

Friends of Historic Forest Grove By-Laws

ADOPTED MARCH 18, 2019

ARTICLE I: NAME

The name of the organization shall be "Friends of Historic Forest Grove."

ARTICLE II: PURPOSE

The Friends of Historic Forest Grove is formed as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, for the purpose of:

- Educating and informing the community of the importance of our historical past
- Preserving and sustaining historically significant resources including historic districts, properties, artifacts, stories, documents and the AT Smith House and surrounding property.
- Fostering a community of individuals and organizations interested in the area's history.

ARTICLE III: MEMBERSHIP

Section 1:

The membership shall be open to anyone subscribing to the objectives of this organization upon payment of annual dues.

Section 2:

Aspects of membership such as membership types, dues, and collection shall be established by the Board of Directors.

Section 3:

Each member shall be entitled to one vote at the annual meeting.

ARTICLE IV: BOARD OF DIRECTORS

Section 1:

The Board of Directors shall consist of not less than nine (9) and not more than thirteen (13) individuals elected by the membership.

Section 2:

The Board of Directors shall be responsible for conducting the business of the organization between annual meetings and shall have the authority to approve disbursement of funds.

Section 3:

The term of office is defined as two (2) years. Directors shall serve no more than three consecutive terms. Following three consecutive terms, a Director must wait one year before being nominated to the board again.

Section 4:

The Board may, in its discretion, identify areas of expertise that would benefit the board, and provide those areas to the Nominating committee for its consideration in recruiting qualified candidates. The minimum qualification of a board member is that the candidate must be a member of FHFG.

Section 5:

A quorum shall consist of a majority of the Board of Directors.

Section 6:

In the event that a director resigns or is otherwise removed from the FHFG board and the board no longer meets the requirements of Article IV Section 1, a Nominating Committee shall be formed to nominate candidates to complete the term of the departed director. The board shall review the names presented by the Nominating Committee and vote. The person receiving the most votes will complete the remainder of the term of the departed director.

Section 7:

Board members must actively participate in the business of the organization. At the minimum, they must attend board meetings and participate in various committees or tasks for the organization. Board members also have fiduciary responsibility to the organization and the assets owned by the organization.

Section 8:

In the event that a director does not fulfill the obligations set forth in Article IV, Section 7, attempts shall be made by the Executive Committee to resolve the issues with that director. If that does not work, then the remaining board members have the authority, with a majority vote, to remove the director from the board.

ARTICLE V: OFFICERS

Section 1:

The officers of this organization shall be board members and are as follows:

- President
- Vice President
- Secretary
- Treasurer

Section 2:

The principal duties of the officers shall be as follows:

President: Preside at all board meetings of the organization; appoint or ask for committee chairs with the exception of the AT Smith House

chairperson; serve as ex-officio member of all committees; prepare and provide copies of meeting agendas to all directors; and represent the organization as the official spokesperson.

Vice President: Learn FHFG Presidential duties and responsibilities as to be prepared to perform the duties of the President. Fulfill the duties of the President in his/her temporary absence. Serve as interim President until the next annual meeting should the current President not be able to serve the remainder of their elected term. Assist President in maintaining order during board meetings.

Secretary: Record minutes during meetings, including Executive Committee and Board of Directors meetings; prepare and provide copies of minutes as needed; manage physical and digital correspondence which may include mail, voicemail, and email; help facilitate procedures and policies for the organization; manage digital and physical filing systems for documents and records.

Treasurer: Responsible for protecting FHFG financial assets. As such, maintains financial records for the organization, proposes to the board financial policy and procedures to be followed by FHFG, works with President to propose an annual FHFG budget to be voted on by the board, ensures safe money handling procedures of the organization to safeguard internal and external theft or misappropriation. Deposits funds promptly, writes checks for authorized expenses, and reconciles bank accounts. Provides monthly financial reports to the board. Provides needed financial records to a qualified external bookkeeper/tax preparer for yearend tax preparation and/or audit.

Section 3:

Officers are elected by the membership during the annual meeting for a one (1) year term.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1:

The Executive Committee will consist of the four (4) officers from the Board of Directors. The chairperson of the AT Smith House Committee is an ex-officio member of the Executive Committee.

Section 2:

The Executive Committee may meet in advance of Board of Directors meetings to discuss and determine issues that need to be raised to the Board of Directors for further discussion and resolution. They may also meet more frequently to discuss urgent FHFG matters that cannot wait until the next board meeting. The Executive Committee may make recommendations to the Board of Directors on suggested courses of action.

Section 3:

The Executive Committee shall make decisions based on recommendations from the Board of Directors.

Section 4:

Any personnel or other sensitive issues that arise within the board will be attempted to be resolved by the Executive Committee first before taking it to the board.

Section 5:

Closely related persons (defined as spouses, domestic partners, parent/children, siblings) shall not simultaneously serve on the FHFG Executive Committee.

ARTICLE VII: NOMINATING COMMITTEE

Section 1:

The Executive Committee will appoint a Nominating Committee composed of three (3) people: one person from the Executive Committee, one person from the board of directors, not on the Executive Committee, and one from the general FHFG membership.

Section 2:

The Nominating Committee will seek direction from the current Board of Directors for specific talents/skills that are needed for the next board. The Nominating Committee will then search for candidates with these skills. If a current Board Member with an expiring term has not reached the maximum number of consecutive board terms, the Nominating Committee will ask that board member if they want to continue serving on the Board.

Section 3:

The Nominating Committee will prepare a slate of officers and directors for the current members to vote upon during the annual meeting in May.

ARTICLE VIII: ATS HOUSE & PROPERTY COMMITTEE

Section 1:

The purpose of the ATS House & Property Committee is to coordinate, supervise, and manage all day to day aspects of the AT Smith House and Property per the Board of Directors strategy and guidance for the ATS House & Property and to provide knowledge continuity of the property for the organization.

Section 2:

The ATS House & Property Committee is responsible for the following:

- Provide to the Board an annual recommended maintenance forecast and budget for approval by the Board;
- Provide & enforce procedures and policies for protecting and preserving the house and property;
- Provide for maintenance & upkeep of the ATS House, as permitted by the approved budget, in a timely manner to protect the house & property;

- Respond to urgent situations that impact the safety/security of the ATS House in a timely fashion as to prevent damage, or other loss;
- Coordinate any activities or events that occur on the AT Smith property;
- Authorize any projects or projects that impact the appearance of the ATS House and property;
- Inform the Board immediately of urgent needs, unbudgeted expenditures required for the upkeep, safety, security of the ATS House and property;
- Provide a monthly report to the board on any important issues impacting the ATS House and property;
- Report to the board the names of all persons on the committee; and
- Liaison with the City of Forest Grove on community, government, or regulatory issues that may impact the property.

Section 3:

The Chairperson of this committee does not need to be an FHFG board member. The Chairperson is elected by the board each June through a simple majority vote. There are no term limits for the Chairperson of this committee; they serve at the pleasure of the FHFG board.

At least one person from the FHFG board shall serve on the ATS House & Property Committee.

This committee should be comprised of individuals with expertise, experience, or skills needed for the proper upkeep and maintenance of the property.

Section 4:

The Chairperson of this Committee is an ex-officio member of the FHFG Board and as such is expected to attend all FHFG board meetings.

ARTICLE IX: OTHER COMMITTEES

Section 1:

The President has the authority to create committees for the purpose of fulfilling specific missions/projects for FHFG such as events, marketing/communications, etc. The president shall formally announce the Committee during a board meeting and specify:

- The official purpose of the committee
- The duties/responsibilities of the committee
- Specify if the committee has a specific end date or is expected to operate indefinitely

The secretary shall record these details in the board minutes.

Section 2:

The President shall appoint the chair of any committee, subject to acceptance by the appointed chair. The board shall vote to approve the nomination.

Section 3:

The committee chairperson shall solicit additional board members, members from the FHFG membership, or community at large to serve on the committee. The committee is responsible

for creating and requesting a budget from the Board. Without an approved Budget, no expenditures or fundraising may occur.

Section 4:

At each Board meeting, the Chairperson of each committee shall report the status of its current activities, planned future activities, and, if applicable, the status of its budget.

Section 5:

Committees have only so much authority as the Board provides. Because of this, committee members shall not adopt specific titles of treasurer, secretary, president, etc, unless specifically authorized by the Board.

Unless requested by the President and authorized by the Board, no committee shall be formed to represent the mission or activities of FHFG in place of the Board.

ARTICLE X: MEETINGS

Section 1:

The Board of Directors will conduct business at monthly meetings, with the months of December and July being optional meetings should there be no official business to conduct. Additional meetings may be called at the discretion of the Executive Committee should urgent issues arise.

Section 2:

The fiscal year shall be May 1 through April 30.

Section 3:

The annual meeting of the membership shall be held in May. All members will be notified at least two (2) weeks prior to the annual meeting.

Section 4:

The Board of Directors may optionally schedule additional general membership meetings should there be a business need to do so.

ARTICLE XI: PROCEEDINGS

Section 1:

All proceedings of the organization shall use “Robert’s Rules of Order” for guidance.

ARTICLE XII: FISCAL POLICY

Section 1:

FHFG shall establish an annual fiscal budget.

Section 2:

The treasurer is authorized to sign expenditures up to \$250. Any expenditure of \$250 or more requires the signatures of two officers. Any expenditure over \$2,000 requires the approval of a simple majority of the board.

ARTICLE XIII: AMENDMENTS

Section 1. Bylaws

The Board of Directors may amend these Bylaws, in compliance with ORS 65.464, by majority vote of the Board at any regular or special board meeting. At least 30 days advance notice shall be provided to the Board, along with the proposed amendment and/or summary of the changes, before any amendment may be adopted.