

Bylaws of the Northwest Chapter of the Oregon-California Trails Association

ARTICLE I NAME

The name of this organization shall be the NORTHWEST CHAPTER OF THE OREGON-CALIFORNIA TRAILS ASSOCIATION and is abbreviated NW OCTA. It is a Chapter of the National Oregon-California Trails Association, which is abbreviated OCTA.

ARTICLE II PURPOSES

The purposes of this organization shall be to:

Section 1. Initiate and coordinate activities relating to the identification, preservation, interpretation and improved accessibility of trail remains and associated historic sites and landmarks along the pioneer western migration routes in the Pacific Northwest.

These efforts should concentrate on those routes designated as National Historic Trails by the United States Congress, those cutoffs and segments that have potential for inclusion under the National Trails Act and those sites and segments that qualify for inclusion in the National Register of Historic Places.

Section 2. Initiate and coordinate efforts to secure permission to access trail segments, ruts, swales, traces and sites; to mark and map trail ruts, swales, traces and sites; and to secure easements from private land owners relating to trail sites or segments deemed suitable for controlled public use.

Section 3. Actively publicize the Chapter and National Association goals and activities to create popular awareness and concern for preservation of extant segments of these trails and their associated sites.

Section 4. Assist the National Association in reaching it's goals and objectives in a prudent manner.

Section 5. Assist members and friends of the trail in locating suitable places for safekeeping and/or storage for items of historic nature relating to the pioneer western movement.

Section 6. Cooperate with other groups, which have an interest in historic trails, especially in the Northwest. This includes the Oregon Historic Trails Advisory Council (OHTAC).

ARTICLE III MEMBERSHIP

Section 1. Anyone holding membership in the National Oregon-California Trails Association (OCTA) may become a member of the Northwest Chapter of the Oregon-California Trails Association by paying annual or life dues. Chapter membership shall be limited to members in good standing in the National Association.

Section 2. Memberships shall be classified as individual, family or corporate and as annual or life.

Section 3. All members or corporate representatives in good standing are entitled to all rights and privileges including the right to vote and to hold office.

Section 4. Corporate membership may be held by agencies, societies, public bodies and private enterprises. Each corporate member shall designate an official representative.

ARTICLE IV OFFICERS AND DIRECTORS

Section 1. The Officers of this organization shall consist of a President, Vice President, Secretary, Treasurer and Immediate Past President.

Section 2. The term of office for Officers shall be two calendar years.

Section 3. There shall be three Directors elected from the Chapter membership. No person may be both an Officer and a Director.

Section 4. The term of office for Directors shall be three calendar years, one being elected annually.

ARTICLE V DUTIES OF OFFICERS AND DIRECTORS

Section 1. President:

- (a) The President shall be the chief executive officer of the Chapter and shall preside at all Chapter, Chapter Board and Executive Committee meetings.
- (b) The President shall carry out the expressed wishes of the Chapter Board and shall appoint any special committee not provided for in the Bylaws.
- (c) The President, with the approval of the Executive Committee, shall appoint a replacement for any Officer or Director vacancy that may occur. Appointment and approval shall be made within 60 days.
- (d) The president shall make appointments as noted under Article IX Committees and Positions.
- (e) The President shall be considered an ex officio member without vote of all committees except the President shall not be a member of the Nominations and Leadership Committee.

Section 2. Vice President:

- (a) The Vice President shall assume the duties of the President during the President's absence and assist the President as requested.
- (b) The Vice President shall be in charge of making arrangements for activities and outings through Outing Tour Leaders and Activity Coordinators when practical.

Section 3. Secretary:

The Secretary shall keep all minutes of the Chapter, Chapter Board and Executive Committee meetings and other pertinent records and assist the President as requested.

Section 4. Treasurer:

- (a) The Treasurer shall be the custodian of all funds, accepting said funds, depositing them in an interest bearing account when feasible, and disbursing them as authorized or approved by the Executive Committee or the President.
- (b) The Treasurer shall report at each meeting the status of the Chapter's funds. The financial records shall be audited by a member or committee appointed by the President at any time it is deemed appropriate and between terms of Treasurers.

- (c) The Treasurer shall maintain a copy of the membership roster.
- (d) The Treasurer shall assist the President as requested

Section 5. Immediate Past President:

- (a) When a President leaves office, he or she will continue to serve as a Chapter Officer with the title "Immediate Past President" until his or her successor as President leaves office. The Immediate Past President shall act in an advisory capacity to the President and shall perform other functions requested by the President. If the Immediate Past President chooses not to serve, or is unable to serve, a Past President shall be designated by the Chapter Board by a majority vote from those who have previously served as Chapter President.
- (b) The Immediate Past President shall chair the Nominations and Leadership Committee.

Section 6. Directors:

- (a) The Directors shall attend Board meetings and assist and advise the Officers in the performance of their duties and make suggestions when appropriate.
- (b) Directors may fill in for any Officer unable to attend a meeting, at the discretion of the President.
- (c) Directors may perform any other duty as assigned by the President.

ARTICLE VI CHAPTER AND BOARD MEETINGS

Section 1. Chapter Meetings

- (a) There shall be an Annual Meeting of the Chapter. There may be additional general membership Chapter meetings as necessary.
- (b) There may be a Chapter meeting held in conjunction with the National Oregon-California Trails Association Convention.
- (c) Chapter meetings are regularly called by the Chapter Board and may be announced through mailings, emails, the Chapter Newsletter and the NW OCTA website.
- (d) General business of the Chapter may be conducted at any regularly called Chapter meeting by a simple majority vote of the members present and voting. In voting each individual member or corporate representative is allowed one vote and each family membership is allowed two votes if cast by two different family members.
- (e) General business shall mean action on minutes and reports as necessary. General business shall not include the appropriation of funds, setting of policies, or determination to conduct programs or projects.

Section 2. Chapter Board Meetings

- (a) There shall be a Fall meeting of the Chapter Board held prior to November 1. Additional Chapter Board meetings may be called by the President as needed. Chapter Board meetings may be "in person," via teleconference, or via email.
- (b) Voting members of the Chapter Board are the Officers and Directors.
- (c) Any NW OCTA member or corporate representative may attend any Chapter Board meeting in a non-voting capacity. Any NW OCTA member who holds an OCTA or NW OCTA

elective or appointive position is especially encouraged to attend and report on the progress or function and give advice in their area when called upon.

- (d) By two-thirds majority vote of the Chapter Board, any Officer or Director may be removed from office for failing to perform the duties specified in the Bylaws or failing to uphold the purposes of the Chapter.
- (e) The Chapter Board shall review and make a recommendation concerning any proposed Bylaws amendment.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. The Chapter Officers shall constitute the Executive Committee.

Section 2. The Executive Committee is authorized to conduct the business of the Chapter between Board meetings according to National and Chapter guidelines.

ARTICLE VIII ELECTIONS AND TERMS OF OFFICE

Section 1. Officers shall be elected by mail ballot prior to January 1 of even numbered years.

Section 2. One Director shall be elected by mail prior to January 1 of each year.

Section 3. Officers and Directors may succeed themselves in the same position.

Section 4. In voting each individual member or corporate representative is allowed one vote and each family membership is allowed two votes if cast by two different family members.

Section 5. A majority of those voting shall determine the outcome of an election. In the event of a tie or if no single candidate for a position receives a majority of the votes actually cast by qualified voters, a run-off mail ballot election shall be conducted within 30 days between the two candidates with highest number of votes received.

Section 6. The term of office for Officers and Directors shall begin on January 1 following election.

ARTICLE IX COMMITTEES AND POSITIONS

Section 1. The Nominations and Leadership Committee shall be composed of the Immediate Past President and two Chapter members who shall be elected by the Chapter Board. The purpose of this Committee shall be to identify and propose candidates for Officers and Directors. The Committee members shall be elected at the Fall meeting of the Chapter Board and shall function during the following year and report by the Fall meeting of the Chapter Board for that year.

Section 2. The Elections Committee shall be composed of at least two Chapter members who shall be appointed by the President. The purpose of this Committee shall be to receive and count the ballots for Officers and Directors and to report the results to the President.

Section 3. The Chapter Trail Preservation Officer shall be appointed by the President. Local Trail Monitors shall be approved by the Chapter Board.

Section 4. Other Committee Chairs necessary for carrying out the purposes and functions of the Chapter shall be appointed by the President from the general membership.

Section 5. The Chapter Newsletter Editor and the Webmaster shall be appointed by the President and approved by the Chapter Board.

ARTICLE X DUES

Section 1. Annual dues for individual, family and corporate memberships shall be determined by the Chapter Board.

Section 2. Life membership dues shall be twenty times the annual dues.

ARTICLE XI FISCAL YEAR AND MEMBERSHIP YEAR

Section 1. The fiscal year shall be October 1 through September 30 of the next year.

Section 2. The membership year shall be the calendar year.

ARTICLE XII AMENDMENTS

Section 1. These Bylaws may be amended by a 2/3 vote of the members present and voting at the regularly called Annual Meeting or fall members' meeting of the Chapter.

Section 2. Following review by the Chapter Board, the membership shall be advised of proposed amendments to the Bylaws at least two weeks in advance of a regularly called Annual Meeting or fall members' meeting of the Chapter.

Section 3. Properly approved Bylaws amendments become effective upon approval.

NORTHWEST CHAPTER OF OREGON-CALIFORNIA TRAILS ASSOCIATION

/s/ Polly Jackson
Polly Jackson, Secretary

/s/ Roger Blair
Roger Blair, President

/d/ September 19, 2009
Date Amended