

Oregon Historical Society

State-wide incorporation December 17, 1898

ARTICLES OF INCORPORATION

AS ALTERED AND AMENDED BY

SUPPLEMENTARY

ARTICLES OF INCORPORATION

AND

BY-LAWS

OF THE

OREGON HISTORICAL SOCIETY

1957

OREGON HISTORICAL SOCIETY,

235 S.W. Market Street,

Portland 1, Oregon

I am joining the Oregon Historical Society.

- | | |
|--|-----------------------|
| <input type="checkbox"/> Teacher-Student | \$2.50 per year |
| <input type="checkbox"/> Annual Member | \$5.00 per year |
| <input type="checkbox"/> Sustaining Member | \$25.00 per year |
| <input type="checkbox"/> Supporting Member | \$50.00 per year |
| <input type="checkbox"/> Contributing Member | \$100.00 per year |
| <input type="checkbox"/> Life Member | \$500, no annual dues |

Corporations shall be eligible to any grade of active membership except that of annual member or life member. A credential must accompany teacher-student applications. Memberships and gifts are, of course, completely deductible.

Name _____

Address _____

City _____ Zone _____ State _____

Check _____ Money Order _____

Recommendations:

A Special Centennial
Invitation to
Membership in the
Statewide

Oregon Historical Society

Over 60 years
of public service

You live in a vast region abounding in history
settled by pioneers who came by sea or the
perilous Oregon Trail.

The colorful record of early life in the Oregon Country...

Pioneer dealings with the Indians, mining, wars,
exploration, commerce, politics . . .

The transformation from a Territory to a State of
the Union . . .

A record of events right up to our own time!!

This complex story is collected, preserved and published
nationally by your statewide Oregon Historical Society.

Members participate in this great work. They receive the
Society's *Quarterly* without charge, and a discount on
all its other publications. All programs and field
activities are open to Society members. The Society is
open to everyone.

Fill out reverse side of this card and mail it to us.

Articles of Incorporation

Know all men by these presents, that we, the undersigned, officers of the Society known as the Oregon Historical Society, duly elected to said offices respectively, according to the usages and regulations of said Society, do hereby create and constitute a corporation under and by virtue of the laws of the State of Oregon relating to the incorporation of literary and other societies, and we do hereby make, subscribe and adopt the following articles of incorporation, viz.:

ARTICLE I.

The name assumed by this corporation and by which it shall be known is the Oregon Historical Society, and its duration shall be perpetual.

ARTICLE II.

The object of this corporation and the pursuits in which it proposes to engage shall be the collection, preservation, exhibition and publication of material of a historical character, especially that relating to the history of Oregon and of the United States; and for the accomplishment of this end, to explore all places of deposit of archaeological matter; to acquire documents, manuscripts and publications of every description; to obtain narratives and records of the pioneers of the Oregon Territory; to ascertain and preserve the Indian names of mountains, streams and localities in Oregon, and their interpretations and significations; to gather and preserve the Indian traditions relative to the history of man; to maintain a gallery of historical portraiture and an ethnological and historical museum; to publish and otherwise diffuse information relative to the history of Oregon and of the original Oregon Territory; and in general to encourage and develop within this state the study of history. It is understood and agreed that all material and property collected and owned by this corporation shall be held by it in perpetual trust for the people of the state of Oregon, but its control of the same shall be at all times maintained, and shall never be taken away.

ARTICLE III.

This Society at the present time has no property or money. The sources of revenue of the corporation will be

public and private donations, the fees and dues of members, and the moneys realized on sales of historical publications.

ARTICLE IV.

The officers of this corporation shall be a president, vice-president, a secretary and a treasurer, who shall hold office for one year and until their respective successors are elected and qualified, but the board of directors may from time to time appoint additional officers and agents to hold office at the pleasure of the board. Incumbents in office when these Supplementary Articles are adopted shall continue in office during the several terms for which they were elected or until their successors are elected and qualified, respectively. The board of directors shall consist of not over twenty-five persons, of whom the incumbents of the offices of Governor and Superintendent of Public Instruction of the State of Oregon shall be ex-officio members. Those who are members of the board of directors when these Supplementary Articles of Incorporation are adopted shall continue in office during the several terms for which they were elected or until their successors are elected and qualified, respectively. Additional directors may be elected from time to time by the members, at any annual or special meeting called for the purpose, not however beyond the number required to fill the board. Each elected director shall be a member of the Society and on ceasing to be a member shall cease to be a director. Each elected director shall hold office for a term to be fixed at the time of election, but not to exceed four years, or until his successor is elected and qualified, so that there will be some members of the board of directors to be elected at each annual meeting.

ARTICLE V.

This corporation is designed to have a membership extending everywhere throughout the State of Oregon, but its principal place of meetings and business is at Portland, Oregon.

In testimony, whereof, we have hereunto set our hands in triplicate this 17th day of December, 1898.

H. W. Scott, President
F. G. Young, Secretary.

[4]

L. B. Cox, Treasurer.
Maria L. Myrick, Director.
Harriet K. McArthur, Director.
James R. Robertson, Director.
J. R. Wilson, Director.

State of Oregon }
County of Multnomah } ss.

This certifies that on this 17th day of December, 1898, before me, a notary public in and for said County and State, personally appeared the above-named H. W. Scott, Maria L. Myrick, Harriet K. McArthur, F. G. Young, James R. Robertson, J. R. Wilson, and L. B. Cox, who are known to me to be persons who subscribed to and executed the foregoing articles of incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein set forth.

In testimony whereof, I have hereunto set my hand and affixed my official seal the day and year last above written.

WM. L. BREWSTER.

BY-LAWS OF OREGON HISTORICAL SOCIETY As Amended to October 21, 1955

ARTICLE I.

Section 1. The membership of the Oregon Historical Society shall comprise two classes: Active and honorary, and the active members shall be either student and teacher, annual, sustaining, supporting, contributing or life members. Corporations shall be eligible to any grade of active membership excepting teacher and student, annual and life.

Section 2. Any person may become a member by paying the annual dues. Membership shall automatically cease with failure to pay annual dues.

Section 3. Honorary members shall be such persons as are elected by a majority vote of the active members attending an annual or special meeting of the members, chosen because of distinction or achievement in the field of historical research, or because of special services or

[5]

helpful interest in the work of the Society. Honorary members shall not be required to pay dues.

Section 4. Annual members shall pay as dues \$5.00 per year in advance. Sustaining members shall pay as dues \$25.00 per year in advance. Supporting members shall pay as dues \$50.00 per year in advance. Contributing members shall pay as dues \$100.00 per year in advance. Life members shall pay in advance the sum of \$500.00 but shall not be required to pay annual dues. The status of those who are members of any class at the time of the adoption of this amendment of the by-laws shall not be altered by the adoption hereof. Student and teacher members shall pay as dues \$2.50 per year in advance.

Section 5. Each active member shall be entitled to vote at meetings of the members of the Society, but shall not be entitled to vote by proxy. Honorary members shall have no vote.

ARTICLE II.

Section 1. The elective officers of this corporation shall be a president, a vice-president, a secretary and a treasurer, who shall be elected by the board of directors at its annual meeting to be held following the annual meeting of members, and such officers shall hold office for one year and until their respective successors are elected and qualified, but the board of directors may from time to time appoint additional appointive officers and agents to hold office at the pleasure of the board.

Section 2. The board of directors shall consist of not over forty persons, in addition to the incumbents of the offices of governor and superintendent of public instruction and state librarian of the State of Oregon who shall be ex officio members. The number of directors in excess of those provided by the by-laws prior to the adoption of this amendment may be elected temporarily by the board of directors, to continue until the next annual meeting or the next special meeting of the members of the society, whichever meeting first occurs, when the vacancies so created shall be filled for the unexpired terms thereof.

Section 3. Additional directors may be elected from time to time by the members at any annual or special meeting called for the purpose, not however beyond the number required to fill the board. Each elected director shall be a member of the Society and on ceasing to be a member shall cease to be a director. Elected directors shall

hold office for a term to be fixed at the time of their election but not to exceed four years, or until their successors are respectively elected and qualified, so that there will be some members of the board of directors to be elected at each annual meeting.

Section 4. Any and all vacancies in the office of director or elective officer (excepting ex-officio directors) occurring or existing from any cause, including failure of the annual meeting of members of the Society to elect may be filled temporarily by the board of directors to continue until the next annual meeting or the next special meeting of the members of the Society, whichever meeting first occurs, when the vacancy shall be filled for the unexpired term thereof.

Section 5. The election of directors shall be by ballot to be cast by the members of the Society at the annual meeting or at any special meeting called for that purpose in the manner as follows:

The Secretary shall mail to all members, with the notice of any meetings, suitable ballots with the names of any persons nominated as directors by the nominating committee. Members may vote for any of such nominees or for any other member for the office of director. All ballots in order to be counted must be received by the Secretary of the Society prior to ten o'clock a.m. on the day specified in the notice for such annual or special meeting.

ARTICLE III.

Section 1. The annual meeting of members shall be held on the third Friday of October in each year, and special meetings of members may be held at any time upon call of the president, and upon notice by the secretary. The president shall call a special meeting of the members on written request by three or more active members. The secretary shall mail to each active member of the society, ten days prior to any annual or special meeting, a written notice stating the time and place of the meeting and in the case of a special meeting, its object. At any meeting of members, ten shall constitute a quorum.

Section 2. The board of directors shall meet regularly at the principal office or rooms of the society or at such other place as may be designated by the president, on the third Friday of January, April, July and October in each

year. Special meetings of the board may be called at any time by the president, and shall be called at any time by him upon written request of three members of the board. The secretary shall mail to each member of the board of directors, five days prior to any meeting, a written notification thereof stating the time and place of the meeting and its object, if a special meeting: provided, however, notice in person or by telephone shall be sufficient if given by the secretary in lieu of written notice. Five directors shall constitute a quorum at any meeting of the board of directors.

Section 3. The board of directors may from time to time elect from their number an executive committee of seven to counsel with and to lend assistance to the president in the interim between meetings of directors; and when convened in meeting at the call of the president, the minutes of the proceedings of the executive committee shall be kept and reported to the board of directors at the next following meeting of the board.

ARTICLE IV.

Section 1. At each meeting of the members of the Society the order of business shall be as follows:

1. Reading of the minutes of the preceding meeting, and action thereon.
2. Presentation of letters and other communications, and action thereon.
3. Reports of officers and committees, and action thereon.
4. Election of honorary members, directors and officers.
5. Miscellaneous business.

Section 2. At each meeting of the board of directors the order of business shall be as follows:

1. Reading of the minutes of the previous meeting, and action thereon.
2. Presentation of letters and other communications, and action thereon.
3. Reports of officers and committees, and action thereon.
4. Miscellaneous business.

ARTICLE V.

Section 1. The seal of the Society shall be an impression stamp with a device in the center thereof. Around the margin there shall be inscribed in the upper half the

words, "Oregon Historical Society," and in the lower half the words, "Incorporated December 17, 1898."

ARTICLE VI.

Section 1. No officer, agent or employee of the Society shall receive any salary or compensation except such as may have been previously prescribed, or subsequently voted and allowed by the board of directors.

ARTICLE VII.

Section 1. The president shall preside at all meetings of the board of directors and of the members. He shall have power to call meetings of members, directors, or executive committee, and shall do so when required by the by-laws. He shall not be deprived of his vote by reason of his office. He shall sign warrants on the treasurer, certificates of membership and all other papers pertaining to the Society to which his signature may be necessary or desirable. He shall have authority, with the approval of the board of directors, to engage, from time to time, such assistants as may be required for the proper conduct of the affairs of the Society entrusted to him, at such rates of compensation as shall be fixed by the board.

Section 2. In the absence of the president, or his inability to act, the vice-president shall possess all his powers and discharge all his duties.

Section 3. Should both the president and vice-president be absent from any meeting of the members or directors, those present at the meeting may choose a chairman pro tem.

ARTICLE VIII.

Section 1. The secretary shall keep a book for the enrollment of members, in which shall be entered the name and postoffice address of each member, and the address so given shall be taken and deemed to be the address of the members for the receipt of notices of meetings and for all other purposes connected with the Society, until the secretary receives from the member written notice of a change of address.

Section 2. He shall be the custodian of the seal of the Society and shall affix it to each certificate of membership issued, and to such other papers as may be proper or desirable:

Section 3. He shall make and preserve a full and correct record of the proceedings of all meetings of the Society

and of the board of directors, and enter the same in the minute book in chronological order; and such records shall at all times be open to the inspection of any member of the Society.

Section 4. He shall certify to the treasurer with his warrant, wherein shall be set forth particularly the ground on which it is drawn, all just and proper claims against the Society for property acquired or services rendered.

Section 5. He shall be reimbursed for all necessary traveling expenses of himself or his assistants in the service of the Society, and for such contingent expenses of his office as may be approved and allowed by the board of directors from time to time.

Section 6. He shall have and exercise such other powers and discharge such other duties, not inconsistent herewith, as may at any time be required of him by the Society or the board of directors.

Section 7. He shall, if required, give to the Society a satisfactory bond, in such sum as the board of directors may prescribe, for the faithful performance of his duties, and for the accounting and paying over of all moneys of the Society coming into his hands, and for the faithful preservation of the property of the Society in his care or under his control.

ARTICLE IX.

Section 1. The assistant secretary shall be chosen by the board of directors and shall assist the secretary and treasurer, and, during the absence of the secretary from the City of Portland, or his inability to act, the assistant secretary shall perform the duties of the secretary. He shall attend to the general correspondence of the Society and perform such other duties as may be assigned from time to time by the board of directors.

Section 2. The assistant secretary, if so required by the board of directors, shall give to the Society a satisfactory bond in such sum as the board of directors may prescribe. Such bond shall be for the faithful performance of his duties as assistant secretary, for the accounting and paying over of all moneys of the Society coming into his hands, and for the faithful preservation of the property in his care or under his control.

ARTICLE X.

Section 1. The curator shall be chosen by the board of directors and shall have the care, custody and superin-

tendence of the articles and assets of the museum of the Society, except such as may, by order of the board of directors, be committed to the care of the secretary or assistant secretary of the Society. The curator shall have such other duties as may be assigned to him by the board of directors, and the work of the curator shall be under the supervision of the museum committee.

Section 2. The curator, if so required by the board of directors, shall give to the Society a satisfactory bond in such sum as the board of directors may prescribe. The terms and conditions of said bond and the surety or sureties thereof shall be approved by the board of directors. Such bond shall be for the faithful performance of his duties as curator, for the accounting and paying over of all moneys of the Society coming into his hands, and for the faithful care, custody and superintendence of the relics, curiosities and other articles and assets of the Society in his care or under his control.

ARTICLE XI.

Section 1. The treasurer shall receive and be the custodian of all the moneys of the Society, and shall deposit the same in some bank to be designated by the board of directors. He shall pay such warrants as may be drawn on him from time to time, signed by the president and secretary. He shall make to each annual meeting of the members, and at such other times as may be required by the board of directors, a full and detailed report of the condition of the treasury, showing all his receipts and disbursements, and shall submit to each regular meeting of the board of directors a summary statement, showing his receipts and disbursements since the last previous statement, and the balance remaining on hand. If required by the board of directors, he shall give to the Society a satisfactory bond, in such sum as the board of directors shall prescribe, for the faithful discharge of his duties and the payment to this successor of all sums of money coming to his hands and not properly expended during his term of office.

ARTICLE XII.

Section 1. The librarian shall be chosen by the board of directors and shall have the care, custody and superintendence of the books, pamphlets, maps, documents and other articles and assets of the library of the Society, except such as may, by order of the board of directors,

be committed to the care of the secretary, or assistant secretary of the Society. The librarian shall have such other duties as may be assigned to him by the board of directors.

Section 2. The librarian, if so required by the board of directors, shall give to the Society or corporation, a satisfactory bond in such sums as the board of directors may prescribe. The terms and conditions of said bond and the surety or sureties thereon shall be approved by the board of directors. Such bond shall be for the faithful performance of his duties as librarian, for the accounting and paying over of all moneys of the Society coming into his hands, and for the faithful care, custody and superintendence of the books, pamphlets, maps, documents and other articles and assets of the Society in his care or under his control.

ARTICLE XIII.

Section 1. The board of directors may from time to time appoint other officers and agents and provide and allow such compensation for services as may be deemed proper.

ARTICLE XIV.

Standing Committees

Section 1. In addition to the Executive Committee provided for under Article III, Section 3, hereof the standing committees of the Society shall consist of the following:

Administration Committee	— 5 members
Finance Committee	— 3 members
Membership Committee	— 5 members
Library Committee	— 3 members
Publications Committee	— 3 members
Old Oregon Trails and Memorials Committee	— 3 members
Museum Committee	— 5 members
Nominating Committee	— 3 members

The members of these committees shall be appointed by the president as soon as possible after the annual meeting in each year and such members shall hold office until the next annual meeting or until their successors are appointed. The president shall have the power to increase the number of members of any committee when an immediate need makes such action necessary. The chairman of each committee shall be a member of the board of directors.

Administration Committee

Section 2. The administration committee consisting of five members shall undertake to encourage friendly

cooperation of other societies and organizations with the work of the Society, and shall encourage the creation of local or auxiliary historical societies in Oregon. It shall also have charge of procuring legislative appropriations or other legislative action on behalf of the Society and in furtherance of its objects.

Finance Committee

Section 3. The finance committee consisting of three members shall have supervision over the finances, the budget, and endowment problems of the Society. It may require the treasurer to submit to it his books and papers covering the finances of the Society, and it shall make a report to the annual meeting or at such other times as the board of directors may request showing the condition of such finances. In encouraging gifts or endowments to the Society it may arrange so that such gifts or endowments may be for certain designated purposes. All money by way of gifts or endowment funds may be invested under the authorization of the board of directors and all of such funds shall be held by the Society for the purposes of the donors making such gifts or endowments.

Membership Committee

Section 4. The membership committee consisting of five members shall have charge of the matter of securing new members in the Society.

Library Committee

Section 5. It shall be the duty of the library committee consisting of three members to supervise the operation of the library including purchases therefor and sales of any duplicates therefrom. This committee shall also have authority to approve or disapprove requests for loans of any articles from the library.

Publications Committee

Section 6. The publications committee consisting of three members shall have general supervision of the publications of the Society and the disposition thereof.

Old Oregon Trails and Memorials Committee

Section 7. The memorial committee consisting of three members shall with the approval of the board of directors, arrange to have selected, identified and marked with suitably inscribed permanent monuments such places of historical interest in Oregon as may seem worthy of such identification. This committee shall also cooperate with

official and private organizations engaged in selecting and marking historical sites.

Museum Committee

Section 8. The museum committee consisting of five members shall have general charge of the museum including collections for the same and supervision thereof.

Nominating Committee

Section 9. The nominating committee shall on or prior to October 1 of each year furnish in writing to the secretary the names of members as nominees for the vacancies on the board of directors to be filled at the ensuing annual meeting.

ARTICLE XV.

Section 1. Whenever it is considered desirable by not less than twenty-five persons in any city, county or district in the State of Oregon to organize an historical society to awaken active popular local interest in the study of Oregon history, such society may become an auxiliary of the Oregon Historical Society, provided the by-laws or rules and regulations of the local or auxiliary society do not conflict with the Articles of Incorporation or by-laws of the Oregon Historical Society, and provided the board of directors of the latter approve such affiliation.

Section 2. The Oregon Historical Society shall not become responsible for the payment of any obligation or debt contracted for or incurred by any local or auxiliary historical society.

ARTICLE XVI.

Section 1. These by-laws may be amended, repealed, or added to by a majority vote of the members present at any annual meeting of the members of the Society, or any special meeting called for such purpose; provided written notice of such proposed change is filed with the secretary not less than ten days prior to such meeting; but provided further, that any such change may be made by a unanimous vote of the members present at such meeting without previous notice.