

**Bylaws
of
Lebanon Museum Foundation
September 26, 2018**

Article I: Name and Office

Section 1. Name

The name of this Foundation shall be the Lebanon Museum Foundation, Inc., (hereinafter referred to as "the Foundation" or LMF).

Section 2. Office

The principal office of the Foundation shall be at a location designated by the Board (hereafter referred to as "the Board") within the city limits of Lebanon, Oregon.

Article I: Purpose

This corporation shall be organized and operated exclusively for charitable, scientific, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and 50I (c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This corporation's primary purpose shall be to bring history alive by collecting, preserving and sharing the stories and artifacts of our common heritage from Lebanon and the surrounding area. Through its interpretive programs, collections and publications, the Foundation strives to educate the public and generate an appreciation of regional history for present and future generations.

The Foundation will hold in trust for the people of Lebanon Oregon all materials collected by or entrusted to LMF. The Foundation may, however, deaccession materials in its collection from time to time in accordance with appropriated ethical standards and guidelines, and in accordance with the Board-adopted Collection Management Policy.

Article II: Membership

Section 1. Qualifications

Any individual, family, business or corporation may hold membership in the Foundation.

Section 2. Categories and Fees

This corporation may have one or more classes of members. Categories of and membership fees for classes may be established by the Board.

Section 3. Term of Membership, Privileges

- A. Membership term shall be for one year. The terms and conditions shall be established by the Board.
- B. Each member of 30 or more days' standing may cast one vote on matters requiring a vote of the Foundation's membership. There shall be no proxy voting.
- C. Privileges may be provided at the Board's discretion to various levels of membership for the purpose of encouraging increased financial support for the Foundation.

Article III: Membership Meetings

Section 1. Annual Meeting

An annual meeting of members of the Foundation shall take place within 90 days following the fiscal year-end.

Section 2. Notice

Timely advance written notice of all membership meetings shall be given, including date, time, place and principal subjects to be discussed.

Section 3. Quorum

Those votes represented at a meeting of LMF members shall constitute a quorum.

Section 4. Special Meetings

Special membership meetings may be called by the President, or at the request of the Board, or by a written petition delivered to the Secretary containing signatures representing 5 percent of the current membership. Notice must be furnished to the membership at least three days prior to the meeting.

Section 5. Conduct of Meetings

Meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order* unless otherwise agreed upon by a majority of members in attendance.

Section 6. Decision Making

All matters are to be decided by a majority vote of those present unless otherwise provided by

these bylaws.

Article IV: Board of Directors

Section 1. Authority

The Board shall have full power and authority over the affairs of the Foundation and shall perform the duties prescribed within the applicable Oregon Revised Statutes, by the Articles of Incorporation, by these bylaws, and by a parliamentary authority adopted in these bylaws.

Section 2. Membership

- A. The Board will be composed of eight Directors .
- B. The term of office for elected Directors shall be one year. A Director may be reelected without limitation on the number of terms she or he may serve.

Section 3. Election, Vacancies, Removal, Resignation

- A. Elected Directors shall be elected by the members at the annual meeting of the members.
- B. The term of office for elected Directors shall be one year. A Director may be reelected without limitation on the number of terms she or he may serve.
- C. Any Director may be removed by affirmative vote of not less than two-thirds of the Directors with or without cause, at a meeting called for that purpose.
- D. Three consecutive absences from a Board meeting by any Director without a valid reason, as determined by the Board, shall be deemed to constitute a resignation. A Director may also resign at any time by giving written notice to the Board or the President.
- E. In the event of a vacancy on the Board, either: (1) the vacancy shall be filled for the unexpired term by a vote of the remaining Trustees within two regular Board meetings, or as soon as possible after the vacancy occurs, or (2) the Board may elect not to fill the vacancy until the next election.

Section 4. Meetings

- A. The Board shall hold its meetings in the City of Lebanon at times and locations it may determine. No other notice of the date, time, place, or purpose of these meetings is required.
- B. A quorum shall be required in order to conduct any Board meeting. A quorum is a majority of the number of trustees currently prescribed pursuant to Section 2, A, above. If less than a quorum attends a meeting, a majority of those members present shall adjourn the meeting to a time and place certain.
- C. Meetings of the Board are open to the Foundations membership. Executive sessions may, however, be called to deal with certain matters, including, but not limited to, personnel, labor negotiations and real estate transfers. No votes may be taken during executive sessions. Minutes will be taken of all regular and special Board meetings and of committee meetings as required by law.
- D. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place and purpose of the

meeting, shall be delivered to each Director personally or by telephone or by mail or by Email not less than three days prior to the special meeting.

- E. Any regular or special meeting of the Board of Directors may be held by telephone, or telecommunications, as long as all Directors can hear each other.
- F. At any meeting of the Board, each Director shall be entitled to one vote on each matter presented for a vote.
- G. A director must disclose any financial or conflict of interest to the board when discussing and or voting on Foundation business. If there is a conflict of interest, the director must withdraw from the discussion and voting on that particular item. When there is a declared conflict of interest the board must have a two-thirds majority vote on that item.

Section 5. Waiver of Notice

Attendance of a Director at any Board of Directors meeting shall constitute a waiver of notice of such meeting unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice may also be waived by a written waiver by any Director, and such waiver may be made either prior to or subsequent to the Board of Directors meeting and whether or not the Director was present at the meeting.

Section 6. No Salary

Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 7. Action by Consent.

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Section 5. Honorary Directors

The office of "Honorary Director for Life" recognizes members who have demonstrated long-term dedication to the Foundation, and who have provided substantial contribution to the Foundation's objectives. No active Director is eligible for this office. Honorary Directors shall not be entitled to any vote on Board matters.

Section 6. Ex-Officio Directors

Ex-officio, non-voting, members of the Board shall be appointed by the Board at its discretion.

Article V: Committees

Section 1. Executive Committee.

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Sections 2. Other Committees.

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions

Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by these Bylaws.

Section 4. Quorum and Action.

A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5. Limitations on the Powers of Committees.

No committee may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article VI: Officers

Section 1. General

Officers of this Foundation shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board may determine. Officers shall be elected by the Board in the first Board meeting following the election of Directors. All terms of office shall be for 1 year. An officer may be reelected without limitation on the number of terms she or he may serve. An officer may resign at any time by giving written notice to the Board, the President or Secretary.

Section 2. Election

The Board of Directors shall elect the President, Vice President, Treasurer and Secretary to serve one year terms. The President, Vice President, Treasurer and Secretary positions shall be filled automatically by the President, Vice President, Treasurer and Secretary of the Lebanon Museum Foundation. Any officer may be re-elected without limitation on the number of terms the officer may serve.

Section 3. Vacancy

A vacancy of the office of President, Vice President, Treasurer and Secretary will be filled automatically by the President, Vice President, Treasurer and Secretary of the Lebanon Museum Foundation. A vacancy of any other Director of the Board shall be filled by majority vote of the Board of Directors not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Removal

Any officer may be removed by a two-thirds majority vote of the Board of Directors at any Board of Directors meeting. A vacancy will automatically occur whenever the person becomes disqualified because of a termination of his membership in the Foundation or on the Board of Directors.

Section 5. Other Officers

The Board of Directors may elect or appoint other officers and agents as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 6. President.

The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 7. Vice President

The Vice President, in the absence of or in the event of the removal, death, disqualification or resignation of the President, shall perform the duties incident to the office of President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Secretary.

The Secretary shall perform, or cause to be performed, the following duties:

- A. official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions;
- B. provision for notice of all meetings of the Board of Directors and members;
- C. maintaining current and accurate membership lists including member addresses, telephone numbers and emails;
- D. be custodian of the corporate records, except those held by the Treasurer
- E. any other duties as may be prescribed by the Board of Directors.

Section 9. Treasurer.

The Treasurer shall have overall responsibility for all recordkeeping and all Corporate funds. The Treasurer shall perform or cause to be performed, the following duties:

- A. keeping of full and accurate accounts of all financial records of the corporation;
- B. deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors;
- C. the Treasurer shall prepare an annual budget, which budget shall include anticipated revenues and expenses for the fiscal year. The Board of Directors shall review the budget, make any modifications it deems appropriate and shall adopt the budget for the coming fiscal year not later than the Annual Meeting;
- D. disbursement of all funds from the foundation's accounts with prior approval of the Board of Directors. Prior approval is not required for disbursements made pursuant to an approved budget;
- E. making financial reports as to the financial condition of the foundation to the Board of Directors;
- F. maintaining current and accurate membership statements;
- G. and any other duties as may be prescribed by the Board of Directors.

Article VI: Corporate Indemnity

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Article VII: Fiscal Year

The Fiscal year of the foundation shall be from January 1 until December 31.

Article VIII: Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the members of the Board of Directors present at a duly called meeting of the Board of Directors, if a quorum is present and notice has been given in accordance with these bylaws, and thereafter submitted to the members for approval at the annual or specially called meeting of the membership. The changes or new bylaws shall be effective upon approval by a majority vote of the members at such meeting.

DATE ADOPTED:

September 19, 2018

SIGNATURE OF CORPORATE OFFICER:

A handwritten signature in blue ink that reads "Paul R. Giv". The signature is written in a cursive, flowing style.

President, Board of Directors