

BYLAWS OF THE HERITAGE MUSEUM SOCIETY, INDEPENDENCE, OR

ARTICLE I – OFFICERS

Section 1. The corporation's registered office shall be at 281 S Second St, Independence, OR 97351.

Section 2. Heritage Museum Society is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The mission and purpose of the Heritage Museum Society is to support the Heritage Museum of Independence, Oregon, through fund-raising and the fulfillment of the Museum's vision.

Section 3. The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE II – SUPPORTERS

Section 1. The corporation shall invite the participation of individuals and organizations through regular contributions of support to the Heritage Museum. Such levels of

contribution and applicability to an individual or identified group shall be set by the Board of Directors.

ARTICLE III – DIRECTORS

Section 1. The business and affairs of the corporation shall be managed and controlled by the Board of Directors.

Section 2. The number of Directors of the corporation shall be no less than five. Directors shall be elected at the annual meeting of the Board of Directors in January of each year. By amendment to these Bylaws the Board of Directors may alter the number of directors.

Section 3. Three directors (or a simple majority of those) then in office shall constitute a quorum of a meeting of the Board of Directors. A majority of the quorum present at a meeting may approve any action of the Board of Directors.

Section 4. Regular meeting of the Board of Directors shall be determined by the Board of Directors and special meetings may be called by the President or by a majority of the members of the board at any time.

Section 5. A transaction in which a member of the Board of Directors of the corporation may have a conflict of interest may be approved by a vote of the Board of Directors if the material facts of the transaction and the director's interest are known and disclosed to the Board of Directors.

Section 6. Each member of the Board of Directors is required to file with the board an annual statement of

Conflict of Interest. This signed statement should be received within the first quarter of every calendar year.

Section 7. A director may be removed from the Board of Directors by a majority vote of all the directors then in office.

Section 8. The Board of Directors shall have the authority to set fees for programs, join or affiliate with other history organizations as necessary or desirable, determine the eligibility of participants in programs of the corporation, employ or discharge employees, and do such other acts as may be necessary to carry out the purposes of the corporation, in addition to all duties authorized to directors of corporations by the terms and provisions of Chapter 65, Oregon Revised Statutes.

Section 9. The Board of Directors shall have the authority to establish committees and to delegate powers to these committees.

Section 10. Board of Directors members may be required to have a vetting background check to adhere to volunteer policy.

ARTICLE IV - OFFICERS

Section 1. Individuals who are members of the Board of Directors shall be elected each year to fill the offices of the President, Secretary and Treasurer.

Section 2. The President shall preside at all meetings and shall have the general supervision, direction and control of

the business and affairs of the corporation. If the President is absent at a regular meeting of the Board of Directors, at which meeting a quorum is present, the Board of Directors may appoint a member the "President Pro-Temp" for the meeting.

Section 3. The Secretary shall keep all minutes and records of the corporation. Minutes of prior meetings shall be considered for approval as part of a consent agenda at the beginning of each meeting.

Section 4. The Treasurer shall keep all financial records and funds of the corporation. A Treasurer's report shall be considered for approval as part of a consent agenda at the beginning of each meeting.

ARTICLE V – STATUS AND EXEMPT ACTIVITIES LIMITATION

Section 1. The Heritage Museum Society is an Oregon non-profit corporation, recognized as tax exempt under Section 501(c)(3) of the United State Internal Revenue Code.

Section 2. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by any organization exempt under Section 501(c)(3) of the United States Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

Section 3. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance to the purposes set forth in the Articles of Incorporation and these Bylaws.

ARTICLE VI – MISCELLANEOUS

Section 1. The records of this corporation shall be open to inspection by any director, or agent, or attorney, as provided by statute.

Section 2. Checks and other orders for payment shall be drawn upon a bank to be designated as the depository of funds for the corporation, signed by one or more officers as directed by the Board of Directors.

ARTICLE VII – DISTRIBUTION UPON DISSOLUTION

Section 1. Upon termination or dissolution of the Heritage Museum Society, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the United State Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

Section 2. The organization to receive the assets of the Heritage Museum Society hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Heritage Museum Society, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations located in the State of Oregon.

Adopted by the Board of Directors on _____, 2022

Nathan Christensen, President_____

Lois Martin, Secretary_____

Diana Lindskog, Treasurer_____