

# OSWEGO HERITAGE COUNCIL, INC.

## BYLAWS

Amended January 1/23/2010

### ARTICLE I - NAME

**Section 1.** The name of this organization shall be Oswego Heritage Council, Inc., a Non-Profit Corporation organized under the laws of the State of Oregon.

### ARTICLE II - OFFICE ADDRESS

**Section 1.** The Corporation may have an office at such place as the Board of Directors may appoint or the business of the Corporation require.

### ARTICLE III - OBJECTIVES

**Section 1.** To promote the preservation of the community's legacy of historically significant buildings, sites, natural charm and recorded materials (written, visual, auditory, etc.) and to cooperate with other organizations working toward similar goals.

**Section 2.** To maintain and preserve the Oswego Heritage House as a center for the activities of the Council.

### ARTICLE IV - MEMBERSHIP AND DUES

**Section 1.** Membership in Oswego Heritage Council, Inc. shall be open to any person or organization interested in and willing to support the objectives of the Council and who has contributed the currently required annual dues.

**Section 2.** Dues

(a). Annual dues shall be set by the Board of Directors.

(b). As needed, classes of membership may be established and defined by the  
Board of Directors

### ARTICLE V - MEMBERSHIP MEETING AND VOTING

**Section 1.** The annual meeting of members of the Corporation shall be held during the first three (3) months of each calendar year, at a day, time and place determined by the Board of Directors.

**Section 2.** Notice of the Annual Meeting shall be communicated in writing and/or email to each member of the Council mailed between 20 to 30 calendar days prior to the date of the Annual Meeting, stating the time and place of the meeting and the purpose thereof. Election of officers and directors shall be the first order of business at the Annual Meeting.

**Section 3.** Special meetings of the membership may be called by the President or by five (5) members of the Board of Directors. Notice of such special meetings shall be communicated as provided in Section 2 above.

**Section 4.** Six members in good standing or twenty-five percent (25%) of total members in good standing, whichever is greater, present in person or by proxy, shall constitute a quorum for the transaction of business at any regular or special meeting of the membership. All matters coming before the membership shall be decided by majority vote of the members present in person or by proxy.

## **ARTICLE VI - GOVERNMENT**

**Section 1.** The officers shall consist of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary, Treasurer, and Executive Director.

**Section 2.** The general management of the Council shall be vested in a Board of Directors consisting of the five (5) officers, excepting the Executive Director, and twelve (12) other directors.

**Section 3.** Terms of Office

(a). Officers, except for the Executive Director, shall be elected for a term of one year and shall serve until their successors are elected and qualify.

(b). Directors shall be elected for a term of three (3) years.

**Section 4.** Officers and directors shall serve no more than three (3) consecutive terms in the same position.

**Section 5.** Any vacancy occurring on the Board of Directors (other than by expiration of term of office) shall be filled by appointment by the remaining members of the Board. Such appointee shall serve for the remainder of the unexpired term and until the successor is elected and qualified. In the absence or disability of the President, the 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary, and Treasurer shall, in that order, exercise all functions of the President.

**Section 6.** In the event of official misconduct or, continuing neglect of duty by a member of the Board, said board member may be removed from office by a two-thirds (2/3) majority vote of the other members of the Board.

**Section 7.** The Board of Directors shall hold at least six regular meetings annually at such times and places as may be determined by the Board. Special meetings may be called by the President or upon petition signed by five (5) members of the Board.

**Section 8.** Written notice of regular and special meetings shall be mailed or emailed to each member of the Board at least seven (7) days prior to the date of such meeting, stating time, place and agenda for the meeting.

**Section 9.** At each meeting of the Directors, a majority of the members then acting and qualified shall constitute a quorum for the transaction of business, and a majority of those present may transact all lawful business on behalf of the Council.

**Section 10.** An Executive Committee may be appointed by the Board. It shall be responsible for the operations of the Board between Board meetings and shall have such other authority as the Board may delegate. Action of the Executive Committee will be reported to the board.

**Section 11.** Standing committees may be appointed by the President subject to approval by the Board, and the Board shall invest such committees with such powers as it deems appropriate.

**Section 12.** With the exception of the Executive Director, no salary, wages, or other material compensatory benefit shall be paid to any officer or director of the Corporation for services performed.

**Section 13.** Waiver of Notice. Whenever any notice is required to be given to any Director of the Corporation by the Articles of Incorporation or bylaws, or by the laws of the State of Oregon, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

**Section 14.** Action of Directors by Communications Equipment. Directors may participate in a meeting of directors by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

**Section 15.** Actions by Written Consent. Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Oregon, to be taken at a meeting of the Directors of the Corporation, may be taken without a meeting if a consent in writing and/or email setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and shall be described as such.

## **ARTICLE VII - DUTIES OF OFFICERS**

### **Section 1.** The President shall:

- (a). Preside at all meetings of the Board of Directors and regular and special membership meetings;
- (b). Have general supervision of the affairs of the Corporation;
- (c). Sign or countersign all certificates, contracts and other instruments of the Corporation as authorized by the Board;
- (d). Make reports to the Board and to members of the Corporation at the Annual Meeting;
- (e). Perform such other duties as are incident to the office or are properly required by the Board;

**Section 2.** The 1<sup>st</sup> and 2<sup>nd</sup> Vice-Presidents shall have such powers as may be assigned to them by the President.

### **Section 3.** The Secretary shall:

- (a). Issue notices of Annual Meetings to members.
- (b). Record the minutes of Board and membership meetings:
- (c). Be responsible for the corporate seal and official records;
- (d). Prepare such reports and perform such other duties as are commonly incident to the office.

### **Section 4.** The Treasurer shall:

- (a). Have custody of all Corporation moneys which shall be deposited in a bank selected by the Board and have custody of all securities of the Corporation;
- (b). Keep regular books of account on a calendar year basis;
- (c). Make a written Treasurer's report at regular meetings of the Board and of the membership;
- (d). Pay all bills upon the Corporation's account, Checks may be issued and signed by the President, Treasurer, Secretary or Executive Director, provided that checks in excess of five hundred dollars (\$500) shall require two signatures from among the above named officers

(e). Mail a annual dues notice to each member in January

(f). Provide for a simple audit done on odd years.

**Section 5.** The Executive Director shall be hired by the Board. The terms, conditions and responsibilities shall be set by the Board.

## **ARTICLE VIII - ELECTIONS**

**Section 1.** Nominations. At the September meeting of the Board of Directors, the President, in accord with Article VI, Section 10, shall appoint a nominating committee of three (3) members, no more than two (2) of whom may be current members of the Board.

**Section 2.** Nominating Committee Report. The committee shall submit its report to the Secretary not later than thirty (30) days prior to the Annual Meeting for inclusion in the Notice of Meeting to be sent to all then current members. The report will contain the names of the nominees, with a brief statement of information about each nominee. And there will be a statement that each nominee has accepted the nomination, and agreed to participate actively, if elected, in the council's affairs during the term of office. The committee's report shall not be subject to Board approval for publication and submission to the membership.

**Section 3.** Notice of Acceptance. The Committee report shall be accompanied by a signed, written statement from each nominee signifying the nominee's acceptance of the nomination and willingness to serve if elected.

**Section 4.** Nominations from the Floor. Other candidates may be nominated from the floor at the Annual Meeting. Such nomination may be made by any three (3) members, must be in writing and signed by said members, and be accompanied by a written, signed statement from the nominees agreeing to accept the nomination and to serve if elected.

## **ARTICLE IX - DISSOLUTION OF CORPORATION**

**Section 1.** Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE X - EARNINGS AND ACTIVITIES**

**Section 1.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a Corporation, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XI - CONDUCT OF MEETINGS**

**Section 1.** Parliamentary Rules. All meeting of the Board of general membership shall be conducted in accord with Robert's Rules of Order as outlined in O. Garfield Jones "Parliamentary Procedure at a Glance".

#### **ARTICLE XII - AMENDMENTS**

**Section 1.** These By-Laws may be amended, repealed, or superceded at any regular or special meeting of the membership by a vote of the majority of the members in good standing.

**Section 2.** All By-Laws of Oswego Heritage Council, Inc. heretofore adopted are by these By-Laws made null and void.

Adopted by vote of the membership of Oswego Heritage Council, Inc.  
this January 23, 2010

ATTEST: /s/George Benson  
President

/s/ Candee Clark  
Secretary