

Adopted by vote of the membership
17 February 1994
Amended by vote of the membership
5 January 2002
Amended by vote of the membership
22 June 2005
Amended by vote of the membership
24 June 2006
Amended by vote of the membership
23 June 2007
Amended by vote of the membership
27 June 2009

Friends of Historic Champoeg

BYLAWS

ARTICLE I: NAME AND PURPOSE

The name of this non-profit corporation shall be Friends of Historic Champoeg herein referred to as FHC.

The purposes of this organization shall be exclusively charitable, scientific, educational, interpretive, historic, and literary, none of which shall be for pecuniary profit; and such purposes shall include but not be limited to the following:

- (1) To promote and interpret the cultural and natural history of Champoeg, and Oregon, thereby enhancing a significant heritage resource for the people of Oregon.
- (2) Assist in the development and implementation of park improvements and educational or commemorative programs at Champoeg State Heritage Area.
- (3) To enter into activities connected with the accomplishment of one or more of the organization's purposes.

ARTICLE II: MEMBERSHIP

1. Membership shall be available to all persons who subscribe to the aims and purposes of FHC, without regard to race, creed, sexual orientation, disability, gender, age, religion, or national origin.

Comment [mjk1]: Issue: Inconsistency
Recommendation: Replace "1" with Roman numeral "I"

Comment [mjk2]: Issue: Grammar
Recommendation: Change to plural "purposes"

Comment [mjk3]: Issue: Inconsistency
Recommendation: Change to adjective "educational" since all other words in list are adjectives

2. The following categories of membership are established. Dues are to be established by the Board of Directors, herein referred to as the Board.
 - A. Honorary: Awarded by the Board ~~of Directors~~, no associated fee. Duration, ~~one year~~ at the discretion of the Board.
 - B. Individual
 - C. Life Membership: This membership is no longer offered but members that have that designation are grandfathered in.
 - D. Family
 - E. Youth Service/Non Profit Group (one vote per group membership)
3. Membership is established in the month in which dues are paid, and is effective for 12 months. Dues are payable in the anniversary month of membership.
4. Upon payment of membership dues, members shall receive the following:
 - a. Membership newsletters.
 - b. The right to hold office and the responsibility to vote.
 - c. A discount on Museum Bookstore and Butteville Store purchases to be determined by the ~~Board of Directors.~~
 - d. Discounts at FHC events and other benefits as prescribed by the ~~Board of Directors.~~

Comment [mjk4]: Issue: Inconsistency—the Board of Directors is referred to at various times in this document as “Board”, “BOARD”, “BOARD” (underlined), and “Board of Directors”, with no apparent rhyme or reason for the distinctions. Recommendation: at the first mention of Board of Directors, refer to it as the Board (no underlines, only first letter capitalized) and stay consistent with that spelling throughout document.

Comment [mjk5]: See Comment mjk4 above.

Comment [mjk6]: See Comment mjk4 above.

ARTICLE III: OFFICERS and DIRECTORS and GOVERNANCE

1. All officers and directors shall be members in good standing with paid up memberships. The Officers and Directors constitute the FHC Board of Directors (Board) and shall conduct the business of FHC. If a vacancy occurs, the Board may fill the vacancy with members in good standing willing to serve out the un-expired term.
- A: Directors**
1. There shall be no more than 20 Directors of FHC. Directors shall be elected at the annual meeting for a 3-year term from a roster of candidates prepared by the ~~Board~~BOARD and those proposed by the membership. The representatives of the Oregon Parks and Recreation Department (OPRD) shall be non-voting members of the Board.
 2. Directors may NOT serve more than two (2) consecutive terms unless, at the discretion of the ~~Board~~BOARD and by a majority vote, the term of office may be extended. Officers elected to their positions will have their term extended automatically to fulfill their elected term; in addition, the President position will receive one additional year on the Board beyond their term in office.
 3. Attendance at stated meetings of the ~~Board~~BOARD is required. Unless excused, after two (2) consecutive unexcused absences, notice shall be given to the director that ~~Board~~BOARD membership will be terminated unless attendance is resumed or good cause for absence is provided.

Comment [Mjk7]: Issue: Redundancy Recommendation: Since being in good standing implies a good membership with no outstanding balance, delete “with paid up memberships”. This also eliminates any potential confusion if the member meets one of the exemptions for paid memberships.

Comment [mjk8]: Issue: Spelling Recommendation: Change to “unexpired” with no hyphen.

Comment [mjk9]: See Comment mjk4 above.

Comment [mjk10]: See Comment mjk4 above.

Comment [mjk11]: Issue: Grammar Recommendation: Change to plural “meetings”

Comment [mjk12]: See Comment mjk4 above.

Comment [mjk13]: See Comment mjk4 above.

B: Officers

1. The Officers of FHC shall be:
President – Vice-President – Secretary – Treasurer
2. For purposes of preparing and distributing minutes of ~~board~~ Board meetings, a non-~~BOARD~~ Board member may be appointed recording secretary.
3. All officers shall be elected for two-year terms at the annual meeting from a roster prepared by the ~~BOARD~~ Board and from nominations from the nominating committee.
4. The officers shall be eligible for re-election, but may not serve more than two (2) consecutive terms.
5. Officers shall be installed following the annual FHC membership meeting.

Comment [mjk14]: Issue: Grammar
Recommendation: Change to plural “purposes”

Comment [mjk15]: See Comment mjk4 above.

Comment [mjk16]: See Comment mjk4 above.

Comment [mjk17]: See Comment mjk4 above.

C: Powers and Duties of Officers

1. The President Shall:
 - a. Be the principal executive officer and preside at all meetings of the membership and ~~BOARD~~ Board voting only in the event of ties.
 - b. Sign any deeds, or other instruments, together with the Secretary, which the ~~BOARD~~ Board authorizes to be executed.
 - c. Perform all duties incident to the office and those prescribed by the ~~BOARD~~ Board from time to time.
 - d. Be a non-voting member of all standing and ~~ad_hoc~~ committees.
2. The Vice-President Shall:
 - a. Preside during the absence or unavailability of the President and perform other duties as prescribed by the ~~BOARD~~ Board.
 - ~~b. Preside as Chair of the Planning Committee. Preside at the annual planning meeting.~~
3. The Secretary Shall:
 - a. Keep the records and minutes of the FHC.
 - b. Notify the membership of the time and place of meetings.
 - c. Sign any deeds or other instruments that require ~~both~~ signatures of the President and Secretary.
 - d. Maintain all FHC records and archives.
 - e. Perform any duties as prescribed by the ~~BOARD~~ Board.
4. The Treasurer Shall:
 - a. Be responsible for the proper keeping of all books of account, maintaining accurate accounting records and conducting such financial transactions as prescribed by law or required by the ~~BOARD~~ Board.
 - b. Make an annual accounting and report to the FHC membership.

Comment [mjk18]: See Comment mjk4 above.

Comment [mjk19]: See Comment mjk4 above.

Comment [mjk20]: See Comment mjk4 above.

Comment [mjk21]: Issue: Spelling
Recommendation: Change to “ad hoc” (no hyphen)

Comment [mjk22]: See Comment mjk4 above

Comment [mjk23]: Issue: Relevance—there is no other reference to this committee anywhere, and there currently is no Planning Committee
Recommendation: Delete this sentence; replace with annual planning meeting.

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Comment [mjk24]: See Comment mjk4 above.

Comment [mjk25]: See Comment mjk4 above.

c. Serve as the Chair of the FHC Financial Review Committee.

- 5. An executive staff person if hired by the ~~BOARD~~Board, shall:
 - a. Perform any duties as prescribed by the ~~BOARD~~Board.
 - b. Have a written Contract, Job Description and periodic evaluations.
 - c. Be a member of the Executive Committee but may NOT vote.

Comment [mjk26]: See Comment mjk4 above.
Comment [mjk27]: See Comment mjk4 above.

ARTICLE IV: COMMITTEES and ADVISORY TEAMS

Establishment:

The ~~Board of Directors~~ may, at its discretion, adopt a resolution establishing one or more Committees ~~or Advisory Teams~~. All ~~Committees Advisory Teams~~ shall conform to rules established by the ~~Board of Directors~~.

Comment [mjk28]: Issue: References to "Advisory Teams" when, to the current Board's knowledge, an Advisory Team has never been used. All Committees are advisory. Recommendation: Delete all references to Advisory Teams.

Comment [mjk29]: See Comment mjk4 above.

- 1. Executive Committee:
 - a. The ~~officers of the FHC comprise the~~Executive Committee ~~is comprised of the officers of the FHC; plus, one additional member at-large may be appointed by the President.~~
 - b. It may meet to prepare information/recommendations for ~~BOARD~~Board meetings.
 - c. The ~~president~~President may appoint ~~board~~Board members to fill vacant ~~executive~~Executive ~~committee~~Committee positions not to exceed five (5).
 - ~~e-d.~~In the event the President position is vacant, the Vice-President shall serve as President until the next annual membership meeting or until a special membership meeting for electing a new President can be held, whichever reasonably comes first. If elected at a special membership meeting, an officer's two-year term shall run from the date of the next annual membership meeting.

Comment [mjk30]: Issue: Omission—the paragraph talks about establishing both Committees and Advisory Teams, but only states that Advisory Teams shall follow the Board's rules. Recommendation: Add "Committees" to the final sentence of the paragraph, since clearly Committees need to follow the Board's rules too.

Comment [mjk31]: See Comment mjk4 above.

Comment [mjk32]: Issue: Inconsistency Recommendation: delete colon

Comment [mjk33]: See Comment mjk4 above.

Comment [mjk34]: Issue: Spelling/Inconsistency Recommendation: Capitalize "President" and "Executive Committee"

Comment [mjk35]: See Comment mjk4 above.

- 2. Financial Review Committee
 - a. Members are appointed by and it is chaired by the Treasurer.
 - b. At least thirty (30) days prior to the submission of the Annual Plan to OPRD, the ~~committee~~Committee shall submit the proposed budget to the ~~BOARD~~Board for review and approval.

Comment [mjk36]: Issue: Spelling/Inconsistency Recommendation: Capitalize "Committee"

Comment [mjk37]: See Comment mjk4 above.

3. Standing Committees

- a. The Board may establish other standing Committees in addition to the Committees specifically mentioned in these bylaws. The Chair is appointed by the President and members are selected by the Chair.
- b. Perform any duties as prescribed by the Board.
- c. The Board may establish policies and/or guidelines for the formation of Committees.

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Comment [mjk38]: Issue: Omission—there is a specific clause for ad hoc committees but standing committees are left out. Recommendation: add Clause 3. Standing Committees. Numbering of later clauses will change accordingly.

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3.4. Ad Hoc Committees

- a. The need for the Committee is approved by the ~~BOARD~~Board, as the need arises. The Chair is appointed by the President and members are selected by the Chair.
- b. Perform any duties as prescribed by the ~~BOARD~~Board.

Comment [mjk39]: See Comment mjk4 above.
Comment [mjk40]: See Comment mjk4 above.

4.5. Delegation of Authority, Each Committee

- a. Each Committee shall consist of two (2) or more persons ~~with~~ at least one (1) of whom shall be a Director. The ~~Board of Directors~~ shall define by resolution the activities and scope of authority and qualifications, in addition to those set forth herein, for membership on all Committees.
- ~~b. The Board of Directors may designate various Advisory Teams not having or exercising the authority of the Board of Directors. Such Advisory Teams shall only function in an advisory capacity to the Board of Directors.~~

Comment [mjk41]: Issue: Grammar—sentence reads awkwardly.
Recommendation: delete “with”

Comment [mjk42]: See Comment mjk4 above.

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5-6. Term of Office

Each Chair of a Committee ~~or Advisory Team~~ that is appointed by the President ~~and~~ shall serve until the next annual membership meeting or until a successor is appointed. The Chair is responsible for the selection of their Committee ~~or Advisory Team~~ members. However, the Chair or each team member selected by the Chair may terminate earlier if ~~the~~ Committee ~~or Advisory Team~~ is terminated by the ~~Board of Directors~~, or if the member becomes incapacitated, ceases to qualify, or resigns. A vacancy on a Committee ~~or Advisory Team~~ may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee ~~or Advisory Team~~ shall serve for the unexpired portion of the terminated Committee member’s term.

Comment [mjk43]: Issue: Grammar—sentence reads awkwardly
Recommendation: delete “and”

Comment [mjk44]: Issue: Grammar
Recommendation: add “the” to “Committee”

Comment [mjk45]: See Comment mjk4 above.

ARTICLE V: MEETINGS

Membership

1. An annual general membership meeting shall be held at a time and place to be determined by the ~~BOARD~~Board. Members shall be notified of the place, date and time of each annual, regular or special meeting no fewer than seven (7) days prior to the Membership Meeting, or, if mailed by first class, meeting notice must be postmarked no less than thirty (30) days nor more than sixty (60) days before the meeting. Notice of the meeting shall include a description of any matter required by law to be approved by the members.
2. The purpose of the annual membership meeting is to elect or install and introduce the officers and directors, to report on FHC activities and financial condition, to present annual reports and to consider and act upon such matters as may be raised.
3. Special meetings of the membership may be called by the President at any time, and must be called by the Secretary upon written request of ten (10) members in good standing, or by a majority of the ~~BOARD~~Board.
4. Voting members present at any annual membership meeting shall constitute a quorum.

Comment [mjk46]: See Comment mjk4 above.

Comment [mjk47]: See Comment mjk4 above.

Board of Directors

1. Regular meetings of the ~~BOARD~~Board shall be held at least quarterly. ~~They may be called by the President, Secretary or upon written request of five (5) members of the BOARD.~~ Meeting location and time shall be determined by the ~~BOARD~~Board. Adequate notice of the meetings shall be given.
 - a. ~~The purpose of the Board’s regular meetings shall be to conduct the business of the FHC. There must be a quorum present. A quorum is a simple majority of the total current membership of the Board.~~

Comment [mjk48]: See Comment mjk4 above.

Comment [mjk49]: Moved to 2 below, regarding special meetings of the Board.

Comment [mjk50]: See Comment mjk4 above.

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2. Special meetings of the Board may be called by the President, Secretary or upon written request of five (5) members of the Board.

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a. The notice of the date, time and place of special meeting shall be given to each Director by one of the following methods: (a) by personal delivery of the written notice; (b) by telephone communication, either directly to the Director or to a person at the Director's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Director; ~~(dc)~~ by e-mail or other internet-based communication.

Comment [mjk51]: Issue: Alphabetical Order
Recommendation: Change "d" to "c".

b. ~~The notice sent first class shall be deposited in the US Mail at least ten (10) days before the delivered meeting, or telephoned, or e-mailed to the Director or given to the Director at least seven (7) days before the time set for the meeting.~~

Comment [mjk52]: Issue: Wording—sentence is highly confusing as currently worded and ordered
Recommendation: reword as indicated

c. ~~The notice shall state the time and place of the meeting and provide written addenda and pertinent material that is to be discussed during the meeting.~~

Comment [mjk53]: Issue: Wording/Grammar
Recommendation: add language as indicated

~~2. The purposes of the Board's regular meetings shall be to conduct the business of the FHC. There must be a quorum present. A quorum is a simple majority of the total current membership of the Board.~~

Comment [mjk54]: Issue: Grammar
Recommendation: change to singular "purpose"

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3. Any action required or permitted to be taken by the ~~Board of Directors~~ may be taken without a meeting if all Directors, individually or collectively, ~~consents~~ to the action. Such an action shall be taken by written consent, e-mail or other internet-based communication, shall be filed with the minutes of the preceding meeting of FHC, and must be made up of a ~~Quorum~~ quorum.

Comment [mjk55]: Moved to 1(a) above since it refers to a regular Board meeting.

Comment [mjk56]: See Comment mjk4 above.

Comment [mjk57]: Issue: Grammar
Recommendation: change to plural verb "consent"

ARTICLE VI: AUTHORITY and AMENDMENTS

Comment [mjk58]: Issue: Spelling
Recommendation: remove capital on "quorum"

1. All motions and resolutions at annual, regular, or special meetings of the membership of FHC or ~~BOARD~~ Board shall be passed by simple majority of the votes cast, excepting the amending of the Articles of Incorporation and these bylaws.

2. Amendments to these bylaws and the Articles of Incorporation may be made by the ~~BOARD~~ Board and by the membership of the FHC by mail-in ballot or at any regular or special meeting duly called for that purpose, provided written notice of the meeting, its purpose and the proposed changes, are mailed not less than fifteen (15) days prior to the meeting. All amendments, revisions or repeals must be made by a two-thirds majority of the votes cast.

3. Mail in Ballot. Voting without a meeting may be by ballot in the form and manner prescribed by law.

4. The Oregon Revised Statutes relating to nonprofit corporations and the rules contained in Roberts Rules of Order shall govern the proceedings of the FHC.

Comment [mjk59]: Issue: Inconsistency
Recommendation: underline "ARTICLE VII" as the other Article titles are underlined

ARTICLE VII: PROPERTY

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1. Title to ~~an and~~ ownership of all property of the FHC shall be vested in the FHC and shall be managed as provided herein. The ~~BOARD~~ Board, at any time, may receive and accept on behalf of FHC any property, including money (from any individual, firm, organization, governmental agency, or otherwise) by a gift, devise, grant or other means.
2. In the event of dissolution or liquidation of the FHC, the total assets, after the payment of liabilities, become the property of Champoeg State Heritage Area Trust Donation Account.

Comment [mjk60]: See Comment mjk4 above.

*** RE: Article V, Paragraph 1**

Matters which must be approved by the members under Oregon Law 1989, ch 1010, Sec.56, include Sec. 89, conflict of interests; Sec. 104, indemnification; Sec. 109, amendment of Articles of Incorporation; Sec. 116, amendment of bylaws; Sec. 120, merger plan; Sec. 127, sale of assets; Sec. 1300 and 131, dissolution.