

BYLAWS
of
RAINIER, OREGON HISTORICAL MUSEUM

Mission Statement:

The Rainier, Oregon Historical Museum is dedicated to recording and preserving the history of the City of Rainier, Oregon, and its surrounding communities of Apiary, Fern Hill, Goble, Delena and areas in-between. Our Mission is:

To educate, display, research, and preserve the history of the City of Rainier, Oregon and its surrounding communities of Apiary, Fern Hill, Goble, Delena and areas in-between.

Article One: NAME

This organization is known as The **Rainier, Oregon Historical Museum**, further referred to as ROHM.

Article Two: MEMBERSHIP

Section 1: Eligibility

Any person who is interested and has a passion in conserving written and oral history and historical images and artifacts representing life in historic Rainier, Oregon and its surrounding communities of Apiary, Fern Hill, Goble, Delena and areas in-between may be a member.

Membership is obtained by:

- payment of annual dues and
- submitting an application for membership to the ROHM

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- a. **Regular members** shall consist of those members over eighteen (18) years of age who are in good standing. Regular members are eligible to hold office and vote.

- b. Charter members** shall consist of those members who joined ROHM during its first year of existence. Charter members may hold office and vote.
- c. Student members** shall consist of those members who are under eighteen (18) years of age. Applicants under fourteen (14) years of age cannot apply for membership without parent or guardian permission. Student members, regardless of charter membership affiliations, may not hold office or vote; but they can serve on committees.
- d. Honorary membership** may be bestowed upon those whom ROHM wishes to recognize for outstanding achievement in/or outstanding services to ROHM. Honorary members may not hold office or vote. Honorary membership is perpetual.
- e. Couple and Family members** shall consist of those members who elect that status based on the amount of dues paid.

Membership shall be open to any person interested and having a passion in Promoting the purposes of ROHM.

Section 2: Voting Rights

Each member, except an honorary member or student, is entitled to one vote on each matter submitted to a vote by the members.

Voting at duly held meetings shall be by voice vote or by raising of hands unless determined otherwise by a majority of the members present at the meeting.

In the event more than one person is running for a particular office, voting shall be conducted by written ballots.

In the event a member in good standing is unable to vote in person, a proxy vote may be submitted to the Secretary. This vote must be received prior to the

election and must be confirmed by the Secretary.

Section 3: Number of Members

There is no limit on the number of members who join the Rainier, Oregon Historical Museum.

Section 4: Dues

a. Membership Dues

- shall be fixed by the Officers from time to time
- shall be adjusted as necessary
- shall be payable annually
- are due as of January 1 each year and are delinquent after March 31 of that year.

Dues may be lowered or waived at the discretion of the Board of Directors.

Any member may be suspended by the Board of Directors for non-payment of dues after March 31 of the current membership year.

Section 5: Non-transferability of Membership

No member may transfer for value a membership or any right arising therefrom. All rights of membership cease upon the member's death or termination of membership as herein provided.

Section 6: Termination of Membership

a. Termination by Resignation:

Any member may resign from ROHM upon written notice to the Secretary. No dues, resignations, application fees or entrance fees will be refunded.

b. Termination by Lapsing:

A membership will be considered terminated if such member's dues remain unpaid 180 days after the first day of the year. Membership can be reinstated

with payment of new member dues.

Section 7: Censure

a. Suspension or Expulsion Procedures:

Any member may make charges against a member of ROHM for actions of a member not in the best interests of ROHM by misappropriation of museum property, or violation of ROHM bylaws.

These charges with specifics must be in writing and two copies filed with the Secretary. The Secretary will promptly send a copy to each of the Board members, or present it at a Board meeting.

The Board will first consider the substance of the charges as to being prejudicial to the best interest of ROHM and summarily dismiss them if not. If, in the Board's opinion the charges have substance, then it will fix a hearing date.

The Secretary will then send a copy of the charges and notice of the hearing date to the accuser and defendant by certified mail return receipt requested. At the hearing the Board will determine the outcome of the charges.

Following the hearing, the Board of Directors shall decide whether or not the member shall in fact be terminated, suspended, or sanctioned in some other way. The decision of the Board shall be final.

Section 8: Personal Liability

a. Members:

Neither the members of ROHM, nor officers, present or future, shall be held personally liable for any claim, damage, or debt against ROHM or its members.

b. ROHM Assets:

No members of ROHM shall have the right to individual proceeds of ROHM assets or property.

Article Three: OFFICERS

Section 1: Election of Officers

Officers of ROHM will be selected from fully paid members. All jobs and positions in ROHM are on a purely volunteer basis, and there is no remuneration for any services provided by the members or officers. Members of ROHM have voting rights in ROHM only.

Elections shall be by voice vote, provided that there is only one candidate per office; otherwise, election shall be by written ballot. Nominations may be made from the floor provided the consent of the nominee has been obtained. A majority of those voting shall elect.

The Officers' term of office shall begin at the close of the annual meeting at which they are elected.

Section 2: Number of Officers

ROHM will elect a President, Vice President, Secretary and Treasurer. A person must be a paid member to be elected as an officer. The term of office will be for one (1) year only, but officers may be re-elected for additional one to two year terms for purpose of staggering terms of office. After 2016 re-election of officers shall be in staggered years.

Any officer so elected shall serve until their successors are duly elected and qualified.

Section 3: Removal

Officers may be removed from office for actions that are not in the best interests of ROHM: theft of articles, violation of ethics or misuse or abuse of office. Two (2) copies of a written petition signed by half the members in good standing detailing the reasons the officer should be removed is to be submitted to the President or Secretary, and the matter is to be decided by a vote of the general membership.

The past President may not be removed.

Any officer may resign at any time by giving written notice to the ROHM President or Secretary. Any such resignation shall take effect on the date of receipt of such notice or at a later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 4: Vacancies

Officer vacancies shall exist on the death, resignation or removal of any officer. Officer vacancies may be filled by a majority of the Board then in office, subject to the approval of the members at the next regular meeting.

Section 5: Absences

If any officer shall fail to attend three (3) consecutive meetings of the Board without excuse accepted as satisfactory by the Board, such Officer shall be deemed to have resigned and the vacancy shall be filled.

Section 6: Voting

All Officers shall have the right to vote with the assembly and to debate questions, as may any other member. Appointment or election to office shall not preclude the officer's right to vote on any matter for which they would be eligible to vote.

Section 7: Executive Committee

An Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee shall have the authority to conduct emergency business and set the agenda for meetings.

Section 8: Duties of the Past President

The Past President shall serve as a non-voting officer, assisting the current officers with his/her past experience and expertise.

Article Four: DUTIES OF OFFICERS

All Officers at the expiration of their term of office, or whether office is declared vacant, shall deliver to their successor all books, papers, monies and other property in their possession belonging to ROHM.

Section 1: President

The President shall preside at all meetings of ROHM and shall

- Supervise the affairs of ROHM
- Be a member of all committees
- Sign documents

Committees:

Members may be appointed to a committee at the direction of the President. When warranted, committees will be set up and the President will select a head of each committee. See **Article Six: Committees**

Suggested committee chairs are:

Historian	Volunteer Coordinator
Events Coordinator	Public Relations Office
Publisher	Preservationist

Section 2: Vice President

The Vice President shall perform the duties of the President in his or her absence or inability to serve, and other duties as assigned by the president.

The Vice President shall be a member of all committees and shall be informed of any business of said Committee so that he or she may present it to the Board in the absence of said Committee Chairman.

The Vice President shall be responsible for all correspondence and membership registration. He or she will keep a current register of members and give notice of all meetings to members.

Section 3: Treasurer

The Treasurer shall:

- Receive all monies of ROHM through membership dues, grants, donations, sale of items or services.
- Keep an accurate account of all receipts and expenditures.
- Deposit collected funds into a ROHM bank account.

The Treasurer shall also present a financial report at General ROHM Meetings and anytime at the request of the President.

The Board must approve all fund-raising projects. The Treasurer will make all payments for expenses incurred for approved projects.

The Treasurer without specific approval shall incur no obligation, debt, or other liabilities.

Section 4: Secretary

The Secretary shall:

Attend all meetings of the members and record the minutes of all meetings.

All books and records of the Secretary shall be the property of the organization and they shall be accessible at all reasonable times and places. The Secretary shall have control of valuable papers and books of ROHM. The Secretary will certify and file amendments and revisions of the by-laws. In the absence of the Secretary from any meeting of the members, the presiding officer shall appoint a Secretary pro-temp.

The Secretary shall compile copies of the minutes of all previous meetings filed in such a way as to be available for reference during meetings and other times.

When the President and Vice President are absent in any meeting, the Secretary shall preside. The Secretary shall also be responsible for maintaining copies of all correspondence as directed by the Board.

Article Five: MEETINGS

Section 1: Parliamentary Authority

The rules contained in Robert's Rules of Order shall govern this organization.

All matters not herein expressly covered by the Bylaws are hereby delegated to the Board of Directors.

Section 2: General Membership Meetings

Meeting of members shall be held at a place or places as may be designated from time to time by resolution of the Board.

The purpose of the general meetings is to appoint working committees to carry on the events, to report on ROHM's current fiscal status, project status, to educate, inform and otherwise advance the causes of the organization. General membership meetings are open to all members and the public.

Section 3: Personal Attendance by Conference Communication Equipment

Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 4: Annual Meetings

The members shall meet annually for the purpose of electing Officers and transacting other business as may come before the meeting. This **Annual Meeting** of members for the purpose of electing Officers shall be deemed an annual general meeting, and any reference in these Bylaws to annual general meetings of members refers to this annual meeting. This annual meeting will be held between December 1 and January 31, as determined by the Board of Directors.

Section 5: Special Meetings of Members

Special meetings of the members shall be called by the Board of Directors or the President. In addition, special meetings of the members for the purpose of the removal of Officers and election of their replacement, and/or other business, may be called by five percent of the current membership.

Section 6: Notice of Meetings

a. Time of Notice:

Whenever members are required or permitted to take action at a meeting, a notice of the meeting shall be given by the President, Vice President, or Secretary not less than seven (7) nor more than thirty (30) days before the date of the meeting to each; provided, however, that if notice is given by mail, that notice shall be postmarked at least twelve (12) days before the meeting.

b. Notice of Meetings called by Members:

If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by 1st class mail or email to the President, Vice President or the Secretary. The officer receiving the request shall promptly cause notice to be given to the members that a meeting will be held, stating the date of the meeting.

The date for such meeting shall be fixed by the Board and shall not be less than seven (7) nor more than thirty (30) days after the receipt of the request for the meeting by the officer. If the notice is not given within fifteen (15) days after the receipt of the request, persons calling the meeting may give the notice themselves.

Section 7: Quorum for Meetings

A quorum shall consist of those members attending a specific meeting, with a majority of Board members.

Article Six: COMMITTEES

Section 1: Standing committees

There shall be standing committees to carry out the work of the organization. Each standing committee shall meet at the call of the chairman of that committee. The Chairman shall report as necessary to the President and the Board, and he or she shall prepare a written summary of activities for each annual meeting. The Events Committee shall plan and produce museum events.

The Administrative Committee shall:

- oversee fund raising,
- supervise the selection of recipients for awards, and
- oversee nominations and the election process.

Section 2: Special Committees

Special committees may be appointed by the President to serve for special drives or purposes that have been adopted by the Board or organization. Special committees shall be subject to annual review by the Board for continued existence.

Those Special Committees found essential to the effectiveness of ROHM may be reclassified as Special Committees upon vote of the General Membership. The Secretary will record this change and amend the Bylaws.

Section 3: Limitations

No member shall be compelled to serve upon more than one committee at the same time. Any member of the Committee failing to perform his/her duties may be removed from such Committee by the President.

Article Seven: BYLAWS

Section 1: Amendments

These Bylaws may be amended at a regular meeting or special meeting of ROHM by a vote of two-thirds of the members present and voting, provided such an amendment is presented to the Board sixty (60) days prior to the meeting.

Amendments shall take effect at the close of the said meeting.

Section 2: Restrictions

Not less than six (6) months must lapse between a meeting defeating a proposed amendment or repeal and a new presentation of the same or substantially the same amendment or repeal.

Section 3: Inspection of Bylaws

ROHM shall keep in its principal office the original (or a copy) of the Bylaws as amended or otherwise altered, to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times.

Article Eight: EXECUTION OF INSTRUMENTS AND FUNDS

Section 1: Expenditure Limits

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of ROHM to enter into any contract or execute and deliver any instrument in the name of and on behalf of ROHM. Board members have the authority to approve expenditures up to \$100.

Expenditures from \$101 to \$250 are to be approved by two officers.
Expenditures greater than \$250 are to be approved by the Board of Directors.

Section 2: Signatories

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by Law, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of ROHM shall be signed by two officers. Checks from the regular ROHM checking account shall be signed by any two elected officers.

Section 3: Auditor

The Board of Directors shall appoint an Auditor who is not a member to audit ROHM books if deemed necessary by a majority vote of the membership.

Article Nine: FISCAL YEAR

Section 1: Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article Ten: DISSOLUTION

Section 1: Asset Distribution

When it is necessary for the Rainier, Oregon Historical Museum to disband, the assets of this organization shall be distributed exclusively for the following:

- a) all debts of ROHM shall be paid;
- b) any property which has been loaned to the organization shall be returned;
- c) any artifacts, historical documents, images or other museum property, or the monies derived from the sale thereof shall be given to another organization with similar objectives.

d) no monies shall incur to the officers or any organization members as individuals.

Approved by unanimous vote of the ROHM Board of Directors on this date of September 11, 2015.