

Silverton Country Historical Society

Bylaws

Proposed as of 2026

ARTICLE I - ORGANIZATION NAME

This organization shall be known as the Silverton Country Historical Society.

ARTICLE II - PURPOSE

The purpose of the Society shall be:

SECTION 1. To discover and gather historical material illustrative of the history of the city, country, its life, conditions, events or activities.

SECTION 2. To provide for the preservation and use of such materials.

SECTION 3. To sponsor research in archeological and historical areas.

SECTION 4. To encourage the preservation of historical buildings, sites and monuments, and to encourage intelligent use of them.

SECTION 5. To conduct educational programs in the field of history through publications, meetings and the observance of historical anniversaries.

ARTICLE III - MEMBERSHIP

SECTION 1. Any person interested in the mission stated in Article II may become a member by completing a membership form and paying the yearly dues.

SECTION 2. All members shall have equal rights and obligations. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this Society.

SECTION 3. Membership is nontransferable.

SECTION 4. The definition of Active Member is a member who keeps the Secretary advised of at least that member's current mailing and e-mail addresses and who has paid current dues and has requested to be notified of meetings.

SECTION 5. Members may not amend or repeal the Bylaws or adopt new Bylaws. Members may not amend, restate or adopt new Articles of Incorporation.

SECTION 6. Membership may be terminated by the Board of Directors after giving the member at least fifteen (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 (5) days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable for any court.

ARTICLE IV - MEMBERSHIP MEETINGS AND ACTION WITHOUT MEETING

SECTION 1. An Annual Members Meeting shall be held during January on a Saturday no earlier than January 15th. The Board of Directors will set the dates and locations of all meetings. Twelve members of the society who are in good standing shall constitute a quorum. A majority vote of the quorum is necessary. There shall be no voting by proxy.

SECTION 2. The President or any other officer the Board of Directors or President may designate, will act as chairperson of the meeting and report on the activities and financial condition of the Society, and the Secretary or any other individual chosen by the majority of votes present at the meeting, will act as secretary of the meeting. Written information on the financial status of the Society will be made available by the Treasurer at the Annual Members Meeting.

SECTION 3. Special meetings may be called by the President at any time, and shall be called by the Secretary upon written request of ten members of the society in good standing or of the majority of members of the Board of Directors. Twelve members of the society in good standing shall constitute a quorum.

SECTION 4. Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail at least seven (7) days before the meeting, or by means other than first class mail at least thirty (30) days but not more than sixty (60) days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

SECTION 5. Any action required or permitted by law to be taken at a meeting of the members must be taken at a meeting of the members. No action by the members shall be taken without a meeting.

ARTICLE V - DUTIES OF OFFICERS AND BOARD MEMBERS

SECTION 1. The affairs of the Society shall be managed by the Board of Directors.

SECTION 2. All Directors must be individuals and must be members of the Society.

SECTION 3. The Board of Directors must consist of a minimum of three (3) and a maximum of eleven (11) Directors. The number of directors may be fixed or changed periodically, within the minimum and maximum, by the Board of Directors.

SECTION 4. Half of the Directors shall be elected at each Annual Members Meeting. They shall be elected for a two year term and the terms shall be staggered.

ARTICLE VI - OFFICERS OF THE BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of the officers of the Board of Directors including a President, Vice-President, Secretary, Treasurer, and five (5) Board Members, all of whom are elected at the Annual Members Meeting. The remaining Board Members are appointed by the Board of Directors and include the Curator and Membership Services Coordinator, who both shall have equal voting rights as the elected Board Members. The elected officers shall hold office until the end of the Annual Members Meeting at which their successors have been elected.

SECTION 2. The Society is required to have a President, Secretary and Treasurer and will have such other officers as are elected or appointed by the Board of Directors or by any other person as may be authorized in the Articles of Incorporation or these Bylaws. The same individual may simultaneously hold two offices but not three or more offices.

SECTION 3. The President shall be the chief officer of the Society and shall act as the Chair of the Board of Directors. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

SECTION 4. The Vice-President shall serve in the absence or incapacity of the President and shall assist the President with the tasks of managing and directing the affairs of the Society. The Vice-President shall perform any other duties as may be prescribed by the Board of Directors.

SECTION 5. The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties:

- (a) Official recording of the minutes of all proceedings of the Board of Directors and member's meetings and actions;
- (b) Provision for notice of all meetings of the Board of Directors and members;
- (c) Authentication of the records of the Society;
- (d) Maintenance of current and accurate membership lists; and
- (e) Any other duties as may be prescribed by the Board of Directors,

SECTION 6. The Treasurer shall have the overall responsibility for all Society funds. The Treasurer shall perform or cause to be performed, the following duties:

- (a) Maintenance of full and accurate accounts of all financial records of the Society;
- (b) Deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors;
- (c) Disbursements of all funds when appropriate to do so;
- (d) Presentation of financial reports as to the financial condition of the Society to the Board of Directors; and
- (e) Any other duties as may be prescribed by the Board of Directors.

SECTION 7. The Board members are required to attend all Board meetings. Any reasonable and foreseeable absence must be excused by the president before the meeting. The President shall be notified immediately of any anticipated absence. Reasonable absences may include illness, injury and/or occasional vacations. Two unexcused absences during one year of office shall be considered as resignation from the Board.

SECTION 8. Should any Board members resign prior to the expiration of their term, the Board of Directors may appoint a replacement.

SECTION 9. Conflict of Interest

(a) A conflict of interest transaction is a transaction with the Society in which a Director of the Society has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction is fair to the Society at the time it was entered into or is approved as provided in Article VI, Section 6,b.

(b) A transaction in which a director has a conflict of interest may be approved by the vote of the Board of Directors if the material facts of the transaction and the Director's interest are discussed or known to the Board of Directors.

SECTION 10. Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote in an election of Directors.

ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Meetings of the Board of Directors should be held a minimum of every quarter.

SECTION 2. Six (6) members of the Board of Directors shall constitute a quorum.

SECTION 3. Special meeting 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 mail or e-mail not less than two days prior to the special meeting.

SECTION 4. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director and each participating Director is able to immediately send a message to all other participating Directors.

SECTION 5. All records made and received by the officers of the Society are the property of the Society and shall be turned over to their successors or to the Secretary of the Society for use by their successors.

SECTION 6. Regarding purchases and competition with the Museum: All members of the Society shall have the right to purchase or acquire for themselves any item as long as that same item has not been and is not being de-accessed by the Society and is not being sought to be accessed by the Society.

- A. However, if any officer or Board or Committee member prevents acquisition, increases the cost of any item known to be sought by the Society or acquires any de-accessed item, the Board shall charge the person of that offense and, allowing a reasonable time for preparation, hold a hearing on the charge.
- B. The Board members present shall constitute a quorum.
- C. A simple majority of the officers and Board members present shall decide the case. If found guilty, the accused shall be removed from office.

ARTICLE VIII- CORPORATE INDEMNITY

SECTION 1. 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, officer, employee, volunteer, or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the Society. No amendment to this Article that limits the Society's obligation 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 Society shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification —substantially, procedurally, and otherwise.

ARTICLE IX - RECORDS

SECTION 1. The Society must keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all Society actions taken by the members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors in place of the Board of Directors on behalf of the Society.

SECTION 2. The Society must maintain appropriate accounting records.

SECTION 3. The Society or its agent must maintain a record of its members, in a form that permits preparation of a list of the name and address of all members, in alphabetical order.

SECTION 4. The Society must keep a copy of the following records for inspection:

- (1) Articles or restated Articles of Incorporation and all amendments to them currently in effect;
- (2) Bylaws or restated Bylaws and all amendments to them currently in effect;
- (3) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members
- (4) The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;
- (5) The last three (3) annual financial statements;
- (6) The most recent annual report delivered to the Oregon Secretary of State;
- (7) A list of the names and business or home addresses of the current Directors and officers.

SECTION 5. A member is entitled to inspect and copy, at a reasonable time and location specified by the Society, any of the records of the Society described in Article IX, Section 4 if the member gives the Society written notice of the member's demand at least five (5) business days before the date on which the member wishes to inspect and copy. A member may inspect and copy the records only if the member's demand is made in good faith and for a proper purpose, the member describes with reasonable particularity the purpose, the records the member desires to inspect and the records are directly connected with this purpose.

SECTION 6. The Society may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

SECTION 7. Without consent of the Board, a membership list or any part of a membership list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. A membership list or any part thereof may not be used to solicit money or property, used for any commercial purpose or sold or purchased by any person.

ARTICLE X - AMENDMENTS OF BYLAWS

SECTION 1. The Board of Directors has sole authority to amend, repeal or adopt new Bylaws for the Society.

SECTION 2. The Board of Directors may vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of Directors present, if a quorum is present. Any amendment to the Bylaws to increase the quorum required for any Member action or to add to, change or delete the vote required for any member action must be approved by the Members. Prior to the adoption of the amendment, each Director shall be given at least one week (7 days) notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

ARTICLE XI - DISSOLUTION

SECTION 1. In the case that the Society fails in three (3) consecutive years to have a quorum for the Annual Membership meeting, it shall be interpreted that the Society has dissolved by virtue of the cessation of an effective working organization, and the the property of the Society shall be transferred to the custody of the City of Silverton in Oregon.