

1 **By-laws of the**

2 **Oregon Mennonite Historical and Genealogical Society**
3 **(DBA Pacific Northwest Mennonite Historical Society)**
4 **An Oregon Nonprofit Corporation**

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6 **ARTICLE I**

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8 **IDENTIFICATION AND PURPOSE**

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10 1.1 **Name.** The name of this corporation is **Oregon Mennonite Historical and**
11 **Genealogical Society** herein referred to as “Corporation.”

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13 1.2 **Principal Office.** The registered office of this corporation shall be located at
14 6030 S. Whiskey Hill Road, Hubbard, Oregon 97032. The corporation may also have offices at
15 such other places, either within or without the State of Oregon, as the Board of Directors may from
16 time to time determine.

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18 1.3. **Purpose.** The Corporation is organized and operated exclusively for charitable,
19 scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of
20 Incorporation, the purpose of the corporation shall be to engage in any lawful activities, none of
21 which is for profit, for which corporations may be organized under Chapter 65 of the Oregon
22 Revised Statutes (or its corresponding future provisions) and Section 501 (C) (3) of the Internal
23 revenue Code of 1954 (or its corresponding future provisions).

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26 **ARTICLE II**

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28 **MEMBERS**

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30 2.1 **Members.** The Corporation shall have members. Membership is open to
31 individuals who have paid their annual membership fee.

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33 2.2 **Annual and Special Meetings of Members.** The meetings of the members of this
34 corporation shall be at such times and places and with such notice as shall be set forth in the
35 member’s bylaws. The membership of the Corporation shall hold an annual meeting of the
36 membership during the first quarter of the calendar year at such time and place as determined by the
37 Board of Directors.

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40 **ARTICLE III**

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42 **BOARD OF DIRECTORS**

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44 3.1 **General Power.** The business and affairs of this corporation shall be
45 governed by its Board of Directors (Directors).

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47 3.2 **Number.** The number of Directors of this corporation shall consist of not fewer
48 than six (6) and not more than twelve (12) Directors.

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3.3 **Terms.** The term of office of each Director of the corporation shall be three years. A Director who has served four (4) consecutive three-year terms shall not be eligible to serve again until at least one year has lapsed from the Director's last service on the Board. This section shall not pertain to the office of treasurer.

3.4 **Qualifications.** The Directors of the Corporation shall meet the qualifications set forth by these by-laws. It is the intent that the Directors represent the **Oregon Mennonite Historical and Genealogical Society** supporting churches. Supporting churches shall be defined as churches affiliated with the Mennonite Church either by name or through membership in a Mennonite affiliated organization.

3.5 **Resignation.** Any Director may resign at anytime by giving written notice to the Chair of the Board of Directors. The Board of Directors shall appoint an individual to serve out the remaining term of the person who has resigned.

3.6 **Removal.** The Board of Directors may remove a Board member with or without cause following a two-thirds vote of the Directors at a duly convened meeting of the Directors where all Directors are present. If members are unable to attend, a voice vote via telephone at the time of the "call for the vote" will be accepted as pursuant to article 3.13.

3.7 **Vacancy.** Any vacancy occurring in the Directors and newly created Board positions shall be filled by the Board of Directors.

3.8 **Regular Meetings.** Regular meetings of the Board shall be held at least quarterly or at such other frequency and at such time and place as the Directors shall determine.

3.9 **Special Meetings.** Special meetings of the Board may be called for any purpose at any time by the Chairperson, or any two (2) Directors at such time and place as may be designated in the notice of the meeting.

3.10 **Notice.** Notice of regular and special meetings shall be delivered to each Director personally by telephone, by mail, by e-mail or by fax not less than three (3) days prior thereto. The purpose, and the business to be transacted at the special meeting shall be specified in the notice of such meeting. If all the Directors should meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attended for the purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

3.11 **Quorum.** A majority of the Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Directors. The only exception is for the purpose of removing a Board member pursuant to article 3.6.

3.12 **Proxy Voting.** There shall be no voting by proxy.

3.13 **Telephonic Directors' Meetings.** Directors may participate in a meeting of the Directors through the use of conference telephone or other similar electronic communications as long as all Directors participating in such meeting can simultaneously communicate with each

98 other. A Director's participation in a meeting in accordance with this Section shall constitute that
99 Director's presence in person at such meeting for all purposes, including determining whether a
100 quorum exists. A Director who is present at a meeting of the Directors or a committee of the
101 Directors when corporate action is taken is deemed to have assented to the action taken unless the
102 Director objects at the beginning of the meeting to holding it or transacting business at the meeting.
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105 3.14 **Directors' Action without a Meeting.** Unless the articles of incorporation provide
106 otherwise, any action required or permitted to be taken by the Directors at a meeting may be taken
107 without a meeting if all the Directors take the action, each one signs a written consent describing the
108 action taken, and the contents are filed with the records of the corporation. Action taken by consent
109 is effective when the last Director signs the consent, unless the consent specifies a different
110 effective date. A signed consent has the effect of a meeting vote and may be so described in any
111 document.
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113 3.15 **No Compensation.** Directors shall serve without compensation as such, but shall
114 be entitled to reimbursement of expenses incurred on behalf of and at the request of the corporation.
115 Receipts for approved expenses shall accompany the reimbursement request.
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118 **ARTICLE IV**

119 **OFFICERS**

120 4.1 **Principal Officers.**

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122 4.1 **Principal Officers.** The officers of this corporation shall consist of the President,
123 Vice President, Secretary and Treasurer. No person shall be qualified to hold office that is not a
124 member of the Directors.
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128 4.2 **Other and Assistant Officers.** Directors may elect or appoint such additional
129 officers, assistant officers and agents of the Directors which it shall deem necessary or desirable,
130 who shall hold their offices for such terms and shall have such authority and perform such duties as
131 shall be determined by the Directors.
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133 4.3 **Term of Office.** The officers of the corporation elected pursuant to Section 4.1 of
134 this Article shall hold office until the next regular annual meeting of Directors and/or until their
135 successors shall be elected and qualify. All officers shall be elected by the Directors.
136 Administrative officers shall hold office at the pleasure of the Directors.
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138 4.4 **Removal.** Any officer or administrative officer, agent or employee elected or
139 appointed by the Directors may be removed by the Directors from such office, agency or
140 employment when in its judgment the best interests of the corporation will be served thereby, but
141 such removal shall be without prejudice to the contract rights, if any, of the person so removed.
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143 4.5 **President; Vice President.** The President shall preside at all meetings of the Board
144 and shall perform such additional duties as may be prescribed by the Directors. The President shall
145 report to the Directors all matters within his/her knowledge that the interests of the corporation may
146 require to be brought to their notice. The powers and duties of the President shall, in the event of

147 his / her death, resignation, removal, incapacity or absence, be vested in the Vice President. The
148 Vice President shall perform such additional duties as may be prescribed by the Directors.

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150 4.6 **Secretary.** The secretary or the secretary’s designee shall keep the minutes and
151 records of proceedings of all meetings of the Directors. It shall be the secretary’s or designee’s duty
152 to serve such notices as may be required of the corporation by its bylaws or otherwise. The
153 secretary or the secretary’s designee shall have charge of the books and records and such other
154 papers as the Directors may direct. The secretary or the secretary’s designee shall also keep
155 accurate records of the names and addresses of the Directors and the dates when they respectively
156 became Directors. Such books shall be open for inspection of the Directors at the office of the
157 corporation during the usual business hours. The secretary shall do and perform such duties as may
158 reasonably be required of the secretary by the Directors. The secretary or the secretary’s designee
159 shall submit to the Directors such reports as may be required by the Directors.

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161 4.7 **Treasurer.** The Treasurer shall be responsible for the collection and disbursement of
162 all funds of the Corporation. The Treasurer shall also maintain a set of financial records that
163 accurately reflect the financial state of the Corporation and shall distribute financial statement to the
164 Board of Directors and the members of the Corporation as directed by the Board of Directors. The
165 Treasurer shall be responsible for adherence to all state and federal regulations as related to the
166 Corporation and the maintaining of the Corporation’s 501(C)(3) status.

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169 **ARTICLE V**

170 **COMMITTEES**

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173 5.1 **Executive Committee.** Directors may appoint an executive committee comprised
174 of the elected officers which may be authorized to carry out all duties and responsibilities of the
175 Directors between meetings of the Directors where legally permissible and in compliance with these
176 bylaws.

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178 5.2 **Other Committees/Task Forces.** Directors shall establish other standing or ad hoc
179 committees and and/or task forces as it may from time to time be deemed necessary. Members of
180 such committee or task force may include individuals who are not members of the Board of
181 Directors

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184 **ARTICLE VI**

185 **FISCAL MANAGEMENT**

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188 6.1 **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of
189 December of every year. The commencement date of the fiscal year herein established shall be
190 subject to change by the Directors.

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192 6.2 **Annual Audit.** The Board of Directors may commission an annual audit of the
193 financial records of the Corporation in accordance with generally accepted accounting principles.
194 This audit shall be considered an INTERNAL audit unless there is reason to believe a more
195 extensive audit should be done, whereas an EXTERNAL audit may be commissioned. Said report
196 shall be submitted to the Board.

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6.3 **Books and Records.** The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Directors. All books and records of the corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time to the extent permitted by law and in accordance with Oregon Nonprofit Corporation Law.

6.4 **Checks, Drafts, etc.** All checks, drafts and other orders for payment of money, notes and other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned or held by the corporation requiring signatures for transfer, shall be signed or endorsed by such persons and in such manner as from time to time shall be determined by the Directors. When possible, receipts must be submitted for said checks, drafts and other orders for payment of money, notes and other evidences of indebtedness.

6.5 **Endorsement of Documents; Contracts.** Subject to the provisions of applicable law, and subject to reserved powers as identified in Article III of these bylaws, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument, and any assignment or endorsement thereof executed or entered into between the corporation and any other entity, when signed by two authorized officers, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the signing officer(s) that he/she had no authority to execute the same. Unless so authorized by the Directors in writing, no other person shall have any power or authority to legally bind the corporation.

6.6 **Loans.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized in a resolution of the Directors. Such authority may be general or confined to specific instances.

6.7 **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Directors may select.

6.8 **Investments.** The funds of the corporation shall be invested in such investments as the Directors or any investment manager appointed by the Directors may from time to time select, giving due regard to balancing the need to preserve principal, produce income and capital gain, and achieve long-term growth for the corporation assets.

ARTICLE VII

AUXILIARIES AND ADVISORY BOARDS

The Directors of this corporation may, in its discretion, recognize or establish auxiliaries and advisory boards. The bylaws of the auxiliaries and advisory boards shall be reviewed and approved by the Directors of this corporation.

246 **ARTICLE VIII**
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248 **INDEMNIFICATION**
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250 8.1 **Indemnification.** To the extent permitted by law, each person who is or has been a
251 Director, officer, employee or agent of the corporation shall be indemnified by the corporation
252 against all liabilities and expenses at the time imposed upon or reasonably incurred by him or her in
253 connection with, arising out of, or resulting from any action, suit or proceeding in which he or she
254 may be involved or with which he or she may be threatened by reason of his or her then serving or
255 having served as such Director, officer, employee or agent, or by reason of any alleged act or
256 omission by him or her in any such capacity, whether or not he or she shall be serving as such a
257 Director, officer, employee or agent at the time any or all such liabilities or expenses shall be
258 imposed or incurred by him or her. These indemnity provisions shall not be exclusive of any other
259 rights which any director or officer may have pursuant to Oregon law.

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261 8.2 **Insurance.** The corporation shall purchase and maintain insurance on behalf of any
262 person in any such capacity, or arising out of such person's status as such, whether or not the
263 corporation would have the power to indemnify that person against such liability under the
264 provisions of this Article or under the Oregon Nonprofit Corporation Act.
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266 **ARTICLE IX**
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268 **RATIFICATION AND AMENDMENTS**
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271 9.1 **Ratification.** These By-laws shall be ratified by a 2/3 vote of the members present
272 at the annual meeting or at a special meeting of the membership called for that purpose.
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274 9.2 **Amendments.** These By-laws may be amended by a 2/3 vote of the members
275 present at the annual meeting or at a special meeting of the membership called for this purpose. If a
276 special meeting is called for, notification of the meeting and the subject to be discussed shall be sent
277 to all current members at least 30 days prior to the meeting.
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279 **ARTICLE X**
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281 **DISTRIBUTION OF ASSETS UPON DISSOLUTION**
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283 Should **Oregon Mennonite Historical and Genealogical Society** be dissolved, then and in that
284 event title and interest to the net assets owned by the Corporation shall be distributed according to
285 affirmative action of a majority of Directors present in a duly called meeting of the **Oregon**
286 **Mennonite Historical and Genealogical Society** Board. After adequately providing for debts and
287 obligations the remaining assets shall be given to Mennonite Church, USA.
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ARTICLE XI

REVIEW

These bylaws shall be reviewed annually and shall be considered in force at the time of their adoption.

APPROVED by the Members of the Corporation this _____ day of _____, _____.

_____, President

_____, Secretary