Amended Bylaws of the Benton County Historical Society
Philomath, Oregon

I. Name
The name of the organization shall be Benton County Historical Society, hereinafter referred to as “the corporation”.

II. Purpose
The Benton County Historical Society is a nonprofit corporation that operates museum facilities for the preservation of history and culture. Its mission is to:
   Preserve the material and intellectual culture of Benton County, Oregon, by acquiring and caring for significant collections that illustrate and interpret the history of the area and its relationship to the world;
   Enrich people’s lives through exhibitions and educational programs.

III. Membership
1. Definitions
   For the purpose of voting, a member is defined as follows:
   • Anyone who consents can become a member by signing a membership application with the corporation and supplying the corporation with their name and address.
   • In the case where the name of a single individual appears on the membership application, then that individual has one vote.
   • In the case where the names of two or more individuals appear on the membership application, then those individuals jointly have one vote.
   • In the case where the name of an organization or business appears on the membership application, then that organization or business has one vote.

2. Terms and Conditions of Membership
   Terms and conditions of membership shall be established by the board of directors of the corporation along with membership dues and rights and duties of members not otherwise defined in these bylaws.

3. Termination of Membership by Board of Directors
   The board of directors may terminate a membership after giving the member notice containing the reasons for the termination by first class or certified mail at least 15 days prior to the termination date. The member shall have the opportunity to be heard by the board of directors, orally or in writing, not less than five days before the effective

Version July 2022
date of termination. The decision of the board of directors shall be final and shall not be reviewable by any court.

4. Transfers
   Memberships are nontransferable and will terminate on the death, resignation, or removal of the member.

5. Meetings
   i. Annual Meeting
      An annual meeting of the membership shall be held during the month of November at a date, time, and place to be determined by the board of directors. Notice of the annual meeting and its purpose shall be sent to each member at least 30 days but not more than 60 days before the meeting if by postal service. If notice is through electronic means it shall be sent no more than 20 days and no less than 10 days before the meeting. The failure to hold an annual meeting on the stated date will not affect the validity of any corporate action.
   ii. Special Meetings
      1. A special meeting of the membership may be called by the president or the board of directors.
      2. A special meeting may be called upon the written request of five percent of the members. Notice of a special meeting called at the request of the members must be sent within 30 days of receipt of this request.
      3. Notice of a special meeting shall be sent at least ten days prior to the meeting date and the purpose or purposes of the meeting must be stated in the notice.
   iii. Quorum of the Corporation
      The members of the corporation present at an annual or special meeting shall constitute a quorum for transacting the business of the corporation, except in those cases in these bylaws where a larger percentage is required.

iv. Business to be Conducted
   Business at an annual or special meeting shall be conducted only upon matters for which all members have been given notice as provided in these bylaws.

IV. Board of Directors
1. Authority of the Board
   i. The board of directors will exercise, or delegate or otherwise authorize the exercise of, all corporate powers and will direct the management of the corporation’s affairs, subject to any limitation set forth in the articles of incorporation. The board of directors will retain authority over an exercise of corporate powers that the board of directors’ delegates or authorizes under this section.
ii. Any action required or permitted to be taken at a board of directors’ meeting may be taken without a meeting if the action is taken unanimously by all members of the board of directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent unless the consent specifies an earlier or later effective date. For purposes of this section, an affirmative email sent by a director in response to a written consent is deemed to be a writing by the director. A unanimous written consent under this section has the effect of a meeting vote and may be described as such in any document.

iii. The board of directors may, without a meeting, use email or other electronic means to take action required or permitted to be taken at a board meeting if

- the corporation has a record of an email address for each director;
- the corporation sends to the email address of each director an announcement that the board of directors will take action, a description of the matter on which the board of directors will take action, and a deadline of not less than 48 hours after the time the corporation sends the announcement in which a director may vote; and
- the majority of directors who hold office at the time vote in the affirmative, except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors.

A director may change their vote at any time before the deadline set forth in the email announcement. The board of directors’ action is effective on the deadline specified in the email announcement unless the announcement specifies a different effective date or time. The corporation will include the email announcement and a record of the directors’ votes in corporate records reflecting the action that the board of directors took.

2. **Size**
   The board of directors shall consist of not less than seven or more than seventeen voting directors. Directors must be members of the corporation.

3. **Meetings of the Board of Directors**
   i. Regular meetings of the board of directors shall be held at the time and place to be determined by the board of directors. Notice of regular meetings may be made by providing each director with the adopted schedule of regular meetings for the ensuing year. No other notice of the date, time, place, or purpose of these meetings is required.
ii. Special meetings of the board of directors may be called by the
president or upon the written request of three members of the board of
directors. Special meetings of the board of directors shall be held at the
time and place to be determined by the board of directors. Notice of
such meetings, describing the date, time, place, and purpose of the
meeting, shall be delivered to each director personally, or by telephone,
or by first class mail not less than two days prior to the special meeting.

iii. Any regular or special meeting of the board of directors may be held by
telephone or telecommunications so long as all members of the Board
participating may simultaneously hear each other during the meeting.

iv. The board of directors may permit any or all of the directors to
participate in an annual, regular, or special meeting by, or to conduct
the meeting through, the use of any means of communication by which
each director participating in the meeting can communicate with all the
other directors simultaneously. A director participating in a meeting in
accordance with this section is, for the purposes of transacting any
official business, present in person at the meeting.

4. Quorum of the Board of Directors
A quorum of the board of directors shall consist of a simple majority of the directors in
office immediately before the meeting begins.

5. Voting
Motions and resolutions of the board of directors shall pass with a simple majority of
directors present at a meeting where a quorum exists, except in those cases where
these bylaws or the Oregon Revised Statutes require a greater number. The president
shall not vote on board of directors’ motions and resolutions except in the case of a tie
vote.

6. Indemnity
The corporation will indemnify to the fullest extent not prohibited by law any person
who is made or threatened to be made a party to an action, suit, or other proceeding,
by reason of the fact that the person is or was a director or officer of the corporation
or a fiduciary within the meaning of the Employee Retirement Income Security Act (or
its corresponding future provisions) with respect to any employee benefit plan of the
corporation. No amendment to this Article that limits the corporation’s obligations to
indemnify any person shall have any effect on such obligation for any act or omission
that occurs prior to the later of the effective date of the amendment or the date notice
of the amendment is given to the person. The corporation shall interpret this
indemnification provision to extend to all persons covered by its provisions the most
liberal possible indemnification—substantively, procedurally, and otherwise.

7. Ex-Officio Advisors
The president, with the advice and consent of the board of directors, may appoint at
any time, any number of non-voting, ex-officio advisors to serve as liaisons to other
organizations, advisors to the corporation, and in other capacities as the president
shall deem necessary. Advisors must be members of the corporation.
8. Compensation
Directors will not be compensated for service in their capacity as directors. Directors may receive reimbursement of actual reasonable expenses incurred in carrying out their duties as a director.

9. Director Conflict of Interest
i. A conflict-of-interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect conflict of interest, as defined in ORS 65.361.

ii. For purposes of IV.9, a director of the corporation has an indirect interest in a transaction if (1) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction; (2) another entity of which the director is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation; or (3) a person who is related to the director or a business associate of the director is a party to the transaction.

iii. A conflict-of-interest transaction is neither voidable nor the basis for imposing liability on the director if the transaction is fair to the corporation at the time the corporation entered into the transaction. A transaction is presumed to be fair if the transaction is approved as provided in IV.9.iv.

iv. A transaction in which a director has a conflict of interest may be approved either (1) in advance by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the director’s interest are disclosed or known to the board of directors or a committee of the board of directors or (2) by obtaining approval of (A) the Oregon Attorney General or (B) an Oregon circuit court in an action in which the Attorney General is joined as party.

v. For purposes of clause (i) of IV.9.iv, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (i) of IV.9.iv if the transaction is otherwise approved as provided in IV.9.iv.

vi. The board of directors will adopt a policy that (i) requires directors, officers, and key employees to disclose any interest that constitutes or
V. **Officers**

The officers of the corporation shall be a president, vice president, secretary, and treasurer.

1. **President**: The president will preside at meetings of the board of directors, will ensure that the board of directors is advised on all significant matters of the corporation’s business, and will be responsible for overseeing the plans and directives of the board of directors. The president also will have other powers and duties that may be prescribed by the board of directors.

2. **Vice President**: The vice president, if any, will preside at meetings of the board of directors at which the president is absent and, in the absence of the president, will have the other powers and perform the other duties of the president. The vice president also will have other powers and perform other duties that may be prescribed by the board of directors.

3. **Secretary**: The secretary will be responsible for preparing minutes of meetings of the board of directors and for authenticating records of the corporation. The secretary will keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. The secretary will also have other powers and perform other duties that may be prescribed by the board of directors.

4. **Treasurer**: The treasurer will lead the board of directors’ oversight of the corporation’s budgeting and planning process, financial performance, and financial condition. The treasurer will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The treasurer will have such other powers and duties as may be prescribed by the board of directors.

VI. **Terms and Election of Directors and Officers**

1. Terms of Office

   i. Directors shall be elected annually in November and shall assume their duties and responsibilities on January 1st following their election to the board.

   ii. Elected Director: The term of office for a director shall be three years, except that the following procedure shall be used for terms of office after the effective date of these by-laws: At the first meeting of the board of directors, the directors shall choose their term of office so that one-third will expire annually. The terms of office shall then be maintained as a permanent record to be used in subsequent years.

   iii. Interim Director: Directors may be appointed by the president, from a list supplied by the nominating committee and with the approval of the board of directors, to fill a vacancy until the next election at which time the director can be nominated to serve the balance of the unexpired term.
iv. Directors shall serve no more than nine consecutive years, except the ex-officio advisors as described in IV.7 serve at the pleasure of the president.

v. Despite the expiration of a director’s term, the director will continue to serve until the director’s successor is elected and qualifies, or until there is a decrease in the number of directors.

2. Nomination and Election of Directors
   i. The board of directors shall determine the number of positions open for election, subject to the provisions of IV.2.
   ii. The nominating committee shall select at least one candidate for each open position.
   iii. Provision for write in candidates shall be made on the ballot.
   iv. The election of directors shall be by ballots sent to the entire corporation membership prior to the annual meeting as per III.5.i. Returned ballots must be received at the corporation office by close of business on the last business day before the annual meeting.
   v. An election shall be valid if at least five percent of the ballots are returned.
   vi. Candidates receiving the highest number of votes shall be elected to the open positions. The results of the vote shall be announced at the annual meeting.

3. Removal of Directors
   i. Removal by the board of directors—If a director is absent without reasonable cause from three consecutive regularly scheduled board meetings, the board of directors may declare the position vacant.
   ii. Removal by members of the corporation—An elected director may be removed with or without cause by the members of the corporation only by a special meeting called by the method described in III.5.ii. The meeting notice must state that the purpose or one of the purposes, of the meeting is removal of the director. A director may be removed by a majority of those present only if the number of votes cast to remove would be sufficient to elect the director.
   iii. Resignation—A director may resign at any time by delivering written notice to the president or the secretary. A resignation is effective when notice is effective unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

4. Officer Election and Vacancies
   i. Officers must be directors and shall hold only one office (president, vice president, secretary or treasurer) at a time. The board of directors shall elect the officers to serve one-year terms.
   ii. If there is a vacancy in the office of president, the vice president shall normally succeed to that office and serve out the term. However, if the
vice president is unable to serve as president, the board of directors shall elect one of their number as president to serve out the term.

iii. A replacement to complete the term of any other office shall be appointed by the president with the advice and consent of the board of directors.

5. **Additions to the Board of Directors between Elections**
   In the event that fewer candidates are nominated for election than positions that were declared open for election, directors may be appointed by the board of directors from a list supplied by the nominating committee to fill a vacancy until the next election at which time the director can be nominated to serve the balance of the unexpired term.

**VII. Committees**

1. **Standing Committees of the Board of Directors**
   The president, with advice and consent of the board of directors, shall appoint the standing committees. Standing committee duties will be defined by the board of directors. Committee membership may include non-board members. The standing committees shall be an executive committee, investment committee, development committee, personnel committee, and nominating committee.

2. **Ad Hoc Committees of the Board of Directors**
   The board of directors may establish such other ad hoc committees to perform specific functions as it deems necessary and desirable. Such committees may exercise the authority of the board of directors or may be advisory committees.

3. The president shall be an ex-officio member of all ad hoc committees.

4. **Administrative Committees**
   Administrative committees are appointed by the executive director.

**VIII. Employees**

1. **Personnel Policies**
   The board of directors shall establish and adopt a set of written personnel policies governing the terms and conditions of employment by the corporation.

2. **Executive Director**
   The executive director, if any, will serve at the pleasure of the board of directors and will, subject to the oversight of the board of directors, have general supervision, direction, and control of the business and affairs and day-to-day management of the corporation, with the executive powers and duties of management usually vested in the office of chief executive officer of a corporation. The executive director will not, by virtue solely of employment as executive director, be a member of the board of directors, although the executive director will attend all board meetings unless excused by the president. The executive director is the official liaison between the board of directors and staff and shall be an ex-officio non-voting member of the executive committee, the standing and other committees except the nominating committee.
IX. **Nondiscrimination**
The corporation is committed to equal opportunity in employment, meaning that employment decisions (including but not limited to hiring, promotion, compensation, and discipline) are made without regard to gender, (including pregnancy-related conditions) race, color, religion, national origin, sexual orientation, mental or physical disability, age (within statutory limits), marital status, retaliation, association with a protected class, or any other status protected by law. Employment decisions are made on the basis of individual qualifications, merit, and other legitimate business considerations.

X. **Amendment of Bylaws**
The board of directors may amend or repeal these bylaws or adopt new bylaws by majority vote.

XI. **Dissolution**
1. **Method of Dissolution**
   An affirmative vote by three-quarters of the corporation members on a resolution to dissolve shall be required to effect dissolution of the corporation.

2. **Disposition of Real Assets upon Dissolution**
   Should the corporation at any time permanently cease to operate, then the buildings, real property, artifacts, and other property shall remain in place and be given to Benton County, a city government, a college or university, or other similar public or quasi-public organization, or private non-profit corporation such as a museum or an historical society. Should the efforts above fail to result in an acceptable agreement, then the Articles of Incorporation will govern the process to determine disposition.

3. **Disposition of Debts upon Dissolution**
   In case of dissolution of the corporation, property owned by the corporation may be used to satisfy outstanding debts owed by the corporation.

4. **Disposition of Remaining Assets upon Dissolution**
   In case of dissolution of the corporation, remaining assets, including the endowment fund, shall be given to Benton County, a city government, a college or university, or other similar public or quasi-public organization, or private non-profit corporation such as a museum or an historical society.

XII. **General Provisions**
1. **Inspection of Books and Records**
   All books, records, and accounts of the corporation will be open to inspection by the directors in the manner and to the extent required by law.

2. **Checks, Drafts, Etc.**
   All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation must be signed or endorsed by the person or persons and in such manner that may be determined from time to time by resolution of the board of directors.
3. **Deposits**
   All funds of the corporation not otherwise employed must be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the board of directors or officers of the corporation designated, the board of directors select, or be invested as authorized by the board of directors.

4. **Loans or Guarantees**
   The Corporation may not borrow money and no evidence of indebtedness may be issued in its name unless authorized by the board of directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364(1), the corporation may not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the corporation.

5. **Contracts**
   The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless authorized by the board of directors, no officer, agent, or employee will have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

6. **Severability**
   A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these bylaws.

The foregoing bylaws were duly adopted by the members of the Benton County Historical Society on _____, 20__.  

/s/ __________________________
Susan Klinkhammer  
Secretary