costs to digital preservation, including, but not limited to, software, digital storage, staffing, and time. EWSHS seeks to center digital preservation actions within the applicable established workflows of the Collections Department. The Society will continue to seek project-based funding from external and state funding sources to supplement and support long-term digital preservation objectives.

Article VII IMPLEMENTATION

7.1 To meet the scalability and adaptability needs surrounding digital preservation, this policy establishes a preservation framework with clearly defined principles, strategy, and scope.

7.2 The Collections Department will implement this policy through the creation and documentation of procedures to be followed, including a Digital Preservation Plan. This plan, in conjunction with other collections management procedures, will outline specific preservation activities, internal standards, and department workflows in alignment with the Digital Preservation Policy and industry standards. The Digital Preservation Plan is subject to the review and approval of the Executive Director or designee. The Collections Department is responsible for maintaining and implementing procedures aligned with this policy.

References that apply to this policy:

RCW 27.34.070	EWSHS Policies COL-100
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DRAFT



2023-2026 Eastern Washington State Historical Society Board of Trustees

Name	Date Elected	Position	Affiliation/Notes
<u>TERM EXPIRING JUNE 30, 2023</u>			
1 Collins, Lukus (1 st)	03/04/2020	Treasurer	Treasurer & Balance Sheet Strategist, STCU
2 Hesler, Greg (1 st)	05/06/2020		Vice President, General Counsel and Chief Compliance Officer for Avista Corporation
3 Arnold, Laurie (1 st)	05/06/2020	Secretary	Director, Native American Studies, Associate Professor of History, Gonzaga University
<u>TERM EXPIRING JUNE 30, 2024</u>			
4 Sanburn, Peter (2nd)	06/01/2016	President	Retired Business Executive
5 Durnford, Janet (2nd)	07/18/2018	Vice President	Senior Strategist, Oracle
6 Henshaw, Matthew (2nd)	06/20/2018		Director of Curriculum and Instruction, Spokane Public Schools
7 Louie, Jeanie (1 st)	09/01/2021		American Indian Cultural Council
8 Schultz, Debra (2nd)	02/01/2017		Retired Business person/Retired educator
9 Velázquez, Frank (2nd)	09/26/2018		Spokane Regional Health Director
<u>TERM EXPIRING JUNE 30, 2025</u>			
10 Terry, Gayle (1 st)	03/04/2022		Broker/Realtor, Windermere Manito
11 Dunn, Michael (1 st)	06/01/2022		Retired Educator
<u>TERM EXPIRING JUNE 30, 2026</u>			
12 Duvoisin, Steve (1 st)	02/01/2023		Duvoisin Group CEO
13 Brown, Jason (1 st)	07/12/2023		Partner, Stevens Clay, P.S.
<u>Ex-Officio / Staff</u>			
Flannery, Michael			President, MAC Foundation Board of Trustees
Allard, Melissa			Executive Assistant
Bresnahan, Anna			Chief Development Officer
Jessup, Wesley			Executive Director, EWSHS
Langston, Francis			Chief Financial Officer
Worstell, Rob			Director of Education
Summers, Carol			Director of Special Projects
Tackett, Kayla			Director of Exhibitions and Collections
Webber, Renee			Chief Operating Officer
Fischer, Marit			Chief Marketing Officer

MAC Board of Trustees 2024 Meeting Schedule

Board meetings on first Wednesday of odd months

January 10, 2024	3:00-5:00	Gilkey Community room
March 6, 2024	3:00-5:00	Gilkey Community room
May 1, 2024	3:00-5:00	Gilkey Community room
July 3, 2024	3:00-5:00	Gilkey Community room
September 4, 2024	3:00-5:00	Gilkey Community room
November 6, 2024	3:00-5:00	Gilkey Community room

Committee meetings on even months

- **Staff member of committee to schedule these meetings.**

February 2024

April 2024

June 2024

August 2024

October 2024

No meeting in December