

BYLAWS OF OSWEGO HERITAGE COUNCIL, INC.

ARTICLE I – DEFINITIONS

Section 1 – “Corporation” shall mean Oswego Heritage Council, Inc., an Oregon nonprofit corporation, organized and existing under the laws of the State of Oregon.

Section 2 – “Articles of Incorporation” shall mean the Articles of Incorporation of the Corporation dated February 1, 1990, and all amendments thereto.

Section 3 – “Member” shall mean a person or legal entity and who/that remains as a member in good standing.

Section 4 – The purposes for which the Corporation has been organized are as follows:

(a) To promote the preservation of the historic legacy of Lake Oswego, the State of Oregon, and the Nation; to provide educational opportunities regarding our history; and to maintain and preserve the Oswego Heritage House as a museum and center for these activities.

(b) To conduct its activities exclusively for charitable and educational purposes including, without limitation, such purposes as will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code. No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to its members, Directors, trustees, 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 distributions in furtherance of the purposes set forth above. The Corporation shall devote no substantial part of its activities to the dissemination of propaganda or otherwise attempt to influence any legislation or political campaign. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5 - Upon dissolution of the Corporation, the assets shall be distributed to an entity organized for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. 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 such purposes, as such court shall determine.

ARTICLE II – MEMBERSHIP

Section 1 – A member in good standing complies with the Bylaws, rules, and regulations of the Corporation, is current with 12 month yearly dues, and supports the goals of the Corporation. The Board of Directors may establish requirements and qualifications for Board membership and procedures for orientation. The Corporation shall be authorized to disclose the names, addresses, and other contact information regarding members to all members of the Corporation, at the discretion of the Board of Directors.

Section 2 – There shall be three (3) types of memberships: Active, Youth, and Commercial.

(a) An Active member is an adult person meeting the requirements for membership. An active member may hold elective office in the Corporation.

(b) A Youth member is a person under the age of eighteen (18) meeting the requirements for membership. Youth members shall not be authorized to vote and shall have such privileges as the Board of Directors may designate.

(c) Commercial members shall be legal entities meeting the requirements for membership.

Section 3 – Every Active, Youth, and Commercial member shall pay yearly dues.

Section 4 – Membership for Active and Commercial members shall continue during the existence of this Corporation unless terminated as hereinafter provided. Membership for Youth members will continue until the member reaches the age of eighteen (18) whereupon they become Active members for the duration of their current dues period, unless terminated earlier as hereinafter provided.

(a) Membership shall automatically terminate when a member dies, resigns, or no longer meets the membership qualifications.

(b) Termination.

(i) The failure of any member to pay dues on or before the date when due shall be deemed to constitute a resignation from membership. The Board of Directors may elect to postpone such resignation to allow for late payment of dues.

(ii) The Board of Directors may terminate the membership of any member who or which ceases to meet the qualifications for membership in the Corporation or for any good cause by a vote of not less than two-thirds (2/3) of the members of the Board of Directors. The guiding principles for a decision to terminate shall be these Bylaws, compliance with applicable laws, and conduct which supports the Corporation.

(iii) Prior to taking any action under subsection (b)(ii), the member shall be given at least ten (10) calendar days written notice of such pending action and an opportunity to submit a written answer to the Board of Directors. Board action regarding membership shall be final.

ARTICLE III – MEMBER MEETINGS AND VOTING

Section 1 – An annual meeting of the members shall be held during the first three months each year at a date, time, and location designated by the Board of Directors.

Section 2 – Special meetings of the members of the Corporation may be called at any time by a majority of the members of the Board of Directors. A special meeting also shall be called within sixty (60) calendar days after receipt by the Board of Directors of a written request from forty percent (40%) or more of the active members in good standing stating the purpose for the meeting.

Section 3 – Written or printed notice stating the location, day, and time of the annual and special meetings and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by the Secretary to all members in good standing not less than thirty (30) or more than sixty (60) calendar days before the date of all special and annual meetings. Notice may be provided personally, by mail, by email, or through notice in any Corporation newsletter. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage fully prepaid thereon, addressed to the member at the member's most recent address as it appears on the records of the Corporation.

(a) When a special or annual meeting is adjourned or postponed for thirty (30) calendar days or more, or when a predetermination of the persons entitled to receive notice of the adjourned or postponed meeting is required by law, notice of the adjourned or postponed meeting shall be given in the same manner as for an original meeting.

Section 4 – At any special or annual meeting of the members of the Corporation, the members in good standing present, in person or by proxy, shall constitute a quorum for any regular meeting unless the members are to be asked to vote on any matter at that meeting. In all special and annual meetings at which the members will be asked to vote, ten percent (10%) of the members in good standing shall constitute a quorum. When a quorum is once present to organize a meeting, it cannot be broken by the subsequent withdrawal of a member or members.

Section 5 – Only members of the Corporation in good standing shall be entitled to vote. At meetings of the members for the election of members of the Board of Directors, the election may be taken by voice vote or by ballot at the discretion of the Board of Directors, and elections may be by one voice vote or one ballot. Those receiving the most votes will fill the vacant positions. Alternately, there may be separate voice votes or balloting for each vacant position. Each Director shall be deemed to be elected if he or she receives a majority of the votes cast.

Section 6 – Every member entitled to vote or to execute any waiver or consent may do so either in person or by written proxy duly executed and filed with the Secretary of the Corporation. No proxy shall be valid after the meeting for which it was solicited unless otherwise expressly stated in the proxy.

Section 7 –The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law, by the Restated Articles of Incorporation, or by these Bylaws.

Section 8 - The selection of an Executive Director for the Corporation and the decision to remove an Executive Director must be made by the Board of Directors at a special meeting of the Board of Directors called for that purpose.

ARTICLE IV – DIRECTORS & MANAGEMENT

Section 1 –The affairs of the Corporation shall be governed by a Board of Directors composed of not less than nine (9) and no more than twenty-five (25) members. Persons eligible to serve on the Board of Directors are members in good standing of the Corporation.

(a) At the annual meeting of the Corporation each year, the members shall vote to fill the vacant positions for Directors based upon the number of Directors designated as described above. Except as provided below and except Directors elected to fill unexpired terms, each Director shall be elected to serve for a term of three (3) years which begins at the end of the meeting at which they are elected. If a Director is elected to fill an unexpired term, the term of that Director will begin immediately upon election if the position is then vacant due to a vacancy resulting from death, resignation, or removal prior to the end of the term, and will end at the end of the unexpired term.

(b) In the month of October each year, the Board of Directors will appoint a Nominating Committee. This Committee shall select the slate of candidates for Directors for approval by the Board of Directors and, once approved, for eventual presentation to the Corporation membership.

(c). All Directors shall be elected for three (3) year staggered terms unless they are elected to fill unexpired terms. The goal is to elect approximately one-third of all Directors at each annual meeting. Each Director shall hold office until the end of his or her term, or at an earlier date if the Director resigns, dies, or is removed.

Section 2 – A vacancy on the Board of Directors shall exist upon the expiration of the normal term of office of any Director, upon the death, resignation, or removal of any Director, if the authorized number of Directors shall be increased, or if the members fail, to elect the full authorized number of Directors to be voted for at that meeting.

(a) Vacancies in the Board of Directors for reasons other than the expiration of the normal term of office of any Director may be filled by a majority vote of the remaining Directors. Each Director so elected shall hold office for the balance of the unexpired term for that Director position.

Section 3 – Upon any termination or suspension of the membership of a member who has been elected as a Director or an officer or appointed to any positions within the Corporation, he or she shall be deemed to have resigned from all such positions effective immediately. All or any number of the Directors may be removed, with or without cause, at a special meeting of members called expressly for that purpose, by a vote of a majority of votes cast at that meeting.

Section 4 – The Board of Directors shall exercise for the Corporation all powers, duties, and authority vested in or delegated to the Corporation, except those reserved to the members in the Restated Articles of Incorporation or these Bylaws.

(a) The Board of Directors shall have the exclusive right to set dues and fees, and to make special requests for financial support. The Board of Directors may authorize officers or the Executive Director to contract for all goods and services to maintain, repair, or replace such items needed for the good of the Corporation.

(b) The Board of Directors from time to time may adopt rules and regulations which may govern the conduct of members, officers, and Directors, activities inside and outside the Corporation, and the rights and obligations of members, officers, and Directors. Such rules and regulations shall take effect immediately upon adoption.

Section 5 – Board of Directors may employ, contract for, or terminate its relationship to an Executive Director, managing agent, or a manager, compensation for which shall be established by the Board of Directors. The Board of Directors may delegate to the Executive Director, managing agent, or manager such duties and powers and such position titles as the Board of Directors deems to be appropriate. The Executive Director shall be evaluated for his/her performance annually by a committee appointed by the Board.

Section 6 – Meetings of the Board of Directors shall be held not less than six (6) times each calendar year.

(a) No Director shall receive any compensation from the Corporation for acting as such.

(b) The Board of Directors shall hold a meeting, with notice, prior to the annual meeting of the members for the purpose, among others, of electing officers who serve as the Executive Committee.

(c) Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the President or any three (3) Directors.

(d) Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communication equipment in which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(e) In lieu of an actual meeting of the Board of Directors, corporate action by the Board of Directors shall be authorized if all of the directors approve in writing the action proposed to be taken. A fax, email, or other electronic form of communication shall be permitted for this purpose. Such unanimous written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 7 – Notice of the time, date, and locations of special meetings of the Board of Directors shall be given orally or delivered in writing personally or by mail, facsimile, or email at least five (5) calendar days before the meeting. Notice shall be sufficient if actually received at the required time or sent by facsimile, email, or regular U.S. Mail not less than five (5) calendar days before the meeting.

(a) Attendance of a Director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8 – A majority of the members of the Board of Directors at a meeting of the Board of Directors shall constitute a quorum for the transaction of business. A minority of the Directors, in the absence of a quorum, may adjourn from time to time but may not transact any business.

(a) The action of a majority of the Directors present at any meeting of the Board of Directors at which there is a quorum shall be the act of the Board of Directors unless a greater number is required by law, the Restated Articles of Incorporation, or these Bylaws.

ARTICLE V – OFFICERS

Section 1 – The officers of the Corporation shall include a President, First Vice President, Second Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may designate from time to time. Each officer must be a member in good standing of the Corporation. An officer need not be a member of the Board of Directors. At the discretion of the Board of Directors, more than one person may hold the same officer position, but only if the duties and responsibilities of each person are defined by the Board of Directors.

Section 2 – The officers of the Corporation shall be elected annually by the Board of Directors at the meeting prior to the annual meeting of the members. Each officer will serve at the pleasure of the Board of Directors for one (1) year or until his or her respective successor is elected. If any office shall become vacant by reason of death, resignation, removal, disqualification, or any other cause, the Board of Directors may elect a successor to fill the unexpired term at any meeting of the Board of Directors.

Section 3 – Any officer may be removed upon the affirmative vote of a majority of the Directors whenever, in their judgment, the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

(a) Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any such resignation shall take effect upon receipt of such notice. The effectiveness of such resignation shall not prejudice the contract rights, if any, of the Corporation against the officer so resigning.

Section 4 – The President shall be chief executive officer of the Corporation and shall, subject to restrictions adopted from time to time by the Board of Directors, have general supervision, direction, and control of the business and affairs of the Corporation. Except as provided below, the President shall preside at all meetings of the members and of the Board of Directors. The President shall be an ex-officio member of all committees, including the Executive Committee, and shall have the authority to revoke and replace appointments to chair positions and fill all vacancies in the chair positions of all standing committees subject to approval by the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of a nonprofit corporation subject to restrictions which may be adopted by the Board of Directors, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President may appoint one or more sergeants-at-arms. The President, with the advice and consent of the Board of Directors, may appoint persons to serve as chairpersons of committees authorized by the Board of Directors. The Executive Director shall not be elected to serve as the President.

Section 5 – The First Vice President and the Second Vice President of the Corporation, shall be ex-officio members of all standing committees, and shall arrange and coordinate programs for the Corporation's services and meetings. The First Vice President and the Second Vice President shall perform such other duties as the Board of Directors shall prescribe. In the absence or disability of the President, the First Vice President, followed by the Second Vice President, shall perform and exercise the duties of the President.

Section 6 – The Secretary shall keep a book of minutes of all meetings of the Board of Directors and members showing the time, date, and location of each meeting, whether it was regular or special and, if special, how authorized, the notice given, the names of those present at meetings of the Board of Directors, the number of members present or represented at members' meetings, and the proceedings thereof.

(a) The Secretary shall give such notice of the meetings of the members and of the Board of Directors as is required by these Bylaws or by law. The Secretary shall keep the seal of the Corporation, if any, and affix it to all documents requiring a seal, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(b) It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of Corporation, Board of Directors, and committees, record and preserve the minutes of such meetings.

(c) The Board of Directors may require or authorize the Secretary to delegate certain tasks to an Executive Director, manager, or managing agent.

Section 7 – The Treasurer shall have such duties and authority as the Board of Directors may designate from time to time.

(a) The Treasurer shall have custody of all corporation monies which shall be deposited in a bank selected by the Board and have custody of all securities of The Corporation.

(b) The Treasurer keeps regular books of account on a calendar year basis, and makes a written Treasurer's report at regular meetings of the Board and its membership.

(c) The Treasurer shall oversee payment of all bills.

Section 8 – No officer shall receive any compensation from the Corporation for acting as an officer, unless such compensation is authorized by a resolution duly adopted by the members.

Section 9 – A parliamentarian may be appointed by the President or the Board of Directors, who may or may not be a member of the Corporation. Duties of the parliamentarian will be to advise the officers and the Board of Directors at all special and annual meetings of the members and the Board of Directors. All meetings of the Board and general membership shall be conducted in accord with *Robert's Rules of Order* that is not inconsistent with these bylaws.

ARTICLE VI – RECORDS AND REPORTS

Section 1 – The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors.

Section 2 – The original or a copy of the Bylaws and any rules adopted by the Board of Directors and any amendments thereto, certified by the Secretary, shall be open to inspection by the members, the officers, and the Board of Directors in the manner and to the extent required by law.

Section 3 – The Board of Directors can determine from time to time who shall sign or endorse all checks, drafts, and other payments, notes, or evidences of indebtedness issued in the name of or payable to the Corporation.

Section 4 – The Board of Directors may, except as otherwise provided in the Restated Articles of Incorporation or these Bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 5 – An annual report of the receipts and expenditures of the Corporation shall be rendered by the Board of Directors to all members at the annual meeting of the members. From time to time, the Board of Directors, at the expense of the Corporation, may obtain an audit of the books and records pertaining to the Corporation and furnish copies thereof to the members. At any time, any active member in good standing may, at his or her own expense, cause an audit or inspection to be made of the books and records of the Corporation.

ARTICLE VII – GENERAL PROVISIONS

Section 1 – The Board of Directors may adopt a corporate seal. No seal shall be required.

Section 2 – All notices to the Corporation or to the Board of Directors shall be sent to persons designated by the Board of Directors from time to time. If no designation is made, notice shall be sent to the Executive Director and to the Secretary at the principal office of the Corporation. All notices to members shall be sent to such addresses as may have been designated by the members from time to time in writing to the Board of Directors or to the last known addresses of the members.

Section 3 – Whenever any notice to any member or Director is required by law for any specific meeting, the Restated Articles of Incorporation, or these Bylaws, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to the giving of notice.

Section 4 – Any action which the law, the Restated Articles of Incorporation, or the Bylaws require or permit the members or Directors to take at any meeting may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the members or all of the members of the Board of Directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the members or Board of Directors, shall be filed in the records of minutes of the Corporation.

Section 5 – These Bylaws are intended to comply with the Oregon Nonprofit Corporation Act and the Restated Articles of Incorporation. In the case of any irreconcilable conflict, such statute and Restated Articles of Incorporation shall have control over these Bylaws as a minimum standard. Notwithstanding the above, an officer, member of the Board of Directors, or member of any committee having a conflict of interest with respect to a Corporation decision must disclose the conflict of interest prior to the vote being taken and withhold his or her vote on the issue. Of special importance are those instances in which a funding request is received from an organization in which the person participates.

Section 6 – In addition to the Nominating Committee and other committees which may be established from time to time, the Corporation shall have an Executive Committee which shall consist of all officers of the Corporation and shall be chaired by the President. The Executive Committee, by majority vote, shall be responsible for the operations of the Corporation between meetings of the Board of Directors. All actions taken by the Executive Committee shall be promptly reported to the Board of Directors. The Board of Directors may restrict or define the authority of the Executive Committee from time to time. The Executive Committee will not have the authority to change or disregard any decision made by the Board of Directors. All committees shall have such authority and duties as the Board of Directors may establish from time to time.

Section 7 – The Board of Directors shall designate the fiscal year of the Corporation and shall require that an accounting system be maintained in accordance with Generally Accepted Accounting Principles (GAAP). A financial report of the Corporation's financial activity in the preceding year shall be provided to the active members each year.

(a) The fiscal year of the Corporation currently begins on the first day of January each year and ends on the last day of December in the same year. For tax purposes, the fiscal year may be the calendar year or other twelve (12) month period designated by the Board of Directors.

(b) Prior to the beginning of each fiscal year, the Board of Directors shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the upcoming year which, upon adoption by the Board of Directors, shall stand as the guide for expenditures unless otherwise ordered by action of the Board of Directors.

Section 8 – No resolution or motion at any meeting of the members to commit this Corporation on any matter other than the election of the Board of Directors shall be considered by the members until it has been considered and voted upon by the Board of Directors. Such resolutions or motions, if offered at a meeting of the members, shall be referred to the Board of Directors without discussion.

ARTICLE VIII – AMENDMENTS TO BYLAWS

Section 1 – Amendments to these Bylaws or the Restated Articles of Incorporation shall be proposed by either a majority of the members of the Board of Directors or by members holding one-fourth (1/4) of the votes of the membership. Each proposed amendment must be reduced to writing and shall be included in the notice of any meeting at which action is to be taken thereon.

Section 2 – Amendments and other changes to these Bylaws or the Restated Articles of Incorporation shall be adopted only at any annual meeting of the members, or at any special meeting of the members called for that purpose. In order for amendments to be considered or voted upon at any meeting, copies of all proposed amendments must be mailed or sent by email to all members in good standing not less than ten (10) calendar days prior to the meeting. Amendments are deemed adopted if approved by a majority of all members eligible to vote in person or by proxy at the meeting.

Section 3 – Once adopted, such amendments shall be copied in the appropriate place of the book of minutes of the Corporation containing the original Bylaws and the Restated Articles of Incorporation. If all or any portion of these Bylaws or the Articles of Incorporation is repealed, the fact of such repeal and the date on which the repeal occurred shall be stated in such book and place.

The undersigned officer hereby certifies that the foregoing Bylaws have been adopted as the Bylaws of the Corporation, in accordance with the requirements of Oregon corporation law, on January 23, 2016.

Dated: February 8, 2016.

Thomas W. O'Connor Secretary