

# **SOUTHERN OREGON HISTORICAL SOCIETY, INC. 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 appropriated 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.

## **Section 4. Records of Members**

The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information, and status of Voting Members and nonvoting members. The contact information of Voting Members may be in the form of a street address, mailing address, or electronic address by which the Voting Member elects to receive notices and other messages from the Corporation.<sup>10</sup>

# **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. \*2.

## **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**

The current edition of *Robert's Rules of Order* may be used as a guide in the conduct of meetings 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 \*1.

A. The Board will be composed of no less than seven, and no more than 20 Trustees including a past president 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. (1) Except as provided in Section 2.D, below, an individual may be elected to two consecutive three-year terms as a Trustee.

(2) A Trustee may be elected to serve additional three-year (3) YEAR terms as Trustee without a year off the Board at the request of the Executive Committee and with the Approval of the Board of Trustees. \*9.

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.

F. (1) 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.

(2) 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.

(3) 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. Records of Directors**

The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information and status of Directors. The contact information will be in the form of a street address, mailing address, or electronic address at which the Director elects to receive notices and other messages from the Corporation.<sup>11</sup>

#### **Section 5. Meetings**

A. The Board shall hold its meetings in Jackson County at times and locations it may determine. Meetings shall be scheduled by the board of directors in a manner that informs all directors of the time and place without additional notice being necessary for all directors to be able to attend.

B. A quorum shall be required in order to conduct any Board meeting. A quorum consists of a majority of, but no less than one-third of the number of directors in office immediately before the meeting begins. 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.

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

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

G. Trustees may participate in a regular or special meeting by, or conduct the meeting through, use of any means of communications by which all directors participating may simultaneously hear each other during the meeting. Participation in a meeting by this means will constitute presence in person at the meeting.

#### **Section 6. Voting**

A. Unless prohibited or limited by these Bylaws or Articles of Incorporation, any action which may be taken at any annual, regular or special meeting of the Board of Directors, ~~or~~ may also be taken without a meeting, by E-mail if:

- (1) The Corporation has a record of all Directors E-mail addresses; and
- (2) The Corporation maintains a copy of the announcement and record of the Director's votes in the corporate minutes.

B. If the action is taken by E-mail, the announcement and description of the action shall be sent to each Director at the E-mail address stored in the corporate records and shall include:

- (1) A description of the action to be taken, or the motion;
- (2) A deadline to respond with a vote which may not be less than forty-eight (48) hours;
- (3) A statement that a Director may change their vote any time prior to the deadline; and
- (4) An effective date if the action is intended to be effective at a date which is later than the deadline date.

D. The affirmative vote of a majority of all Directors is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action are required by law, the Articles of Incorporation, or these Bylaws.<sup>12</sup>

### **Section 7. 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 8. 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, 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. Each officer may serve no more than two consecutive terms in the same position.<sup>13</sup>

A Trustee who is elected President, 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.

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. \*3. \* 4.

### **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.**~~ \*5. – *Removed this provision with 8-2020 amendments*

### **Section 4. 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 5. 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, maintain records of the Voting Members and Directors, and perform any other duties established by the President and/or the Board.

#### **Section 6. 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 7. Joint Offices**

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

#### **Section 8. Other Offices**

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

### **Article VII: Committees \*6.**

#### **Section 1. Executive Committee**

A. An Executive Committee of the Board shall be comprised of the President, Immediate Past President, Vice-President, Secretary, and Treasurer, and members at large<sup>\*15</sup> 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, conducting 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.

B. Subject to the restrictions under ORS 65.354(5), and subject to Section C below, the Board may also delegate to the Executive committee other authorizations that may include, but not limited to, authorizing expenditures, adopting budgets, setting policies or establishing programs for the sole purpose of providing operating continuity and business.

C. Any additional power delegated to the Executive Committee shall be established by resolution adopted by the Board at a properly called meeting, and such resolution shall specifically state the authority of the Board being delegated to the committee.

#### **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 Board 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: Executive Director**

### **Section 1. Employment**

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. 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 \*7.**

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 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, at the Board's direction.

### **Section 2. Fiscal Year \*8.**

The fiscal year is January 1 – December 31. Should the Society's fiscal year end be changed or adjusted, existing officers will 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.

### **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. Definition of Written, Document, and Signing**

All documents, notices, writings or signatures required by statute may be embodied and retained in electronic form.<sup>14</sup>

#### **Section 5. 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 (i) 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 (ii) 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.

C.

#### **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 of 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:

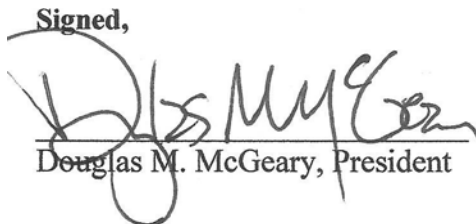
1. By the majority vote of the members of the Society attending the annual meeting, or any special meeting called for that purpose with one month's prior written notification to the members of the Society explaining the meeting and its purpose; or
2. By the affirmative action of a simple majority of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

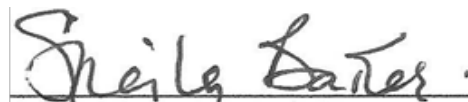
### Notice of Revision

These revised Bylaws, replacing those dated October 25, 2018, have been properly noticed and approved by the Board of Trustees at its regular board meeting of May 27, 2021. Their enactment affects the terms for the President, Board voting by email, clarification of electronic documents, word clarification, and Records of Members and Directors.

**ADOPTED and effective this 27<sup>th</sup> day of May, 2021.**

**Signed,**

Signed,  
  
Douglas M. McGeary, President

  
Sheila Baker

Sheila Baker, Secretary

SEAL:

1. [Article V, Section 2, Membership A](#): Language of this item was changed by amendment of SOHS bylaws March 7, 2013.
2. [Article IV, Section 1, Annual Meeting](#): Language of this item was changed by amendment of SOHS bylaws March 4, 2016.
3. [Article VI, Section 1, General](#): Language of this item was changed by amendment of SOHS bylaws March 4, 2017.
4. [Article VI, Section 1, General](#): Language of this item was changed by amendment of SOHS bylaws August 24, 2017.
5. [Article VI, Section 3, President-Elect](#): This Section was added by amendment of SOHS bylaws August 24, 2017.
6. [Article VII: Committees](#): Language of this Article was changed by amendment of SOHS bylaws August 24, 2017.
7. [Article VIII: Executive Director](#): Language of this Article was changed by amendment of SOHS bylaws August 24, 2017.
8. [Article IX: Financial Matters](#): Language of this Article was changed by amendment of SOHS bylaws August 24, 2017.
9. [Article V: Board](#): Language of this Article was changed by amendment of SOHS bylaws October 25<sup>th</sup>, 2018.
10. [Article III: Membership](#): Language of this Article was changed by amendment of SOHS bylaws August 27, 2020, pursuant to ORS 65 changes effective 1-1-20.
11. [Article V: Board](#): Language of this Article was changed by amendment of SOHS bylaws August 27, 2020, pursuant to ORS 65 changes effective 1-1-20.
12. [Article V: Board](#): Language of this Article was changed by amendment of SOHS bylaws August 27, 2020, pursuant to ORS 65 changes effective 1-1-20.
13. [Article VI: Officers](#): Language of this Article was changed by amendment of SOHS bylaws August 27, 2020.
14. [Article IX: Financial Matters](#): Language of this Article was changed by amendment of SOHS bylaws August 27, 2020, pursuant to ORS 65 changes effective 1-1-20.

15. [Article VII: Committees](#); Section 1. Executive Committee: Language of this Article was changed by amendment of SOHS bylaws May 27, 2021 pursuant to Board approval to not limit the number of 'at large' members of this committee.