

SOUTHERN OREGON HISTORICAL SOCIETY, INC. RESTATED BY-LAWS

Article I: Name and Office

Section 1. Name

The name of this society shall be the Southern Oregon Historical Society, Inc., (hereinafter referred to as "the Society" or SOHS).

Section 2. Office

The principal office of the Society shall be at a location designated by the Board (hereafter referred to as "the Board") within Jackson County, Oregon.

Article II: Purposes & Limitations

Section 1. Purposes

A. This corporation is organized under the laws of the State of Oregon and shall be operated solely for charitable purposes, including educational activities.

B. The Mission of the Society is to bring history alive by collecting, preserving and sharing the stories and artifacts of our common heritage. Through its interpretive programs, collections and publications, the Society strives to educate the public and generate an appreciation of regional history for present and future generations.

C. The Society will hold in trust for the people of Jackson County and Southern Oregon all materials collected by or entrusted to SOHS. The Society may, however, deaccession materials in its collection from time to time in accordance with appropriate ethical standards and guidelines, and in accordance with the Board-adopted Collection Management Policy.

Section 2. Limitations

A. In general, this corporation is formed to engage in any lawful activity, not for profit, in which corporations are authorized to engage under Chapter 65 of the Oregon Revised Statutes, provided, however, that it will not engage, except to an unsubstantial degree, in any activity not in furtherance of the specific and primary purposes set forth in section 1, above.

B. Assets of this corporation shall be used exclusively in furtherance of the Society's mission.

C. Notwithstanding any other provisions of this **Article II**, this corporation shall engage only in activities which are permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(3) and 501(h) of the Internal Revenue Code ("The Code") by a corporation to which contributions are deductible under Section 170(c)(2) of The Code and by a public charity described in 509(a)(1), (2) or (3) of The Code.

Article III: Membership

Section 1. Qualifications

Any individual, family, business or corporation may hold membership in the Society.

Section 2. Categories and Fees

This corporation may have one or more classes of members. Categories of and membership fees for classes may be established by the Board.

Section 3. Term of Membership, Privileges

A. Membership term shall be for one year. The terms and conditions shall be established by the Board.

B. Each member of 30 or more days' standing may cast one vote on matters requiring a vote of the Society's membership. There shall be no proxy voting.

C. Privileges may be provided at the Board's discretion to various levels of membership for the purpose of encouraging increased financial support for the Society.

Article IV: Membership Meetings

Section 1. Annual Meeting

An annual meeting of members of the Society shall take place within 90 days following the fiscal year-end.

Section 2. Notice

Timely advance written notice of all membership meetings shall be given, including date, time, place and principal subjects to be discussed.

Section 3. Quorum

Those votes represented at a meeting of SOHS members shall constitute a quorum.

Section 4. Special Meetings

Special membership meetings may be called by the President, or at the request of the Board, or by a written petition delivered to the Secretary containing signatures representing 5 percent of the current membership. Notice must be furnished to the membership at least three days prior to the meeting.

Section 5. Conduct of Meetings

Meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order* unless otherwise agreed upon by a majority of members in attendance.

Section 6. Decision Making

All matters are to be decided by a majority vote of those present unless otherwise provided by these bylaws.

Article V: Board

Section 1. Authority

The Board shall have full power and authority over the affairs of the Society and shall perform the duties prescribed within the applicable Oregon Revised Statutes, by the Articles of Incorporation, by these bylaws, and by a parliamentary authority adopted in these bylaws.

Section 2. Membership

A The Board will be composed of no less than seven, and no more than 20 Trustees including officers serving under provisions of paragraph E, below. Prior to initiation of the trustee election process, each year the Board shall set the total number of trustees, up to 20, to be seated and serving in the ensuing calendar year.

B. Except as provided in Section 2.D, below, an individual may be elected to two consecutive three-year terms as a Trustee.

C. Tenure on the Board as an appointee serving out the remainder of a vacated term shall not limit a person's right to be elected to and serve two full three-year terms.

D. A former Trustee may be elected to serve two full three-year terms after at least one year off the Board.

E. A Trustee whose term as President and Trustee end simultaneously shall serve an additional two years as Trustee with the title Immediate Past President and voting rights equal to other Trustees.

A Trustee who is elected President-Elect shall remain on the Board for the entire six-year track of President-Elect, President, and Immediate Past President irrespective of whether the officer election has occurred in the Trustee's first or second three-year term and irrespective of the year within that term that the election has taken place.

A Trustee who is elected Vice-President, Secretary, or Treasurer shall serve in the office and on the Board until completion of the term of office even if the term of office extends beyond the second three-year term of a Trustee.

Should a term of office extend beyond the second three-year term of a Trustee, the Executive Committee shall ask the Board to re-elect the officer to a Trustee term that coincides with the officer's remaining term of office.

Section 3. Election, Vacancies, Removal, Resignation

A. Article IV of the current Southern Oregon Historical Society's Restated Articles of Incorporation shall be used to set the procedure for election of Trustees.

B. Three consecutive absences from a Board meeting by any Trustee without a valid reason, as determined by the Board, shall be deemed to constitute a resignation. A Trustee may also resign at any time by giving written notice to the Board or the President.

C. A Trustee of the Society may be removed by affirmative vote of not less than two-thirds of the Trustees.

D. In the event of a vacancy on the Board, either: (1) the vacancy shall be filled for the unexpired term by a vote of the remaining Trustees within two regular Board meetings, or as soon as possible after the vacancy occurs, or (2) the Board may elect not to fill the vacancy, provided the number of Trustees following the vacancy remains within the number specified in Section 2.A of this Article V.

Section 4. Meetings

A. The Board shall hold its meetings in Jackson County at times and locations it may determine.

B. A quorum shall be required in order to conduct any Board meeting. A quorum is a majority of the number of trustees currently prescribed pursuant to Section 1, A, above. If less than a quorum attends a meeting, a majority of those members present shall adjourn the meeting to a time and place certain.

C. Meetings of the Board are open to the Society's membership and the public in general. Executive sessions may, however, be called to deal with certain matters, including, but not limited to, personnel, labor negotiations and real estate transfers. No votes may be taken during executive sessions. Minutes will be taken of all regular and special Board meetings and of committee meetings as required by law.

D. A special meeting of the Board may be called by the President, or by a majority of the Board, upon 24-hour notice.

E. At any meeting of the Board, each Trustee shall be entitled to one vote on each matter presented for a vote.

Section 5. Honorary Trustees

The office of "Honorary Trustee for Life" recognizes members who have demonstrated long-term dedication to the Society, and who have provided substantial contribution to the Society's objectives. No active Trustee is eligible for this office. Honorary trustees shall not be entitled to any vote on Board matters.

Section 6. Ex-Officio Trustees

Ex-officio, non-voting, members of the Board shall be appointed by the Board at its discretion.

Article VI: Officers

Section 1. General

Officers of this Society shall be a President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer and such other officers as the Board may determine. Officers shall be elected by the Board in the first Board meeting following the election of Trustees. All terms of office shall be for two (2) years. Vice President, Secretary, and Treasurer may serve no more than two consecutive terms in the same position; President, President-Elect, and Immediate Past President may serve no more than one term in the same position.

Officers serve at the pleasure and discretion of the Board and may be removed by majority vote of the Board. An officer may resign at any time by giving written notice to the Board, the President or the Secretary.

Section 2. President

The President shall be the chief elected officer of the Society, responsible to the Board. Whenever present, the President shall preside at meetings and perform such other duties as may be assigned by the Board. The President also shall:

- A. Be an ex-officio member of all committees except the nominating committee;
- B. Execute, with the Secretary, all legal documents of the Society;
- C. Appoint the presiding officers of all committees;
- D. Call special meetings as provided in the bylaws and as deemed necessary, and
- E. Represent the Society at public meetings, conferences and hearings, or designate an appropriate alternate representative.

Section 3. President-Elect

The President-Elect shall collaborate with the President to learn the role of the President, to become familiar with the programs of the Society and its governance, and to develop and facilitate officer transition. The President-Elect also shall

- A. Assist and support the President as needed and plan for the Presidential year;
- B. Be an ex-officio member of all committees; and
- C. Chair the nominating committee.

The President-elect shall automatically become President at the end of the term as President-Elect.

Section 4. Immediate Past-President

The Immediate Past President shall provide advice and leadership to the Board of Trustees regarding past practices and other matters to assist the Board in governing the Society. The Immediate Past President supports the president and the President-Elect on an as-needed basis.

Section 5. Vice President

The Vice President shall act as President in the latter's absence, and shall serve as the President's alternate when so designated, and perform any other duties established by the President and/or the Board. The Vice President shall also attend meetings of the SOHS Foundation and summarize such meetings for the Board.

Section 6. Secretary

The Secretary shall be responsible for the seal of the Society, and shall execute, along with the President, all legal documents of the Society, be responsible for the recording of minutes of all Board and executive committee meetings, be the custodian of minutes of those and other committees, and perform any other duties established by the President and/or the Board.

Section 7. Treasurer

The Treasurer shall supervise the Society's funds and securities and be responsible for any other duties established by the President and/or the Board.

Section 8. Joint Offices

At the option of the Board, the offices of President-elect and Vice President may be held by the same person and the offices of Treasurer and Secretary may be held by the same person.

Section 9. Other Offices

The Board may establish other offices with duties as deemed necessary.

Article VII: Committees

Section 1. Executive Committee

An Executive Committee of the Board shall be comprised of the President, President-Elect, Immediate Past President, Vice-President, Secretary, Treasurer, and up to two members at large selected by the President from the remaining members of the Board. The role of the Executive Committee shall include determining the agenda of the regular Board meetings, making decisions on behalf of the Board in case of emergency or urgent situations (legal matters, real estate negotiations, etc.) as authorized by the full Board, coordinating any performance evaluations of the Executive Director, and receiving and discussing complaints or concerns from the public and/or society members before such complaints or concerns are taken to the full Board. Nothing stated above shall preclude any member of the Board from raising any issue at any full Board meeting.

Section 2. Other Committees

A. There shall be such committees as the Board, from time to time, may create. The presiding officer of each such committee shall be appointed by the President. Members of each committee shall be appointed by the committee's presiding officer and the President of the Board. One or more Trustees shall serve on and be active members of each committee.

B. A majority of the members of a committee shall constitute a quorum of which a majority will be necessary for any action. Each member of a committee shall be entitled to one vote.

C. All committees are to advise and assist the Board and the staff of the Society. No committee may be given or assume the power vested in the Board.

D. Committee members may be removed through a joint decision of the Board President and the presiding officer of the committee.

Article VIII: Administration

Section 1. Executive Director

The Board may employ, and set the compensation for, an Executive Director (hereinafter referred to as "the Director"). The Director shall serve at the pleasure of the Board. The Board will conduct annual evaluations of the Executive Director's performance.

Section 2. Administrative Responsibilities

The Director shall be the chief executive officer of the Society and shall be charged with the overall administration of the affairs of the Society, its properties, its financial resources, and its staff, subject to the directives of the Board, these bylaws, and the laws of the State of Oregon. The Director shall attend, ex-officio and with no voting rights, all Board and executive committee meetings, except when excused by the Board.

Section 3. Management Coordination Team

In the absence of an Executive Director, administration of day-to-day operations of the Society shall be overseen by a Coordination Team. The team shall consist of the President, President-Elect, and/or Treasurer, committee chairs, and any designated staff. The team shall meet as needed but at least quarterly to coordinate Society activities, events and operations, and participate in financial planning and budgeting.

Article IX: Financial Matters

Section 1. Annual Financial Review

All required and necessary financial records of the Southern Oregon Historical Society may be subjected to an independent, external audit or internal review in accordance with generally accepted accounting principles (GAAP) for such procedures, at the end of each fiscal year.

Section 2. Fiscal Year

The fiscal year is January 1 – December 31.

Section 3. Signature Authority

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Society shall be signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board.

Section 4. Execution of Documents

Except as otherwise provided in these bylaws, the Board may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances.

Article X: Seal

The seal of the Society is to be used as custom and law provide.

Article XI: Indemnification

Section 1. Indemnification

The Society shall indemnify to the fullest extent not prohibited by law any Indemnified Person (as hereinafter defined) who was or is a party or is threatened to be made a party to any Proceeding (as hereinafter defined) against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such Proceeding.

Section 2. Advancement of Expenses

Expenses incurred by an Indemnified Person in defending a Proceeding may, in the sole discretion of the Board, be paid by the Society in advance of the final disposition of if the Indemnified Person furnishes the Society:

- A. A written affirmation of the Indemnified Person's good faith belief that such Indemnified Person is entitled to be indemnified by the Society under this Article or under any other indemnification rights granted by the Society to such indemnified Person; and
- B. A written undertaking by or on behalf of such Indemnified Person to repay such advance to the extent it is ultimately determined by a court that such Indemnified Person is not entitled to be indemnified by the Society under this Article or under any other indemnification rights granted by the Society to such Indemnified Person.

Such advances shall be made without regard to the Indemnified Person's ability to repay such advances and without regard to the Indemnified Person's ultimate entitlement to indemnification under this Article or otherwise.

Section 3. Definitions

A. The term *Indemnified Person* shall mean any person who is or was (1) a director, officer, member of a committee, employee or, to the extent authorized by the Board in the specific case, an agent of the Society, or (2) serving at the request of the Society as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

B. The term *Proceeding* shall include any threatened, pending or completed action, suit or proceeding, whether brought in the right of the Society or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the fact that the person is an Indemnified Person.

Section 4. Non-Exclusivity and Continuity of Rights

The indemnification and entitlement to advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the Board, or otherwise, shall continue as to a person who has ceased to be a person described within the definition of Indemnified Person, shall inure to the benefit of the heirs, executors and administrators of such an Indemnified Person and shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article. The Society may enter into agreements to indemnify any Indemnified Person.

Section 5. Amendments

Any repeal of this Article shall only be prospective and no repeal amendment or modification hereof shall adversely affect the remainder of this Article in effect at the time of the alleged occurrence of any act or omission to act that is the cause of the Proceeding.

Article XII: Amendment of Bylaws

The Society may amend or add to these bylaws in any manner consistent with its Articles of Incorporation and with the laws of the State of Oregon, in two ways:

1. By the majority vote of the members of the Society attending the annual meeting, or any special meeting called for that purpose with one month's prior written notification to the members of the Society explaining the meeting and its purpose; or
2. By the affirmative action of a simple majority of members of the Board at any meeting of the Board called for that purpose, with one month's prior written notification to the members of the Society explaining the meeting and its purpose.

All officers and trustees whose terms expire in 2017 shall serve in their current capacities until the end of the new fiscal year, December 31, 2017, and the Board by rule shall provide for renumbering the Classes of Trustees, reflecting the extension of term caused by altering the fiscal year of the corporation.

Southern Oregon Historical Society
Restated By-Laws – Approved August 24, 2017

Should any future amendment to these bylaws change or adjust the Society's fiscal year end, existing officers shall continue to serve in their current capacities until the end of the new fiscal year or a time frame designated by resolution of the Board of Trustees.

These restated Bylaws, replacing amended Bylaws dated March 4, 2016, are to be submitted to the Board of Trustees at the regular board meeting of August 24, 2017

ADOPTED and effective this 24th Day of August 2017.

Douglas McGeary, President

Paden Voget, Secretary