

**Re-Styled BYLAWS  
of  
THE DESCHUTES COUNTY HISTORICAL SOCIETY**

**ARTICLE I  
DEFINITIONS**

- 1.1 The "Society" means The Deschutes County Historical Society, which is also the name of this corporation.
- 1.2 The "Board" means the Board of Directors elected by the board of directors.
- 1.3 The "Committee" means the Executive Committee of the Board.
- 1.4 The "Museum" means the Deschutes Historical Museum, which is administered by the Board.
- 1.5 "OHS" means the Oregon Historical Society.

**ARTICLE II  
PURPOSE AND OBJECTIVES**

- 2.1 **PURPOSE.** The purpose shall be to achieve the mission, vision, goals and objectives of the Society, and to carry on other activities of a historical and educational nature as are permitted by the law related to nonprofit corporations that are exempt from federal taxation as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986.
- 2.2 **MISSION AND VISION.** To achieve this purpose, the Society, among other things, operates the Des Chutes Historical Museum as an interpretation and education, research, and curation facility pursuant to the following mission and vision statements:
  - 2.2.1 The mission of the Deschutes Historical Society is to preserve, promote, and celebrate our local history.
  - 2.2.2 The vision of the Deschutes County Historical Society is to develop the Des Chutes Historical Museum as a vibrant community center dedicated to research of, education about, and appreciation of our unique history.
- 2.3 **GOALS AND OBJECTIVES.** The goals of the Deschutes County Historical Society shall be to gather, preserve and make available museum, library, photographic, and other materials and artifacts relating to the history and development of Central Oregon, and to stimulate an interest in, and knowledge of, the locality's past. More particularly the objectives to implement these goals shall be:
  - 2.3.1 To discover and collect materials which may help to establish or illustrate the history of the county or the state including, but not limited to, their exploration, settlement, development and activities in peace and war, and their progress in population, medicine, education, arts, science, agriculture, industry, trade and transportation
  - 2.3.2 To provide, in cooperation with the Oregon State Historic Preservation Office the State Society, and relevant local organizations, for the preservation of the material referred to in 2.3.1, and for its accessibility, as appropriate, to all who wish study it.
  - 2.3.3 To assist with archeological investigations of cultural sites; and to assist in the preservation of historic buildings, monuments, markers, trails, and sites.
  - 2.3.4 To stimulate and sustain interest in the past by disseminating historical information.

**ARTICLE III**  
**MEMBERS, DUES, AND MEETINGS**

- 3.1 **MEMBERSHIP.** Any person or entity supportive of the purpose, mission, and objectives of the Society shall be eligible for membership.
- 3.2 **DUES.** The Board shall define membership categories (i.e., individual, family, junior, etc.) and set the levels of dues.
- 3.3 **MEMBERS.** Any person or entity may become a member by making application and paying the appropriate annual dues.
  - 3.3.1 The Board may name as Distinguished Members those persons it determines deserving of such credit in recognition of outstanding service to the Society.
- 3.4 **MEMBERSHIP RIGHTS AND PRIVILEGES.** Members are entitled to receive information about the Society's purposes and activities, as may be determined by the Board. Members have the right to vote by written ballot on matters expressly submitted or delegated by the Board to the membership.
- 3.5 **MEMBERSHIP MEETINGS.**
  - 3.5.1 **Annual Meetings.** An annual meeting of the membership shall be held each year at a time and place fixed by the Board.
  - 3.5.2 **Notice of Meetings.** All meetings of the membership shall be publicized in the manner directed by the President of the Board and in a manner reasonably calculated to notify the membership in a timely fashion. The notice shall state the date, time, and place of the meeting; and, in the case of a special meeting, the purpose(s).

**ARTICLE IV**  
**BOARD OF DIRECTORS**

- 4.1 **DIRECTORS.** The affairs of the Society shall be managed by its Board of Directors.
  - 4.1.1 The Board shall adopt such rules and regulations for the conduct of its meetings and for the management of the Society as it deems proper.
  - 4.1.2 A member of the Deschutes County Commission shall be invited to be an ex officio member of the Board. The commissioner has all rights and responsibilities of a Board member, but his or her status exempts the commissioner from the usual meeting attendance requirements.
  - 4.1.3 Employees of the Society and independent contractors paid by the Society are not eligible to serve on the Board.
- 4.2 **NUMBER and TERM.** The number of Directors may vary between a minimum of eleven (11) and a maximum of nineteen (19), the exact number of which shall be fixed by Resolution of the Board. Directors shall be elected to a three-year term. The term of office of one-third (1/3) of the Directors shall expire at the end of each year.
- 4.3 **ELECTION.** At the Annual Meeting of the Board of Directors, the Board shall elect that number of Directors equal to the number of vacant seats (existing as a result of resignation, removal, or expiration of term) anticipated for the term succeeding the Annual Meeting. The Directors to be considered for election shall include only those nominated in accordance with Section 4.3.1 below. At least two weeks prior to the Annual Meeting, the Secretary shall disseminate to the Board the list of any persons nominated by the Nominating Committee, along with any biographical information submitted by the candidate in support

of the nomination.

4.3.1 Nominations of candidates to the Board of Directors will be identified and recommended to the Board by the Nominating Committee. The Nominating Committee will be comprised of no more than three sitting board members, the DCHS Executive Director, and a minimum of one volunteer from the Deschutes Historical Museum and one member at large from the DCHS membership. The Nominating Committee shall be responsible for administering the procedures for electing Directors as provided herein. If after votes on each of the recommend nominees there remain vacant seats on the Board, then additional nominations shall be made

4.4 **REMOVAL.** A Director may be removed, with or without cause:

4.4.1 By the affirmative vote of two thirds (2/3) of the Directors then in office, at any meeting of the Board; or,

4.4.2 By a majority of the membership in a mail ballot conducted for that purpose as required by statute.

4.4.3 Removal of a Director shall also automatically constitute removal from any committees on which the Director is serving.

4.5 **VACANCY.** Any vacancy in the office of elected Director occurring or existing from any cause may be filled by appointment by the Board, with the person so selected to continue in office until the next election of Directors and until the Director's successor qualifies and takes office.

4.5.1 If any member of the Board fails to attend three (3) consecutive Board meetings, without satisfactory explanation, the Board may declare that position vacant.

4.6 **RESIGNATION.** Any Director may resign at any time by delivering written notice of resignation to the President or the Secretary. Such resignation shall be effective upon receipt unless it is specified therein to be effective at a later time, and acceptance of the resignation shall not be necessary.

4.7 **MEETINGS.**

4.7.1 **Annual Meeting.** The Annual Meeting of the Board, for the purpose of electing Officers and Board members, shall be held in January of each year.

4.7.2 **Regular Meetings.** The Board shall meet at least bi-monthly, on a day and at a time to be chosen and announced by the Board at its first meeting for each year.

4.7.3 **Special Meetings.** The President may call other meetings of the Board at any time. Notwithstanding the provisions of ORS 65.344(3), special meetings of the Board may be called by other Board members only upon receipt by the President of a written request signed by three (3) or more members of the Board.

4.7.3.1 **Notice.** The Secretary shall notify Board members in person or by mail of the date, time, and place of any special meeting and its purpose.

4.7.4 **Quorum and Assent.** A majority of the number of Directors in office at the time of a meeting of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of a vote thereon shall be the act of the Board, unless a different number is required by law, the Articles of Incorporation, or these Bylaws. A majority of the Directors, in the absence of a quorum, may adjourn and reconvene, but may not transact any business.

**ARTICLE V  
HONORARY DIRECTORS**

- 5.1 The Board may select past members of the Board with records of distinctive and dedicated service as "Honorary Directors" in recognition of their contribution to the Society, to serve at the pleasure of the Board. Honorary Directors shall be principally advisors and volunteers, and shall be entitled to receive notice of all meetings of the Board, to attend and speak at such meetings, to receive copies of the minutes thereof, and to serve members of any committee, but shall not be entitled to vote at Board meetings and shall not be counted as a Director for the purposes of Section 4.2 of these Bylaws. They shall be listed in the newsletter and in official rolls of the Society.

**ARTICLE VI  
OFFICERS**

- 6.1 **OFFICERS.** The Officers of the Society shall be a President, Vice-President, Secretary, Treasurer, and other Officers as needed. All Officers shall be elected annually by the Board from the members of the Board. A vacancy occurring in any office shall be filled by the Board for the unexpired portion of the term.
- 6.2 The President shall be the principal Executive Officer of the Society. Except as otherwise provided by the Board, he or she shall preside at all meetings of the Board, the Executive Committee, and the membership, and shall be an ex-officio member of all committees.
- 6.2.1 In the absence of a paid Executive Director, the President shall ensure that all duties incident to the office of Executive Director and other such duties as may be prescribed by the Board are performed.
- 6.2.2 The President shall be the chief Executive Officer of the Society, subject to the authority of the Board. He/She shall sign, or cause to be signed, all deeds, encumbrances, conveyances and contributions in the name of the Society when authorized to do so.
- 6.3 The Vice-President, in the absence of the President, or his/her inability or refusal to act, shall perform the duties of the President, and shall perform such other duties as may be assigned to him/her by the President or by the Board.
- 6.4 The Secretary shall be responsible for seeing that minutes of Board meetings are kept and reported. The Secretary shall perform other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or the Board.
- 6.5 The Treasurer shall be responsible for monitoring the control, receipt and custody of all fiscal assets of the Society, and monitoring disbursements as authorized by the Board. The Treasurer shall exercise the powers and perform such other duties usually incident to the office of Treasurer, and shall exercise such other powers and perform such other duties as may be assigned by the President or the Board.

**ARTICLE VII  
EXECUTIVE COMMITTEE**

- 7.1 **COMPOSITION.** The Society shall have an Executive Committee, which shall include all

Officers of the Board, the Immediate Past President, and the Executive Director. Additional Board members may be appointed to one-year terms by the President.

- 7.1.1 The Immediate Past President shall, for one year following his/her term as President, serve as an advisor to the Committee, and may or may not be a member of the Board. He/She shall have all rights and privileges of other Officers serving on the Committee.
- 7.1.2 The Executive Director shall not have the right to vote on issues brought before the Committee.
- 7.2 **AUTHORITY.** The Committee makes decisions that can be made by the Board for matters that arise between regularly-scheduled Board meetings that require immediate or timely decisions where a delay would not be in the best interest of the Society. These decisions may be made to the extent that such authority is not specifically delegated by the Board to another committee or committees. Neither the Executive Committee nor any other committee shall have the power or authority to:
  - 7.2.1 amend, alter, or repeal these Bylaws or the Articles of Incorporation;
  - 7.2.2 elect, appoint, or remove any Board member or Officer;
  - 7.2.3 approve dissolution or merger of any sale, pledge, or transfer of all, or substantially all, of the assets of the corporation; or,
  - 7.2.4 authorize any unbudgeted distribution of the assets of the corporation.The Board may impose such additional restrictions and limitations as it may desire.
- 7.3 **OFFICERS.** The President and Secretary of the Board shall serve as Chairman and Secretary of the Committee.
- 7.4 **MEETINGS.** The Committee shall meet at the call of the President or by vote of the Committee at such times and places as the President or the Committee shall designate, after reasonable notice has been given to each Committee member. The Secretary shall ensure that minutes of the proceedings are kept and are promptly forwarded to the Board.
- 7.5 **QUORUM.** A majority of the voting members of the Committee shall constitute a quorum for the transaction of business at any meeting; and any transaction of the Committee shall require a majority vote of the quorum present at the meeting.

## ARTICLE VIII

### OTHER BOARD COMMITTEES

- 8.1 **APPOINTMENT.** The President shall appoint, with the approval of the Board, standing and ad-hoc committees as needed, or as required by statute.
- 8.2 **MEMBERSHIP.** Outside of the Nominating Committee and the Executive Committee, other committees may have voting members selected from the membership.
  - 8.2.1 The Board committees shall serve at the pleasure of the President.
  - 8.2.2 The Nominating Committee shall submit nominees for all Board positions to the Board.

## ARTICLE IX

### EXECUTIVE DIRECTOR

- 9.1 The Board shall employ a qualified Executive Director to act as the chief operating Officer of the Society and of the Museum.
  - 9.1.1 The Executive Director is employed by the Board on an "at will" basis and is directly

responsible to the Board in all matters as prescribed by the position.

- 9.1.1.1 The professional qualifications of the Executive Director shall be determined and specified by the Board.
- 9.1.1.2 The Executive Director employed by the Board shall serve a probationary period to be determined by the Board.
- 9.1.2 The Executive Director attends meetings of the Board and of the Executive Committee, and reports on the status of:
  - 9.1.2.1 The Society's monthly and year-to-date financial activity.
  - 9.1.2.2 Progress toward carrying out policies of the Society and Museum.
  - 9.1.2.3 Issues within the Executive Director's realm of responsibility, and any other matters required by the Board.

## **ARTICLE X**

### **CONTRACTS and GIFTS**

- 10.1 The Board may authorize any Officer or Officers, agent or agents of the Society, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, or on behalf of, the Society. Such authority may be general or confined to specific instances.
- 10.2 Gifts to the Society may be accepted or refused on behalf of the Society by the Board or appropriate staff designated by the Board. Any gift accepted for a specified fund or special purpose of the Society shall be used only in the manner prescribed by the donor.

## **ARTICLE XI**

### **DISPOSITION of COLLECTIONS**

- 11.1 The Board shall ensure that the Society makes provision for the custody of all material of historic value received by the Society.
- 11.2 In consideration of the assistance proffered by the Oregon Historical Society in the pursuit of the work of this Society, and because of the Society's interest in the work of the State Society, it is hereby provided that in the event of the dissolution of the Society, all the articles and things belonging to it shall become the property of the State Society, to be held in trust for the State of Oregon, unless otherwise stipulated by the donor.

## **ARTICLE XII**

### **INDEMNIFICATION**

The Society may indemnify its directors, Officers, employees, volunteers, and other agents for any and all claims or actions against them alleging negligence.

## **ARTICLE XIII**

### **AFFILIATION WITH THE OREGON HISTORICAL SOCIETY**

The Society shall be enrolled as an affiliate organization of OHS. As such it maintains a mutually beneficial relationship with OHS and other affiliate societies for promoting and sharing information, collections, and professional expertise. The Society receives all

benefits and privileges afforded by its organizational membership category, and passes these on to its own membership as appropriate.

**ARTICLE XIV  
AMENDMENT**

The power to alter, amend or repeal these bylaws, or to adopt new bylaws, to the extent allowed by law, is vested in the Board of Directors by the affirmative vote of at least two thirds of the Board. Any proposed alteration, amendment, repeal to the bylaws shall be presented at a regular or special Board Meeting and shall be voted on at the next regular or special Board meeting.

The foregoing restated bylaws were adopted by the affirmative vote of a majority of the Board of Directors in office at a meeting of the Board held on the 9<sup>th</sup> of January, 2018, and are effective upon approval by an affirmative vote of a quorum of the membership at the annual meeting of the membership held on the 3<sup>rd</sup> day of March, 2018.

The Deschutes County Historical Society

Signed:   
Board Secretary

Dated: 3/13/18