

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

**BY-LAWS**

Adopted September 6, 2013

# SEATTLE HERITAGE EMERGENCY RESPONSE NETWORK (SHERN)

## BY-LAWS

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## **ARTICLE I – NAME**

The Seattle Heritage Emergency Response Network, hereinafter referred to as SHERN, is a network of libraries, archives, museums, and related heritage organizations in Seattle, Washington and adjacent areas of King County, Washington whose directors or chief executives have signed the SHERN Mutual Aid Agreement. The Agreement was effective on November 1, 2010.

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

“The Seattle Heritage Emergency Response Network (SHERN) helps archives, historical societies, libraries, museums, and other heritage organizations in Seattle to respond to emergencies and disasters affecting cultural resources and collections. Members help each other by providing advice, support and/or actual recovery assistance. Membership in the Network constitutes a commitment by an organization to make disaster preparedness and staff training an administrative priority.

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 development 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 in Washington and encourage the development of similar networks in greater King County and other Washington counties.”

Source: Mission Statement for Seattle Heritage Emergency Response Network (SHERN).

## **ARTICLE III – MEMBERSHIP**

### **SECTION 1: Members**

Members are those organizations that have signed the SHERN Mutual Aid Agreement (“Agreement”). Membership includes the following requirements: signing of the Mutual Aid Agreement; appointment of a staff member to the Steering Committee; and payment of membership fees as determined by the Steering Committee. Additional organizations may be invited by the Steering Committee to join SHERN. Their membership will become effective upon the signing of the Agreement by the director or chief of the organization.

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. 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.

**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 shall be continuous from year to year or as defined by other provisions of these by-laws.

### **SECTION 4: Service on Committees**

The Primary Representative of each member organization is encouraged to serve on committees as established by the Steering Committee.

### **SECTION 5: Term and Termination**

"This Agreement commences on the effective date set forth above and continues indefinitely, unless terminated by a majority vote of the Steering Committee. Notwithstanding the foregoing, any Party may withdraw from the Network and terminate this Agreement with respect to itself at any time, effective upon 30 days written notice to the Chair of the Steering Committee. None of the Parties will incur any liability to any other Party by reason of such termination. The terminating Party has no right to the supplies it may have contributed to the Network.

Upon termination of the Network, the containers and the supplies contained therein will be either sold and the net proceeds disbursed in the same proportion as the value of their respective contributions (including supplies and membership fees) or distributed in kind to the Parties."

Source: Mutual Aid Agreement, page 2.

## **ARTICLE IV – COMMITTEES**

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

"The Network is governed by a Steering Committee. Each Party will appoint one member to the Steering Committee. A Party may change its appointed Steering Committee member at any time upon written notice to the other Parties. The Steering Committee will be responsible for general administration of Network policies and programs. It will also be responsible for operational decisions regarding the Network, including:

- 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."

Source: Mutual Aid Agreement, page 1.

## **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.

**2.1 Term:** The term of office for each Director shall be two calendar years. Each term begins on the first month of each even numbered calendar year and continues through the last month of each odd numbered calendar year.

**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 in-person voting 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 in good standing with SHERN at the time of nomination.

## **SECTION 3: Other Committees**

Other committees may be established as needed by the Board of Directors or by a simple majority vote of a quorum of the Steering Committee.

## **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 minutes, records, vouchers, or other documents connected with the work of SHERN.
- e) Appoints the chairperson and members of each committee.
- f) Conducts meetings according to Robert's Rules of Order.
- g) 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.
- c) Succeeds as Chairperson upon resignation of the Chairperson for the remainder of the Chairperson's term.
- d) Performs other duties as assigned by the Chairperson.

### **SECTION 3: Secretary**

The Secretary performs the following duties:

- a) Maintains the membership list and the attendance and minutes of SHERN meetings.
- b) Prepares SHERN correspondence.
- c) Receives and distributes attendance and minutes of any Committee or sub-committee meetings to the membership.
- d) Transfers any non-current records to the SHERN Archives, at the end of their term as Secretary.
- e) Performs other duties as assigned by the Chairperson.

## **ARTICLE VI – MEETINGS**

### **SECTION 1: Frequency**

SHERN shall meet bi-monthly 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: Committee Meetings**

Committees shall meet by any method as necessary to complete projects.

### **SECTION 4: 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 5: 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.

### **SECTION 6: 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 7: Rules of Order**

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

### **SECTION 8: 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 shall be 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 other 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.

## **ARTICLE VIII – ARCHIVES**

A member organization will maintain the SHERN Archives, as determined by the Board of Directors.

## **ARTICLE IX – 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.

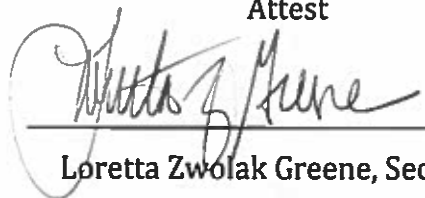
**ADOPTED SEPTEMBER 6, 2013**

**AMENDMENTS**

Section 2.5 of the By-laws was amended from "a director must be a primary representative in good standing in SHERN at the time of nomination" to "a director must be a primary or alternate representative in good standing in SHERN at the time of nomination".

These Restated Bylaws of the corporation were approved and adopted by a majority of the members on December 4, 2015.

Attest



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Loretta Zwolak Greene, Secretary