

**SEATTLE HERITAGE  
EMERGENCY RESPONSE  
NETWORK  
(SHERN)**

**BY-LAWS**

Adopted September 6, 2013

# SEATTLE HERITAGE EMERGENCY RESPONSE NETWORK (SHERN)

## BY-LAWS

### **TABLE OF CONTENTS**

Article I:	Name	2
Article II:	Purpose and Function	2
Article III:	Membership	3
	Section 1: Members	3
	Section 2: Representatives	3
	Section 3: Term of Membership	4
	Section 4: Termination of Network	4
Article IV:	Committees	4
	Section 1: Steering Committee	4
	Section 2: Board of Directors	5
	Section 3: Other Committees	5
Article V:	Duties of the Board of Directors Officers	6
	Section 1: Chairperson	6
	Section 2: Vice-Chairperson/Treasurer	6
	Section 3: Secretary	6
Article VI:	Meetings	7
	Section 1: Frequency	7
	Section 2: Special Meetings	7
	Section 3: Quorum	7
	Section 4: Location	7
	Section 5: Agenda	7
	Section 6: Rules of Order	7
	Section 7: Notice of Meeting Dates and Times	7
Article VII:	Voting	8
	Section 1: One Vote	8
	Section 2: Abstentions	8
	Section 3: Determination of Actions	8
Article VIII:	Ratification Provisions and Amendments	8
	Section 1: Ratification Provisions	8
	Section 2: Amendments	8

### **ARTICLE I – NAME**

The Seattle Heritage Emergency Response Network, hereinafter referred to as SHERN, is a network of archives, historical societies, libraries, museums, and related heritage organizations in Seattle and King County. .

## **ARTICLE II – PURPOSE AND FUNCTION**

The Seattle Heritage Emergency Response Network (SHERN) helps member organizations to respond to emergencies and disasters affecting cultural resources and collections. Members help each other by providing advice, support, and/or actual recovery assistance.

The objectives of the Network are:

- 1) To promote awareness of potential emergency and disaster situations in Seattle and measures that members can take to prevent, prepare for, and respond to disasters;
- 2) To assist member organizations in the improvement of their disaster and collection salvage plans;
- 3) To facilitate or organize workshops and seminars to help members acquire the expertise needed to cope with emergencies and disasters;
- 4) To prepare and disseminate to any interested archive, historical society, library, museum, or other heritage organization lists of local preservation and disaster services, supplies and suppliers, and resource persons, etc. to supplement state-wide and national resources;
- 5) To acquire, on a cooperative basis, supplies and equipment to support the disaster preparedness and collection salvage programs of member organizations;
- 6) To set up subcommittees and task forces to deal with specific, identified problems;
- 7) To facilitate partnerships between members and local first responders and emergency managers before disasters in order to enhance cooperation and understanding;
- 8) To cooperate with other disaster response networks and assist the development of similar networks..

## **ARTICLE III – MEMBERSHIP**

### **SECTION 1: Members**

Membership in the Network constitutes a commitment by an organization to make disaster preparedness and staff training an administrative priority.

Membership includes the following requirements: Existence of a disaster plan at least to the completion of a pocket response plan (PReP); signing of the Mutual Aid Agreement by the director or chief of the organization; appointment of a staff member to the Steering Committee; and payment of membership fees.. In order to be considered a member in good standing, members are expected to attend at least one Steering Committee meeting per year and remain current on membership fees.

Additional organizations may be invited by the Steering Committee to join SHERN. In addition, individuals with professional expertise related to emergency planning and response, such as conservators, preservation consultants, archivists, professionals from emergency management, and similar professions, may be accepted to membership and may attend SHERN meetings as well as education and training functions. Individual members do not serve on the Board of Directors or vote on issues brought before the Steering Committee, nor are they required to pay membership fees. They may serve as voting members of other committees established as needed and have voting rights of said committees.

## **SECTION 2: Representatives**

Each member organization shall appoint a Primary Representative with full voting rights and may appoint at least one Alternate Representative to the Steering Committee to act on the behalf of the member organization.

**Primary Representative:** Each member organization shall appoint one Primary Representative with full rights to speak and vote for the organization. This appointment shall be made in writing to the Chairperson at the time the member organization joins SHERN or anytime the assigned Primary Representative changes for the member organization.

**Alternate Representative:** A member organization may appoint at least one Alternate Representative to serve on the Steering Committee. One Alternate Representative at a time serves in the absence of the Primary Representative. This appointment shall be made in writing to the Chairperson at the time the member joins SHERN or anytime the assigned Alternate Representative(s) are no longer able to serve in that capacity.

### **SECTION 3: Term of Membership**

The term of membership in SHERN is renewed annually by payment of the membership fee. Members may join or terminate membership at any point during the year, effective upon 30 days written notice to the Chair of the Steering Committee. A Member may be removed from the Steering Committee at any time by a vote of the SHERN member body. Membership fees and supplies cannot be prorated or returned to Members upon termination. None of the Parties will incur any liability to any other Party by reason of such termination.

### **SECTION 4: Termination of Network**

Upon termination of the Network, the containers and the supplies contained therein will be either sold and the net proceeds disbursed equally among Members in good standing (see Article 3 Section 1) or distributed in kind.

## **ARTICLE IV – COMMITTEES**

### **SECTION 1: Steering Committee**

The Network is governed by a Steering Committee composed of at least one Primary and an optional Alternate Representative from each Member organization. The appointed Representatives may change at any time upon written notice to the Board of Directors. The Steering Committee is responsible for general administration of Network policies and programs, as well as the following operational decisions:

- 1) Determining the amount and the date by which future membership fees must be paid;
- 2) Deciding how to utilize the Network's membership fees or in kind contributions by the Parties;
- 3) Obtaining and monitoring the level of disaster recovery supplies purchased by the Network via the Parties' membership fees; and
- 4) Determining the level of aid, assistance, and supplies to be provided to non-members if such aid is requested.

### **SECTION 2: Board of Directors**

The Board of Directors shall be composed of the Chairperson, Vice-Chairperson/Treasurer and Secretary. Each member of the Board of Directors must be a member in good standing (see Article 3 Section 1)

2.1 Term: The term of office for each Director shall be two calendar years.

**2.2 Election:** Two meetings prior to the end of a current term cycle, the Board of Directors Chairperson shall appoint three persons to a Nominating Committee with a charge to select persons interested in serving as an officer on the Board of Directors for the upcoming term.

One meeting prior to the end of the current term cycle, the Nominating Committee will present proposed nominations to the Steering Committee for consideration.

Election of the Board of Directors shall take place by vote during the last meeting of each term cycle. Nominations from the floor shall be offered as required by Robert's Rules of Order.

If a quorum does not exist, the previous term Chairperson shall schedule a special election to select the Board of Directors.

**2.3 Officers:** The Board of Directors members shall choose among themselves, after the election, which of them shall hold the positions of Chairperson, Vice-Chairperson/Treasurer and Secretary.

**2.4 Vacancies:** An officer vacancy shall be filled as soon as possible through a special election at the next regularly scheduled meeting. The selected candidate shall serve the remainder of the term cycle in which they were elected.

**2.5 Eligibility:** A Director must be a Primary or Alternate Representative of a member institution in good standing (see Article 3 Section 1) at the time of nomination.

### **SECTION 3: Sub-Committees**

The Primary or Alternate Representative of each member organization is encouraged to serve on the Board and on sub-committees. Sub-committees may be established as needed by the Board of Directors or by a simple majority vote of a quorum of the Steering Committee. Sub-committees shall meet by any method as necessary to complete projects.

## **ARTICLE V – DUTIES OF THE BOARD OF DIRECTORS**

### **SECTION 1: Chairperson**

The Chairperson performs the following duties:

- a) Serves as Chairperson of the Steering Committee and the Board of Directors.
- b) Determines the frequency, dates, times, locations and agendas of Committee meetings not specified elsewhere in these By-Laws.
- c) Presides over meetings of SHERN and preserves order during the meetings.
- d) Has signature authority for records, vouchers, or other documents connected with the work of SHERN.
- e) Files annual tax reports with the state and federal governments.
- f)
- g) Conducts meetings according to Robert's Rules of Order.
- h) Delegates powers and duties to the Vice-Chairperson, consistent with other provisions of the By-Laws.

### **SECTION 2: Vice-Chairperson/Treasurer**

The Vice-Chairperson/Treasurer performs the following duties:

- a) Collects membership dues authorized by the Steering Committee, maintains the financial accounts, disburses funds as necessary, and reports on the financial status of SHERN. If SHERN enters into a Fiscal Sponsorship agreement to perform these duties, the Vice-Chairperson/Treasurer will serve as liaison to the Fiscal Sponsor.
- b) Performs the duties of the Chairperson in the absence of the Chairperson, or in the event the Chairperson is unable to serve or resigns.
- c) Maintains online banking, payment accounts, and financial records.
- d) Performs other duties as assigned by the Chairperson.

### **SECTION 3: Secretary**

The Secretary performs the following duties:

- a) Maintains the membership list, PReP, attendance and minutes of SHERN meetings.
- b) Maintains website(s) and online accounts.
- c) Prepares SHERN correspondence.
- d) Receives and distributes attendance and minutes of any committee or sub-committee meetings to the membership.

- e) Transfers any non-current records to the SHERN Archives, at the end of their term as Secretary. ~~Maintains SHERN archives at their respective organization.~~
- f) Performs other duties as assigned by the Chairperson.

## **ARTICLE VI – MEETINGS**

### **SECTION 1: Frequency**

SHERN shall meet every other month for regular meetings unless otherwise specified by the Chairperson.

### **SECTION 2: Special Meetings**

The Chairperson may schedule a special meeting when necessary to carry out the duties of SHERN. Additionally, upon formal request of at least four (4) members, the Chairperson shall schedule a special meeting within ten (10) business days and ensure meeting notices are distributed to the members in accordance with the provisions listed in the By-Laws.

### **SECTION 3: Quorum**

A quorum for all regularly scheduled and special meetings shall consist of one-third of all member organizations. Business of SHERN will not be conducted without satisfying the quorum requirement.

### **SECTION 4: Location**

The Steering Committee meetings will be held at the location specified by the Chairperson. Other committee meetings will be held at the location specified by the particular committee chairperson. Virtual meetings may be held in the place of in-person meetings.

### **SECTION 5: Agenda**

Any member organization may request an item be placed on the agenda for the next regularly scheduled meeting of SHERN and the Chairperson will place the item on the agenda. During a scheduled meeting, matters not appearing on the printed agenda may be added by a majority vote of Members present with a favorable vote.

### **SECTION 6: Rules of Order**

The latest revision of Robert's Rules of Order shall govern the deliberations of all meetings.

### **SECTION 7: Notice of Meeting Dates and Times**

Notices regarding regularly scheduled meetings, special meetings, and committee

meetings shall be distributed in a timely manner. The meeting notice will identify the date, time, location, and agenda of the meeting for which the announcement is intended. In the event of a meeting cancellation, the membership must be notified of the cancellation.

## **ARTICLE VII – VOTING**

### **SECTION 1: One Vote**

Each member organization is entitled to one vote by the Primary Representative. Alternate Representatives shall not vote except when the Primary Representative is not available. Individual members do not vote on issues brought before the Steering Committee, but may vote as members serving on sub-committees.

### **SECTION 2: Abstentions**

Members may register their abstention on any vote and this shall be reflected in the minutes. A member that has a conflict of interest on a particular matter shall recuse itself and not vote on the matter.

### **SECTION 3: Determination of Actions**

All final actions or policy recommendations shall require the simple majority approval of a quorum of the membership present at a regularly scheduled or special meeting.

## **Reinstate this article?may ARTICLE VIII – RATIFICATION PROVISIONS AND AMENDMENTS**

### **SECTION 1: Ratification Provisions**

These By-Laws will be ratified when approved by two-thirds of the member organizations.

### **SECTION 2: Amendments**

These By-Laws may be amended or replaced when approved by a vote of two-thirds of the Steering Committee members present and voting during any scheduled meeting provided that any proposed changes have been circulated to the Steering Committee at least seven (7) business days prior to the scheduled meeting.

**ADOPTED SEPTEMBER 6, 2013**

**AMENDMENTS**

The Bylaws were reviewed in full and updates were made as appropriate on May 5 2021.

These Restated Bylaws of the corporation were approved and adopted by a majority of the members on May 5 2021.

Attest

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Geneva Griswold , Secretary