

Crook County Historical Society Handbook

BY-LAWS

of

The CROOK COUNTY HISTORICAL SOCIETY

(Revised Oct. 1995, Amended March 2019, Amended June 2019)

ARTICLE I

Section 1. The name of this corporation is: CROOK COUNTY HISTORICAL SOCIETY, herein after referred to as the Society, and its duration shall be perpetual.

Section 2. The Society is incorporated under the laws of the State of Oregon and is a non-profit corporation, organized under Internal Revenue Code Section 501 (c)(3)

Section 3. The principal place of business of this Society is at 246 N. Main Street, Prineville, Oregon 97754

ARTICLE II Mission

The mission of the Society is to gather, preserve and make available museum records and other material relating to the history of Crook County and Central Oregon, and to stimulate an interest in, and knowledge of, local history.

The objectives of the Society are:

Section 1. Discover and collect materials from or about Crook County, Central Oregon or the state of Oregon, including but not limited to:

(a) any material which may help to establish or illustrate the history of of the county or the state, including but not limited to, their exploration, settlement, development activities in peace and war and their progress in population, wealth, culture, religion, education, arts, science, agriculture, manufacturing, trade, and transportation, and including -indigenous peoples, and geologic and prehistoric existence;

(b) printed material such as histories, genealogies, biographies, descriptions, gazetteers, directories, newspapers, pamphlets, catalogs, circulars, handbills, programs and posters;

(c) manuscript material such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys and field books; and

(d) museum material such as pictures, photographs, other electronic recordings and media, paintings, portraits, scenes, and material objects illustrative of life, conditions, events and activities in the past or the present.

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Section 2. Cooperate with the Oregon Historical Society (OHS), to provide for the preservation of such materials and for their accessibility, as far as may be feasible, to all who wish to examine or study such materials;

Section 3. Cooperate with officials and the OHS ensuring the preservation and accessibility of the records and archives of the County and of its cities, towns, villages and institutions;

Section 4. Conduct archaeological investigations of local aboriginal or pioneer sites.

Section 5. Bring about the preservation of historical buildings, monuments and markers;-

Section 6. Disseminate historical information and arouse interest in the past by:

- (a) publishing historical material,
- (b) ~~holding meetings with addresses, lectures, papers and discussions; and public programs and presentations.~~
- (c) marking historic buildings, sites and trails, ~~and~~;
- (d) having an education program for local school students and conducting class tours.

Section 7. ~~Maintain and support a genealogical archive for the benefit of family history research related to county residents.~~

ARTICLE III Membership

Section 1. Membership shall be composed of all persons, or other entities, who are interested in the mission of this Society and assist it through the payment of dues and/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. The President and the Board of Directors may appoint a Membership Committee to advise the Board on these matters.

Section 2. Membership shall endure for one year (365 days) from receipt of a dues payment.

Section 3. Voting. In any proceeding in which voting by members is called for, each

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membership category shall be entitled to one (1) vote, excepting family membership which will be entitled to two (2) votes.

ARTICLE IV Government

Section 1. The business affairs of the Society shall be managed by the Board of Directors. (hereafter referred to as Board)

Section 2. Board of Directors. There shall be a nine member Board consisting of the following officers: the President, the Vice President, the Secretary, the Treasurer, and five (5) other Directors. All officers and Directors shall be members of the Society. The officers shall be elected from the Board by Board members. New officers will take office in January following election. In case of a vacancy arising in any office, the un-expired term may be filled at any meeting of the Board.

Section 3. Terms. Terms for the Board of Directors shall be for three (3) years, with three directors elected each year. No member of the Board shall serve more than two full terms consecutively. In case of a vacancy arising within the Board, the unexpired term may be filled by the Board by appointment from among the society membership at any meeting of the Board. Any Director who has been appointed to fill an unexpired term may serve two full terms following the expiration of his/her appointment. No person shall serve more than two consecutive terms as President.

Section 4. Executive Committee. The Executive Committee of the Society shall consist of the President, Vice President, Secretary and Treasurer. The Executive Director shall attend as a non-voting member of the committee.

The Executive Committee shall meet as necessary between meetings of the board of directors to act on behalf of the board on matters requiring immediate attention and to fulfill the following specific obligations:

(a) to act on behalf of the Board between meetings of the Board , provided that all decisions normally reserved to the Board shall be presented to the board at its next regularly scheduled meeting.

(b) to ~~provide direction~~ make recommendations on behalf of the Board to the Executive Director

(c) to ~~review~~ recommend to the County Court the hiring and discharge of the Executive Director and ~~review to participate in~~ his/her performance review annually as

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invited by the Court.

(d) to formulate and recommend policy for consideration by the Board of Directors. Three members of the Executive Committee shall constitute a quorum for the transaction of business.

Minutes of the proceedings of the Executive Committee shall be provided to the Board at their next meeting.

Section 5. Nominating Committee The Nominating Committee shall be appointed by the President in October of each year. The Committee shall present to the Society prior to the Annual meeting in December at least five (5) candidates to fill the three yearly vacancies in the Board of Directors.

Section 6. Elections The elections of Directors shall be by letter ballot to be cast by the membership of the Society. The Secretary shall, not later than ten days prior to the annual meeting, mail or caused to be mailed to each membership, with the notice of such meeting, a suitable ballot stating the names of persons nominated as Directors by the Nominating Committee. Each member may vote for any nominee, or by write-in any other member of the Society, totaling no more than three (3). Any ballot, in order to be counted, must be received by the Secretary of the Society not later than the day and time specified in such notice, usually at the Annual Meeting.

Section 7. Removal of Directors. Each Director is expected to make every effort to attend all scheduled meetings of the Board. Any Director may be removed for cause by a majority vote of the entire Board, conducted by written ballot.

Section 8. Orientation of New Directors. Each newly-elected director shall receive a copy of the Board Handbook and orientation to museum and association operations and their board roles and responsibilities.

ARTICLE V Finance

Section 1. All officers and directors of the Society shall serve without compensation. They may, when specially authorized by the Board receive an agreed upon amount as reimbursement for any expenses which they may personally incur with reference to conducting necessary Society business.

Section 2. No note, contract or mortgage may be entered in by any officer of the

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Society or any member of the Board unless ratified by a majority of a quorum present at any regular or special meeting of the Board.

Section 3. The Board of Directors may, at its discretion, establish investments, including endowment funds, that they judge will benefit the financial security of the Society and be consistent with the mission of same. Assignment of income to these investments shall be determined by the Board and shall be at such rates, schedules or formula as may be prescribed by the Board of Directors. Such investments shall be in commonly accepted financial instruments and at risk levels determined to be conservative.

Section 4. All Society financial records will be kept with generally accepted accounting procedures.

ARTICLE VI Meetings

Section 1. Procedure and Decorum. Meetings of the Society and the Board shall be conducted in accordance with the current edition of Roberts Rules of Order.

Section 2. Monthly Board Meetings. The Board shall hold regular monthly meetings upon call of the President or the Secretary or any four members of the Board. A majority of the 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.

Section 3. Board Annual Planning Meeting. The Board will hold an annual planning meeting (retreat) each year to ~~orient new Board members to their roles and responsibilities and to~~ review Society goals. Other planning meetings may be called at other times of the year as deemed necessary by the President and/or the Board. This is a closed meeting but others may attend at the discretion of the President and the Board.

Section 4. Membership Meetings. Meetings of the Society may be held periodically through the year. The meeting held in December shall be the Annual Meeting. Twelve (12) active members of the Society shall constitute a quorum at the Annual Meeting.

Section 5. Special Meetings Special Meetings may be called by direction of the President at any time, and shall be called upon written request of ten (10) members of the Society or a majority of the Board.

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ARTICLE VII Officers

Section 1. The officers of this Society shall be a President, Vice President, a Secretary and a Treasurer.

Section 2. At its regular January meeting the Board of Directors shall elect from the Board the following officers: President, Vice President, Secretary, and Treasurer, for a term of one year. A majority of a quorum present shall be necessary to constitute an election.

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

(a) President

• The President shall preside at all meetings of the Society and of the Board. The President shall, with the Secretary, sign all contracts and other legal instruments when so directed by the Board. The President shall have general supervisory authority over the work of the other officers ~~and meet with the Executive Director on at least a quarterly basis and as needed. and paid staff, including the Executive Director.~~ The President shall appoint all committees, committee chairs and specific duties of same.

(b) Vice-President

The Vice-President shall perform the duties of the President during his/her absence or inability to act, and in addition shall perform such other duties as may from time to time be requested of him/her by the Board.

(c) Secretary

The Secretary shall keep or cause to be kept, the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; and in general perform all duties common and incidental to the office of Secretary including annual renewal of the corporate registration.

(d) Treasurer

It shall be the duty of the Treasurer to receive the monies of the Society and cause them to be deposited in such depository or depositories as the Board may direct. The Treasurer shall cause to be disbursed the same by order, check, voucher as authorized by the Board. A correct statement of all monies received and paid out shall be kept and a full account thereof rendered as often as is required by the Board and an annual report made to the membership at the Annual Meeting. The Treasurer shall ensure the state and federal tax forms are filed annually.

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ARTICLE VIII Executive Director

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

Section 2. The Historical Society Executive Director or Museum Executive ~~Director~~ shall ~~may~~ be charged with the overall administration of the affairs of the Society, its properties, its financial resources, and its staff, subject to the authority of the President and the directives of the Directors, these by-laws and the laws of the State of Oregon.

Section 3. The Historical Society Executive Director or Museum Executive ~~Director~~ shall ~~may~~ assist the officers of the Society in the performance of their duties, and he/she shall perform only such other duties as may be assigned by the President or by order or resolution of the Board.

Section 4. The Historical Society Executive Director or Museum Executive ~~Director~~ may delegate specific duties to ~~other~~ employees of the Society, as long as such duties are not inconsistent with these by-laws and the intent of the Directors.

Section 5. The board may enter into an agreement with the County Court or other public or private body for the hiring, supervision and discharge and compensation on a reimbursable basis of one or more employees. Such agreement shall specify the roles of of the employer of record and of the Society. Such agreements shall include a termination provision with reasonable notice. In addition, such agreements shall include a provision agreeing to indemnify and defend the Society against any and all actions arising out of the private or public body's employment actions.

ARTICLE IX Committees

Section 1. There shall be the following standing committees of the Board, each responsible directly to the full Board:

- (a) Executive Committee. See Article IV, Section 4

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(b) Nominating Committee. See Article IV, Section 5

(c) Pioneer Committee. The Crook County Pioneer Association merged with the Crook County Historical Society March 15, 1987, and will remain as a standing committee. The Pioneer Committee will continue the activities previously conducted by the Pioneer Association, including events honoring the Pioneer Queens.

(d) Collections Committee. The Collection Committee, shall have as part of its duties the responsibility to monitor and review the implementation of the Collection Management Policy; make a review of the accessions, accession procedures, collection care practices and use of the collections; make at least an annual review of deaccessions and deaccession procedures; and discharge all duties as specified in the Collection Policy. Reports and recommendations based upon Committee reviews shall be made at least annually to the Crook County Historical Society Board of Directors.

(ed) Other Committees. The President and Board may establish other committees as needed and at their discretion. (e.g. membership, field trips, ways and means, finance and budget, etc.)

Section 2. The President of the Board ~~shall may~~ appoint from among the membership the chairperson for each committee. The President shall also appoint one Board Director to act as a liaison to each committee. The committee chair and liaison can be the same person.

Section 3. The chairperson for each committee shall appoint from among the membership of the Society such persons who shall serve at the pleasure of the chairperson.

Section 4. Each chairperson or liaison shall report, either orally or in writing, to the full Board at ~~its a~~ regular ~~monthly~~ meeting.

ARTICLE X Disposition of Collection

Section 1. The Society or the Board shall make provision for the custody of all material of historic value received by the Society including transmission of manuscript material to the Oregon Historical Society Library.

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Section 2. In consideration of the assistance proffered by Oregon Historical Society in the prosecution of the work of this Society, and because of the Society's interest in the work of the Oregon Historical Society, it is hereby provided that in case the Society fails in three (3) consecutive years to have a quorum at its Annual Meeting, which shall be interpreted as the cessation of an effective working organization, then all the articles and things belonging to it may become the property of the Oregon Historical Society to be held in trust for the State of Oregon.

ARTICLE XI

Affiliation with the Oregon Historical Society

Section 1. The Society may be enrolled as an affiliate member of the Oregon Historical Society and, as such, it shall, whenever feasible, send delegates to represent it at the Annual Meeting of the Oregon Historical Society. Members of the Society may, upon the payment through the local Society of the annual dues, become affiliate members of the Oregon Historical Society and enjoy all the privileges of the regular members, providing there is a representation of at least fifteen (15) members in the State Society. Failure of the local Society to submit names and dues for at least fifteen (15) annual members shall be cause for loss of affiliation advantages.

ARTICLE XII

Amendments

Section 1. These by-laws may be amended by a majority of a quorum present at any regular meeting of the Board or at any special meeting called for that purpose, after due and proper notice (10 days) has been given to Society members. The notice shall include the proposed amendment(s), and a statement inviting comment and specifying the date of the vote. The Board shall consider member comments before voting.