RESTATED BYLAWS OF
The YAMHILL COUNTY HISTORICAL SOCIETY

YAMHILL COUNTY
Historical Society & Museums
Preserving our Past. Enriching our Future

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Supersedes
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Revision Adopted by the Board of Directors by witness of:

Secretary of the Board: [Signature]

President of the Board: [Signature]
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Bylaws
Of
the YAMHILL COUNTY HISTORICAL SOCIETY

I. PURPOSE
The purpose of the Yamhill County Historical Society shall be to gather, preserve and make available museum records and other materials relating to the history of Yamhill County and Oregon; to stimulate an interest in, and knowledge of, the locality’s past. More particularly the purpose shall be:

a) To provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it;
b) To cooperate with officials to ensure the preservation and accessibility of the records and archives of Yamhill County and of its cities, towns, villages, and institutions entrusted to the Society’s care;
c) To conduct archaeological investigations in the county to the extent allowed by law; (e.g., Native American Graves Protection and Repatriation Act)
d) To bring about the preservation of historic sites, buildings, monuments, and markers;
e) To disseminate historical information and arouse interest in the past by publishing historical material in the newspapers and/or other media by holding meetings, lectures, and discussion; and by marking historical buildings, sites, and trails.

II. MEMBERSHIP CRITERIA AND MEETINGS

Section 1. Composition and Qualifications. Membership shall be composed of all persons who are interested in the purposes of this Society and assist it through the payment of dues or other considerations. Membership classifications, with criteria, dues to be paid, benefits and other considerations, shall be as determined from time to time by the Board of Directors. Upon Board recommendation a person may, in recognition of achievement or for services rendered to the Society, become an honorary member.

Section 2. Term of Membership.
The membership year shall be January 1 through December 31, except if a new member purchases their membership after January 1, the membership period shall begin on the date of purchase and continue until December 31.

Section 3. Payment of Dues. Membership dues expire December 31 and are payable by January 1 of each year. Following the notice of renewal, members failing to pay their dues by March 31 will be dropped from membership. For new members joining the Society on or after July 1, their dues for the remaining portion of the year shall be one half the prescribed annual amount for the category of membership request.

Section 4. Termination of Membership. Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 5. Voting.
a) Members 18 years of age and older are entitled to vote;
b) Family memberships shall be entitled two votes.
Section 6. General and Annual Membership Meetings.
a) The general meetings of the Society shall be held regularly on a schedule set by the Board of Directors and published in the newsletter and other media as appropriate.
b) The Annual Meeting shall be held in December. The Officers shall make their annual reports and election results shall be announced at the Annual Meeting.
c) Special meetings may be called by the Board of Directors upon at least ten (10) days notice of the Membership.
d) Members attending a general membership meeting shall constitute a quorum.

Section 7. Notice of Annual Meeting. A written notice shall be mailed to each membership at least ten (10) days prior to the Annual Meeting date.

Section 8. Election of the Board of Directors by Membership. Only members shall be entitled to vote on the election of the Board of Directors. Election of the Board of Directors by members shall be as set out in Article III, Section 5 of these Bylaws.

Section 9. Meeting Procedures. All meetings shall be conducted as close as practical to the most current version of Robert’s Rules of Order.

III. BOARD OF DIRECTORS
Section 1. Duties. The affairs of the Society shall be managed by the Board of Directors. The Board of Directors will establish the Society’s policies and review and change them as necessary, oversee its programs and activities, supervise and evaluate the Executive Director, authorize expenditures, oversee financial affairs, and ensure the proper management and use of assets and property. The Board will ensure that the Society properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members will diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as requested. The role of the Board does not include direct management or conduct of the daily operations of the organization, or the supervision of volunteers or staff members except in the absence of the Executive Director.

Section 2. Number and Qualifications. The Board of Directors shall consist of not fewer than 9 nor more than 15 members, each of whom shall be a resident of Yamhill County, Oregon and member in good standing of the Society. To prevent conflicts of interest, no individual shall serve concurrently on the Board of Directors with a Member who is related as a spouse, domestic partner, child, sibling, or parent.

Section 3. Board Membership. In order to best represent Yamhill County in its entirety, it is encouraged but not required that there be at least one director from each of the five general geographic zones of Yamhill County
a) Zone 1: Amity and McMinnville
b) Zone 2: Carlton and Yamhill
c) Zone 3: Dayton and Lafayette
d) Zone 4: Dundee and Newberg
e) Zone 5: Sheridan and Willamina
Section 4. Term. The term of office for all Directors shall be three years and limited to service of not more than two consecutive three-year terms, with the following exceptions:
   a) If filling an unexpired Board term by appointment, the Director will complete the term and still be eligible to serve two consecutive three-year terms;
   b) The Past President may serve for one year in ex-officio capacity as a voting member of the Board of Directors.

Terms shall be staggered so that one-third of the Directors are elected every three years. Should it be necessary, one third of the Directors shall be elected for shorter terms to achieve the desired election pattern.

Section 5. Election. The election of Directors for open positions shall be by a vote cast by the majority of members voting via ballot sent first class mail or equivalent. The November issue of the Society’s newsletter will include notice of the annual meeting and election. Ballots must be returned to the mailing address of the registered agent of the Society. The candidates for open positions on the Board of Directors shall be selected by the nominating committee or by write-in vote via ballot. The Society must receive returned ballots no later than December 1 for presentation of election results at the annual meeting.

Section 6. Removal. Any Director may be removed for cause by a majority vote of the entire Board of Directors, and voted upon by the Membership via written ballot. Cause is defined as behavior that could injure the work or good name of the Society, excessive absences or criminal activity.

Section 7. Resignation. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the Board of Directors, its presiding officer, the President, or the Secretary. Once delivered and accepted by the board, a notice of resignation is irrevocable.

Section 8. Vacancies. Any vacancy in the office of Director or elective officer may be filled by a vote of the remaining Directors. The person so appointed shall serve out the remaining term, at which time the position will be declared open and filled as prescribed in Article III, Section 5 of these Bylaws.

Section 9. Quorum and Action. A majority of the number of Directors holding office shall constitute a quorum for the transaction of business. A majority vote of the Directors present shall determine all decisions of the Society subject to the Society’s Articles of Incorporation and Bylaws.

Section 10. Decision Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

Section 11 Proxy Voting. Proxy is not allowed in any meeting of the Board of Directors as part of any decision by the Board.
Section 12. Meetings.
   a) Regular Meetings: Regular meetings of the Board of Directors shall be held at
      the time determined by the Board of Directors; however, the Board of Directors
      shall meet at least quarterly.
   b) Special Meetings: Special meetings may be called by the President of the
      Board, or must be called by the President of the Board at the written request of
      three directors. Such special meetings may be held at such time and place as the
      Board of Directors or the President of the Board determine. The purpose of such
      meeting must be defined and limited to such purpose. The Board of Directors
      must be provided with at least 48 hours notice
   c) Telephonic Meetings: Meetings may be held by telephone as long as all
      participating Directors may simultaneously hear and speak with each other.
   d) Meeting Notice: Notice of meetings of the Board may be delivered personally,
      by mail, telephone, fax or email.

Section 13. Decisions Without Meetings. The Board may make any decision or take any
action within its power without a meeting through a "unanimous consent resolution" in
writing, that sets forth the action so taken, and is signed by all of the directors then in
office. The resolution is effective when the last director signs the consent, unless the
resolution specifies an earlier or later date. The unanimous consent resolution may be
sent or transmitted by mail, fax or email. The consent resolution, Signed by all Board of
Directors, must be filed with the Society's records as defined ORS, Chapter 65.

Section 14. Committee Chair Attendance. Members of the Society may attend any
regularly scheduled Board meetings. The Board of Directors, the President or Board
Member may invite other persons as desired.

Section 15. Authority of Directors. No Director may speak or act on behalf of the Society
without specific authorization by the Board to do so.

IV. OFFICERS OF THE BOARD OF DIRECTORS
Section 1. Officers. The officers of the Board of Directors shall be President, Vice-
President, Secretary, and Treasurer, elected annually by the Board of Directors from their
ranks.

Section 2. Term. The term of office for all Officers shall not exceed three years in any one
position, cumulative over the term of their directorship. A Director filling an Officers
position by appointment shall not have that appointment count toward the cumulative if it
is for one hundred and eighty (180) days or fewer.

Section 3. Duties and Powers. The duties and powers of the officers of the Society shall
be as follows:

President
   a) The President is the principal officer of the Society and will, in general
      supervise or oversee the supervision of all of the affairs of the Society.
   b) The President shall preside at all meetings of the Board of Directors and
      Membership.
   c) The President shall sign and execute all major contracts and real property
      transfers, as authorized by the Board of Directors. All other operational
      transactions or agreements shall be delegated to the Executive Director for
      signature and execution.
d) The President is authorized to make expenditures and effect payments not to exceed $250 per occurrence.
e) The President shall be an ex-officio member, with a vote on all standing committees except the nominating committee.
f) The President shall give general supervision over all activities of the Society and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Vice-President
a) The Vice-President shall perform all duties of the President in the event of the president’s absence, resignation, removal, incapacity or death.
b) The Vice-President when acting as President, has all the powers of and is subject to all the restrictions on the President.
c) The Vice-President shall serve as an assistant to the president in the general supervision of the Society’s activities.
d) The Vice-President shall perform such additional duties as may be prescribed by the Board of Directors, the President, or these Bylaws.

Secretary
The Secretary must perform or oversee the performance of the following duties:
a) In the event of the absence, resignation, removal, incapacity or death of both the President and Vice President, the Secretary shall call the meeting to order and the Board of Directors shall select a Chair Pro Temp.
b) Record and keep the minutes of the meetings of the General Membership and the Board of Directors and maintain available reports of the Society’s Committees.
c) Distribute copies of minutes to all Board Members prior to the next meeting;
d) Maintain a secondary set of Society records and reports except as otherwise provided in these bylaws. The official record copy shall be kept on-site at the physical address of the registered agent of the corporation;
e) Shall perform such additional duties as may be prescribed by the Board of Directors, the President, or these bylaws.

Treasurer
The Treasurer must perform or oversee the performance of the following duties:
a) Receive, deposit and disburse the funds of the Society in accordance with the directives of the Board of Directors;
b) Maintain full and accurate accounts of receipts (dues, donations, memorials, sales and all other income) and disbursements, submitting written reports at Board of Directors and general Membership meetings.
c) The Treasurer shall serve on the Society’s Budget Committee.
d) The Treasurer shall perform such additional duties as may be prescribed by the Board of Directors, the President, or these Bylaws.

V. EXECUTIVE DIRECTOR

Section 1 Employment and Compensation. The Board of Directors may employ and set the compensation for an Executive Director, who shall attend, ex-officio and with no voting rights, all Board meetings, except when excused by the Board.

Section 2 Duties. Subject to the directives of the Board of Directors, these Bylaws and the laws of the State of Oregon the Executive Director shall perform and be limited to such duties as prescribed in the most current Executive Director’s job description and contractual agreement on file.
Section 3 Evaluation. The Board of Directors shall evaluate the performance of the Executive Director, in writing on an annual basis.

VI. COMMITTEES

Section 1. Establishment.

a) The Board of Directors shall oversee the establishment of standing committees, with the exception of the Executive Committee.
b) The President and/or Executive Director shall oversee the establishment of Ad Hoc (Temporary) Committees.
c) Establishing a Standing or Ad Hoc Committee includes the process of defining authority and duties.
d) Duties and responsibilities for all standing committees will be located in the Yamhill County Historical Society Procedures Manual.
e) Unless appointed as a committee "with power", committees will report findings or recommendations to the Board of Directors for required action.
f) The Board of Directors shall establish and maintain a Table of Organization.

Section 2. Executive Committee. The Executive Committee will consist of at least three (3) current Officers of the Board of Directors.

a) In the event of an emergency and after attempting to contact all members of the Board of Directors, the Executive Committee has the authority to assume the powers of the full Board; however, the Executive Committee shall not have the authority to:
   i. Authorize Distributions;
   ii. Approve or recommend to members dissolution, merger or sale, pledge or transfer of all, or substantially all of the corporate assets.
   iii. Elect, appoint or remove directors, or fill vacancies on the Board or any of its committees.
   iv. Adopt, amend or repeal the Articles of Incorporation or Bylaws or
   v. Dismiss the Executive Director or employees of the corporation.

b) The Executive Committee will function as set forth under the laws of the State of Oregon and under ORS, Chapter 65 relating to Oregon non-profit corporations.
c) The Executive Committee shall initiate the annual performance review of the Executive Director, and shall report its findings to the full Board for consideration.

Section 3. Standing Committees.

a) A complete list of Standing Committees' authority and duties will be located in the Yamhill County Historical Society Procedures Manual.
b) Standing Committees will be responsible to report their findings for consideration by the full Board of Directors.
c) The Committee Chair can be selected or appointed by the Board of Directors, the President or the members of the committee.

Section 4. Ad Hoc Committees.

a) Ad Hoc Committees may be created as needed for Museum operations and for the purpose of conducting the operational business of the Society.
b) Ad Hoc Committees will be responsible to report their findings for consideration by the full Board of Directors.
c) The Committee chair can be selected by the Board of Directors, the President, the Executive Director or the members of the committee.
Section 5. Committee Procedures.
   a) Unless otherwise specified, all committee meetings will operate with the same quorum and voting requirement as the full Board of Directors, and will operate according to the procedures of the Board as stated in these Bylaws.
   b) Committee recommendations will be presented in writing to the Board of Directors for approval.

VII. DISPOSITION OF ASSETS
   Section 1. Disposition. In the case of the Society’s failure to meet its obligations as defined in these Bylaws, disposition of its assets shall be carried out as defined under ARTICLE III of the Articles of Incorporation.

VIII. DISPOSITION OF COLLECTIONS
   Section 1. Provisions. The Board of Directors shall make provisions for the custody and / or disposition of items in the Permanent Collection as defined by the Society’s Collection Management Policy.

   Section 2. Disposition. After exhausting the procedures outlined in the Collections Management Policy and finding no suitable home for items belonging to the Society’s Permanent Collection, said items shall be offered to the Oregon Historical Society.

IX. RULES
   Section 1. Robert’s Rules of Order. The rules contained in the current edition of Robert’s Rules of Order shall govern all cases to which they are applicable and not inconsistent with the Bylaws, rules of the Society, or the laws of the State of Oregon as set forth under ORS Chapter 65.

X. MISCELLANEOUS PROVISIONS
   Section 1. Compensation of Directors. No member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board as defined in these Bylaws. However, the Society may pay compensation to Officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed and / or Board membership are followed. Members of the Board of Directors may receive reimbursement for actual expenses they incur in the course of fulfilling their responsibilities.

   Section 2. Indemnification of Directors and Officers. Without limiting any other right or remedy provided by law, this Society shall indemnify any person who was or is a party, or threatened to be made a party, to any criminal, administrative, or investigative proceedings (including an action or suit by or in the right of the Society to procure a judgment in its favor) by reason of the fact that such person
      a) is or was a Director, Officer, employee, or agent of this Society;
      b) Is or was serving at the request of this Society in such capacity for another Society; or
      c) Who, as a Director of this Society, is or was serving at the request of this Society as a trustee or fiduciary with respect to an employee benefit plan, against such expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding; provided, however, that the amount of and the right to such indemnification shall be determined in accordance with Oregon laws in effect at the time such determination is made.
Section 3. Conflicts Of Interest. A conflict of interest is present when the Society pays compensation or provides any tangible benefits to a member of the Board of Directors or to a member of a Director's family. All transactions involving conflicts of interest must be presented to the Board of Directors for approval. Directors and Officers who have a conflict of interest in any matter must:
   a) declare the existence of any direct or indirect conflict of interest;
   b) disclose its nature on the record; and
   c) consider abstaining from voting on that matter.

The rest of the Board must analyze the transaction and ensure that all transactions involving a conflict of interest are fair to the Society and that no special benefits are being given to any person. A conflict of interest transaction must be approved by the affirmative vote of a majority of the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested Directors vote to approve the transaction.

Section 4. Tax Year. The tax year of the corporation is the calendar year.

Section 5. No Discrimination. The Yamhill County Historical Society does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

Section 6. Annual Financial Review. The Board of Directors must require the performance of an annual financial review which must involve the services of some trusted person with bookkeeping and accounting skills and knowledge, and which does not rely on the services of the person who does the financial bookkeeping for the organization, or the person(s) who signs the checks for the organization. This review need not be formal, but must at least review and reconcile the checkbook entries, bank statements, deposit slips, receipts and expense documentation. The Board of Directors may authorize a full formal audit as necessary.

XI. AFFILIATION WITH THE OREGON STATE HISTORICAL SOCIETY
   Section 1. Affiliation. The Society shall be enrolled as an affiliate of the Oregon Historical Society (YCHS Membership number 12446).

XII. AMENDMENTS
   Section 1. Proposed Amendments. Amendments to these Bylaws may be proposed in writing and filed with the Secretary of the Board of Directors by any three Members of the Society.

   Section 2. Board of Directors Approval and Notice to Membership.
      a) Upon approval of the Board of Directors, the Secretary shall notify all Members about the proposed amendments in writing via the Society's newsletter.
      b) The following issue of the newsletter shall include a ballot for Members' approval or disapproval of said amendments.

   Section 3. Membership Approval Process. Approval or disapproval of the proposed amendments shall be made by a two-thirds majority of members voting via ballot vote returned to the physical address of the registered Officer of the Society.