



Five Oaks Museum Bylaws
APPROVED: April 2022

Article 1 - Legal Name

The legal name is Washington County Historical Society; the organization does business as Five Oaks Museum (FOM).

Article 2 - Values

The values of FOM are:

Body: Body First — we recognize that all bodies have the right to be safe and welcome. We exceed ADA compliance and provide audio, tactile and visual display content. We provide water, food, quiet, movement and other support for well being; we respond to input about how we can welcome folks with specific bodily needs.

Land: We believe that the land (the Earth, the ecosystem) is the beginning and end of every story. We recognize the millennia of stewardship that Native people have given — and continue to give — the land. We tell stories of the land and animals in conjunction with stories of people. What can we do to walk the walk of environmental stewardship?

Truth: We take truth to be an orientation rather than a fixed state, and we remain persistently devoted to its pursuit. We maintain a high level of rigor in supporting all of our work with research, and we highlight complexity and nuance in our content.

Justice: History and culture are tools of production; they must be used in resistance to structural inequity so as to support the possibility of justice for all. We apply an equity lens to all of our actions and products. We uplift many voices and ways of understanding the world.

Community: The people who share their time and attention with the museum are the reason that it exists, and all of our work is approached with generosity towards them in mind. We trust the expertise and capability of the community and include community leadership and input into everything we do. We center descendant communities in all storytelling work.

Article 3 - Co-Directors

Section 1 - Selection

Two or more Co-Directors should be in place to lead the staff at any given time. The Board of Directors Co-chairs should organize a Hiring Committee composed of at least three members of the Board and at least two members of the staff to define and lead the hiring process. The Hiring Committee and all other voting members of the Board shall make the final hiring decision for Co-Directors by a two-thirds majority vote.

Section 2 - Responsibility

The Co-Directors report directly to the Board of Directors and will be responsible for carrying out the duties delineated by the position description. The position description is defined and edited by the hiring committee and adopted by the Board of Directors. The position description may be collaboratively adjusted by the Board of Directors at any time as needed to match the ever evolving strategic needs of the museum.

Section 3 - Requirements

The Co-Directors will agree with and passionately support the mission of FOM; shall strive to increase the social status and standing of the museum within the community; shall strive to add to the museum their sphere of influence and social/professional relationships; shall strive to raise new supporters and develop community partnerships; and shall provide leadership and set a high standard through the example of their leadership and active participation in committees, meetings, events and various program, outreach and fundraising activities.

The Co-Directors of FOM are nonvoting, ex-officio member(s) of the Board of Directors and chief staff liaisons with the Board of Directors.

Article 4 - Board of Directors

Section 1 - Board of Directors

A Board of Directors (Directors) should strive to consist of no less than nine nor more than fifteen members.

The primary purpose of the Board of Directors is to tend to the long-term health of the organization; to ensure the Museum works in accordance with its values, within the scope of its mission, and in service of its vision; and to ensure those frames are shaped to best meet the needs of the communities being served.

The Board of Directors shall be responsible for Co-Director oversight and development, contract renewal, ambassadorship and advocacy, emergency management, and fiduciary oversight (including revenue generation and financial stewardship).

Furthermore, the Board of Directors shall provide leadership through committee membership and participation, meeting and event attendance, community outreach and, especially, fundraising initiatives.

Section 2 - Ex-officio Director Positions

The Board of Directors may wish to include non-voting ex-officio members to serve as representatives for key organizational partners. Meeting and committee attendance for ex-officio board directors is optional. Any voting Director may nominate an ex-officio board member with majority vote required to confirm them.

Section 3 - Board Member Requirements

a. Alignment

Each Director should come to Board service with a sincere personal investment in the values and objectives of FOM and a willingness to leverage their own wisdom, experience, and community connections to strengthen the organization. Directors should demonstrate the museum's values in the delivery of all work and interpersonal conduct.

b. Participation

Each Director is expected to attend all regular and special meetings of the board to the fullest extent of their ability, and to communicate special accommodations needed to enable that. Each Director must contribute to the overall vitality and longevity of the organization.

c. Leadership and Advocacy

Each Director should provide leadership through membership and participation in committees, meetings, events, programs, outreach, and mentorship of staff. Additionally, Directors should support museum membership and public support through advocacy, community relationships, and active engagement with the museum's content.

d. Financial support

Each Director should make a financial contribution to FOM that is appropriate to their means and about which they can feel proud. Monthly giving between \$5 and \$100 is recommended. Volunteerism, beyond core Board service, is another welcome way to demonstrate personal commitment to the organization's vitality.

e. Governance

Directors share, together as a governing body, ultimate responsibility for the saliency and adherence to legal and regulatory codes of Five Oaks Museum in all its functions.

Section 4 - Directors' Terms of Office

The term of office for a Director shall be three years starting from the first scheduled board meeting the person serves as a Director. At the end of three years, Directors have the option to serve an additional three-year term. After two successive terms, or when returning after a break between terms, Directors must be nominated and re-elected by the Board of Directors as a whole.

Section 5 - Nomination of Directors

New Directors may be nominated by any existing Board member at a Board meeting. Election of a Director requires a majority vote of the Board.

Section 6 - Resignation of Directors

Directors may resign at any time by written notification to the Board of Directors.

Section 7 - Removal of Directors

Any Director may be removed from office without cause by a vote of a majority of the members of the Board at a meeting called for that purpose so long as a notice of the meeting time and place, and purpose of the meeting, has been given to all Directors and the Co-Directors at least ten days prior to the meeting.

Section 8 - Regular Meetings of the Board

The Board may establish regular meetings to be held in such places and at such times as it desires. No further notice of such meetings shall be required, unless otherwise required by these bylaws.

Section 9 - Special Meetings of the Board

Special meetings of the Board may be called by any three Directors. Notice must be sent at least 48 hours in advance to all members of the Board, stating the purpose of the special meeting.

Section 10 - Quorum for Transacting Business

A majority of Directors shall constitute a quorum at Board meetings. Members present via conference call or video conference shall be considered present for that meeting.

Section 11 - Board Action in Absentia

Board action may be taken without a meeting if the necessary number of Board members consent in writing, including email, to the action.

Section 12 - Written Notice of Board Action

A written report to all board members must follow any actions taken under Section 10. Email is one appropriate mode of transmission of this written report.

Article 5 - Officers of the Board

Section 1 - Board Officers

The officers of the Board of Directors must at minimum include two Co-Chairs, a Secretary, and a Treasurer. Each of those officer positions must be filled at all times, and should be executed in accordance with State guidelines. It is the board's responsibility to ensure position descriptions are up to date and additions or changes adopted by the Board of Directors. Additional officer positions may be established as deemed necessary by the Board.

Section 2 - Election of Board Officers

Nominations for any Board Officer positions can be made by any current Director. Nominees must be current voting Directors. Elections are to be conducted by written ballot unless there is only one nominee, in which case elections may be by voice vote. The election of Board Officers shall coincide with the end of the fiscal year whenever possible.

Section 3 --Term of Office for Board Officers

The term for officer positions is three years and officers must be nominated and elected again after each term. A vacancy occurring in an office shall be filled at a subsequent meeting of the Board by the remaining Board of Directors.

Directors should make reasonable efforts to cultivate pathways to leadership for existing Directors, such that officer position vacancies are foreseen and the healthy rotation of leadership is ongoing.

Article 6 - Fiscal

Section 1 - Fiscal Year

The fiscal year shall be July 1 - June 30 or as otherwise determined by the Board of Directors.

Section 2 - Audit

The Board shall decide whether or not to perform an audit, compilation, or review in any given fiscal year. If performed, the results shall be presented to the Board within the subsequent fiscal year.

Article 7 - Committees

Section 1 - Committees

There shall be such standing and special committees as may be determined by the Board of Directors, in consultation with the Co-Directors. The Board of Directors shall be responsible for general committee oversight.

Section 2 - Composition of Committees

Chairs of standing and special committees shall be selected by the Board of Directors. The Co-Directors shall serve or appoint staff persons as liaison to each committee.

Article 8 - Amendments

Section 1 - Proposed Amendments

Amendments to the Bylaws must be proposed in writing by any Director.

Section 2 - Notification

The Secretary shall notify all members of the Board of Directors in writing of a proposed amendment not less than two weeks prior to its consideration.

Section 3 - Adoption

A two-thirds vote of the Board shall be required for adoption of amendments to the bylaws.