

# Bylaws of the Oregon-California Trails Association

For more information contact [octa@octa-trails.org](mailto:octa@octa-trails.org).

## Article I—Offices

The principal office of the Association shall be at 524 South Osage Street, Independence, Missouri.

The Association shall maintain a registered office in the State of Colorado and a registered agent at that address. The registered office and agent may be changed from time to time by the Board of Directors.

## Article II—Members

The Board of Directors may establish various classifications of members with different dues, rights and privileges for each classification. Each member shall be entitled to cast one vote on each matter submitted to a vote of the members.

## Article III—Meetings

### 1. Annual Meeting

The annual meeting of the members shall be held on the second Wednesday of August each year or on such other date established by the Board of Directors, for the purposes of ratifying the election of Directors and the transaction of such other business as may come before the meeting.

### 2. Special Meetings

Special meetings of the members may be called by the President or the Board of Directors or upon signed petition by not less than ten per cent of the members entitled to vote at the meeting, stating the purpose or purposes for which it is to be held.

### 3. Place of Meetings

The Board of Directors shall designate the place of annual or special meetings.

### 4. Notice of Meetings

Written notice stating the place, day, and hour of the annual or special meeting of the members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed to the members not less than thirty days before the date of the meeting.

### 5. Quorum

There shall be no requirement of a quorum or minimum numbers of members present at annual or special meetings. Any matter submitted to the membership by mail in accordance with procedures established by the Board of Directors shall be decided by a majority of votes returned. In the event the number of returned ballots does not constitute a majority of members eligible to vote, those members attending the annual meeting shall ratify the results of the mailed-in ballots.

### 6. Order of Business

The order of business at all annual meetings of the members shall be as follows:

1. Opening of meeting.
2. Submittal and approval of the minutes of the preceding meeting.
3. Reports of the officers and committees.
4. Election of directors or reporting the results of an election by mail.
5. Unfinished business.
6. New business
7. Adjournment

7. Business from Floor

All substantial issues or motions introduced at the Annual Meeting shall be referred to the Board of Directors for their consideration at their next scheduled meeting.

8. Meetings by telecommunication

Unless otherwise provided in the notice of meeting, no participation in membership meetings shall take place by telecommunication.

## **Article IV—Board Of Directors**

1. General Powers

The business of the Association shall be managed by its Board of Directors. The Board shall adopt such policies and procedures, as it deems necessary and appropriate, consistent with these Bylaws and applicable state and federal laws.

The Board may hire professional staff to serve at the pleasure of the Board of Directors. Needed staff positions shall be determined by the Board who will develop job descriptions and establish procedures to advertise and fill such positions. The Board shall determine compensation and benefits for each position and establish job performance standards.

2. Number, Tenure, and Qualifications

There shall be twelve directors of the Association, plus the officers as may be selected by those directors. Each director shall be elected for a three-year term, to serve until his or her successor shall have been elected and qualified. Four directors shall be elected each year and the winners of the election shall be announced at the annual membership meeting along with the names of any additional directors who may be required to fill vacancies on the Board or increase the number of directors as provided in the following paragraph.

If the Board of Directors determines that the number of directors should be changed, then the Board may amend these Bylaws to provide for such change.

No director shall serve more than two complete consecutive terms on the Board. However, after a one-year gap in service he or she shall again be eligible to stand for election to the Board of Directors.

All members of the Board of Directors are required to be members in good standing of the Association.

3. Nominating and Leadership Committee

At the annual meeting of the Board, the current Board shall select a chair and two additional members as the Nominating and Leadership Committee. Members of Nominating and Leadership Committee shall serve for one year.

The committee is to solicit nominations for the Board of Directors from the membership with the objective of nominating more than one member for each of the directorships whose term is expiring, for each vacancy on the Board to be filled by vote of the membership, and for any additional directorships created by the Board of Directors.

#### 4. Meetings

The annual meeting of the Board of Directors shall be held, without other notice than this bylaw on the day prior to the annual general membership meeting. The board shall convene immediately following the general membership meeting in order to seat newly elected members of the board, to elect officers, and to conduct other business as deemed necessary.

#### 5. Special Meetings

Special meetings of the Board may be called by the President or by five or more directors. The person or persons calling the special meeting shall designate the date, time, and place of special meeting and the subject of the meeting. Written notice of any special meeting shall be given to each director by the Secretary at the direction of the President at least ten days prior to the date of the meeting, by fax, electronic mail or overnight delivery at his or her address as it appears on the records of the Association. Board members may participate in special meetings by telephone conference call.

#### 6. Emergency Board Action

A call for emergency action of the board may be issued by the President if Board action must be taken before a special meeting can be arranged. The President shall notify the officers, the Association Manager and the members of the Board regarding the problem needing to be addressed. Sufficient information must be provided so that the subject is understood; also the deadline for action must be specified. Notification may be by e-mail or other media as deemed appropriate. Votes cast by the Board may be submitted in like manner. A minimum of seven votes is required for approval of any proposal. Emergency action votes shall be recorded in the official minutes of the next regularly scheduled Board meeting.

#### 7. Quorum

One more than half of the directors, excluding officers, shall constitute a quorum at any meeting of the Board of Directors. A majority vote of members present shall be necessary to decide any question that may come before the meeting.

#### 8. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason except the removal of a director without cause may be filled by the vote of a majority of the directors then in office, even though less than a quorum exists.

Vacancies occurring because of the removal of a director without cause shall be filled by vote of the members at the next annual meeting of the members.

A director elected to fill such vacancy shall hold office for the unexpired term of his or her predecessor.

A director elected to fill a newly created directorship shall serve until the next annual meeting of the members and until his or her successor is duly elected and qualified.

## 9. Removal of Directors

Any director elected by the members may be removed with or without cause by the members. Such removal shall take place only at a meeting called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes of the meeting is removal of the director.

A director elected by the Board of Directors may be removed with cause by the vote of a majority of the directors then in office.

Any director who fails to pay his or her annual membership dues in the Association within three months of his or her membership anniversary date of each year shall automatically be removed from office effective as of 5:00 p.m. headquarters time on that date.

## 10. Resignation

A director may resign at any time by giving written notice to the Board and the President of the Association. Unless a later date is specified in the notice, such resignation shall take effect upon receipt by the President. The acceptance of any such resignation by the Board shall not be necessary to make it effective.

## 11. Compensation

No compensation shall be paid to directors for their service as directors. However, the Board may authorize a fixed sum and expenses for actual attendance at each meeting of the Board. A director also serving the Association in any other capacity than director may receive compensation for that service.

## 12. Executive and Other Committees

The Board may designate by resolution from among its members an Executive Committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the Board and shall have such authority as shall be determined by the Board.

## 13. Informal Action by Directors

Any action that may be taken at any meeting of the Board or of any committee may be taken without a meeting if, prior to such action, a written consent is signed by all members of the Board or committee and filed with the minutes of the proceedings of the Board or committee.

## 14. Order of Business

The order of business at all meetings of the Board of Directors, so far as possible, shall be:

- A. Opening of meeting
- B. Submittal and approval of the minutes of the preceding meeting
- C. Reports of officers and committees
- D. Election of officers (at the board meeting within the annual meeting)
- E. Unfinished business
- F. New business
- G. Adjournment

## **Article V—Officers**

### 1. Number

The officers of the Association shall be President, one or more Vice Presidents, Secretary, Treasurer, National Preservation Officer, and such other officers and assistants as the Board of Directors may deem necessary or advisable. The officers need not (but may) be members of the Board of Directors. No officer shall simultaneously serve in a second officer position.

All officers elected by the Board of Directors shall, in addition to the directors elected by the members directly, be ex-officio members of the Board of Directors during their respective terms of office, with all powers and privileges of Directors, including the right to vote on all matters coming before the Board, but may not be counted for quorum purposes.

A member of the Board of Directors also serving as an officer shall have only one vote on each matter coming before the Board.

## 2. Term of Office

The officers of the Association shall be elected annually by the Board at the meeting of the Board to be held immediately following the close of the Annual Meeting of the members. The President's term shall be two years unless sooner terminated because of his or her death, resignation, or removal. Other officers shall hold office for one year unless sooner terminated by his or her death, resignation, or removal.

## 3. Removal

Any or all of the officers may be removed from office with or without cause by vote of a majority of the directors then in office. Any officer who fails to pay his or her annual membership dues in the Association within three months of membership anniversary date of each year shall automatically be removed from office effective as of 5 o'clock p.m. (Headquarters time) on that date.

## 4. Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired term of the office.

## 5. President

The president shall be the principal executive officer of the Association and, subject to the control of the Directors, shall supervise and direct the business and affairs of the Association. He or she shall:

Preside at all meetings of the members and directors.

Sign such documents as are necessary to be executed, unless the signing is delegated by the Board of Directors or these Bylaws to some other officer or agent of the Association or shall be required by law to be otherwise executed.

Perform all duties incident to the office of President and other duties assigned by the Board of Directors or prescribed by these Bylaws.

See that all orders and resolutions of the directors are carried into effect.

Submit at least annually to the members and the Board of Directors a report regarding the operations and activities of the Association for the prior year.

## 6. Vice President(s)

The Vice President or Vice Presidents, if more than one, shall have powers and perform duties:

As the Board of Directors may prescribe from time to time.

As may be prescribed by the Bylaws.

As may be requested by the President.

In the absence of the President, or in case of his or her refusal or inability to act, the Vice President or Vice Presidents, if more than one, in the order designated by the Board of Directors, shall perform the duties of the President. When so acting, he or she shall be vested with all the powers of and be subject to all restrictions upon the President.

At the time the President takes office for the second year of his term, a Vice President may be designated by the Board as President Elect and shall become President at the expiration of the current President's term of office, or sooner if the Presidency is vacated.

7. Secretary

The Secretary shall:

Attend all general meetings of the members of the Board of Directors.

Keep the minutes of the meetings in one or more books provided for that purpose.

Have such powers and performs all duties incident to the office of Secretary and other duties assigned by the President or the directors or as prescribed in these Bylaws.

8. Treasurer

Have charge and custody of, and shall be responsible for, all funds and securities of the Association.

Receive and give receipts for moneys due and paid to the Association, and shall deposit all such moneys in the name of the Association in depositories or investments determined by the Board of Directors.

Render to the President and Board of Directors whenever required an account of financial transactions and the financial condition of the Association.

Perform all duties incident to the office of Treasurer and have other powers and duties assigned by these Bylaws, the Board of Directors, or the President.

Furnish a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine.

9. National Trails Preservation Officer

The National Trails Preservation Officer shall undertake, promote, coordinate, and oversee the historic preservation programs of the Association. **When the NTPO position is filled by a paid or contract employee, the NTPO will be a non-voting member of the board of directors. (09/08)**

10. Other Officers

The Board of Directors may elect one or more persons to act as assistant to an officer or officers and may assign to such assistant duties prescribed by the Board or the officer(s) whom he or she is to assist.

11. Resignation

Any officer of the Association may resign by giving written notice of resignation to the President, the Secretary, or a director. Such resignation shall take effect at the time specified by the officer unless the Board determined otherwise. The acceptance of such resignation shall not be necessary to make it effective.

12. Immediate Past President

When a President leaves office, he or she at the pleasure of the Board may continue to serve as an officer of the Association 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.

## **Article VI—Contracts, Loans, Checks, Deposits and Gifts**

### 1. Contracts

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument or agreement in the name of and on behalf of the Association. Such authority may be general or confined to specific transactions.

### 2. Loans

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific transactions.

### 3. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by an officer or officers or an agent or agents of the Association in a manner determined by resolution of the Board of Directors or prescribed in these Bylaws.

### 4. Deposits

All funds of the Association not otherwise utilized shall be deposited to the credit of the Association in banks, trust companies, savings and loan associations, other depositories, or in investments as the Board of Directors may direct.

### 5. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Association.

## **Article VII—Indemnification**

The Association shall provide indemnity to its officers, directors and employees who acted in good faith and reasonably believed that their conduct in their capacity as such officers, directors and employees of the Association, or in the case of all other conduct, was at least not opposed to the best interest of the Association, and in the case of criminal proceedings had not reasonable cause to believe that the conduct was unlawful. Such indemnity pertains to any action or proceeding in which an officer, director or employee is made a party by virtue of holding an office or position as director of this Association. Indemnification is limited and effective only to the full extent permitted by law. Indemnification is prohibited if the officer or director is found to be liable to the Association or adjudged to have received an improper personal benefit. The Board of Directors shall to the extent lawful and feasible (considering the cost and resources available to the Association) maintain insurance to protect the officers, directors and employees.

## **Article VIII—Conflict of Interest Policy**

The Board of Directors shall adopt a Conflict of Interest Policy to apply when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. Such a policy shall supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

#### **Article IX—Fiscal Year**

The fiscal year of the Association shall be from October 1 through September 30.

#### **Article X—Seal and Logo**

1. Seal

The corporate seal is circular in form and has inscribed on it the name of the Association, the state of incorporation, the year of incorporation, and the words "Corporate Seal."

2. Logo

The official logo of the Association is shown on the drawing attached to these Bylaws and marked "Figure 1-1." The logo shall be used for all official Association business and awards except the Meritorious Achievement Award.

#### **Article XI— Awards**

1. There shall be an Awards Committee consisting of the President and three members appointed by the President annually. At least one member of the committee shall be retained from the previous committee. One member shall be appointed by the President as chair of the committee.
2. The function of the Awards Committee is to select qualified recipients of awards.

#### **Article XII—Waiver of Notice**

When any notice is required to be given to any member, director, or officer of the Association, a waiver in writing signed by the person or persons entitled to such notice before, at, or after the time stated therein shall be deemed equivalent to the giving of such notice.

#### **Article XIII—Amendment of Bylaws**

The Board of Directors may amend the Bylaws at any time to add, change or delete a provision, subject to any limitations applicable under the laws of Colorado.

#### **Article XIV—Amendment of Articles of Incorporation**

In addition to adopting amendments to the Articles of Incorporation at their meetings, members also may adopt amendments by voting through the mail.

#### **Article XV—Meeting Procedures**

1. At all meetings of the members and Board of Directors of the Association, the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.
2. Executive sessions shall be confined to matters involving personnel, litigation, or land acquisition.

## **Article XVI—Chapters**

1. The Board of Directors may authorize the formation of chapters of the Association on a state, regional, or specific trail basis to aid the Association to:

Conduct scholarly research;

Identify, mark, map, and preserve the trails and associated historic sites, landmarks, artifacts and objects;

Educate the public regarding the trails;

Promote this Association and its work;

Develop and staff, when appropriate, trail related acquisitions or preservation easements;

Organize and host the national conventions of this Association.

2. Only a dues-paying member of the Association in good standing shall be eligible to become a member of a chapter.
3. The chapters when approved by the Board shall be issued a charter signed by the President of the Association. The charter form is set forth in "Figure 1-2" attached to these Bylaws.
4. Each chapter must remain in compliance with its charter and the policies and guidelines established by the Board of Directors of the Association and may be disbanded by the Board of Directors for failure to comply with its charter or the policies and guidelines of the Board of Directors.
5. Subject to the control of the Board of Directors, a chapter may adopt rules and regulations governing its activities and set chapter dues and assessments in the manner that most adequately and effectively meets the individual chapter's needs and programs.
6. Each chapter shall have a non-voting representative attend the meetings of the Board of Directors of the Association.

## **End of bylaws**

### **Figure1-1. OCTA Logo**



**Figure 1-2. OCTA Chapter Charter**

**Changes** approved 3/9/08

1. Name

This Chapter of the Oregon-California Trails Association (OCTA) shall be known as the Oregon-California Trails Association, \_\_\_\_\_ Chapter, **or the \_\_\_\_\_ Chapter of the Oregon-California Trails Association (OCTA).**

2. Territory:

The territory assigned to this Chapter by OCTA is the following: \_\_\_\_\_, subject to any change therein as may be made from time to time by OCTA.

3. Purpose:

The purpose of this Chapter shall be, within its territory, to aid OCTA in accomplishing its purposes as stated in OCTA's Articles of Incorporation, as amended from time to time, and such specific projects or activities, including annual meetings and conventions, as the Board of Directors of OCTA shall determine from time to time, and in particular to carry on scholarly research and to identify, mark, map and preserve the trails and associated historic sites, landmarks, artifacts and objects, to educate the public regarding the trails, promote OCTA and its work, and develop and staff, when appropriate, trail related acquisitions or preservation easements.

4. Members:

Only a dues-paying member of OCTA is eligible to become a member of this Chapter. The same may become a member of this Chapter by indicating a desire to do so and by paying the Chapter membership dues and may remain a Chapter member so long as his, her or its membership in OCTA is current and in good standing and the Chapter membership dues are paid, unless otherwise determined by a majority of the Chapter members or the Board of Directors of OCTA.

5. Management:

The affairs of this Chapter shall be managed by the Officers elected by the Chapter members. The Officers of this Chapter shall be a **President (or Chair), Vice President (or Vice Chair), Secretary and Treasurer, who shall be elected for one or two year terms by majority vote of the Chapter members attending a meeting with that purpose, or by a majority of those voting by mail if the election is so held, and shall serve for one year or two years** until their successors are duly elected, but an officer may be

removed from office at any time by the vote of a majority of the Chapter members at a meeting or by mail or by the OCTA Board of Directors.

The Chairman shall be the chief executive officer of the Chapter and shall preside at all meetings of the Chapter. The Vice Chairman shall perform the duties of the Chairman in the absence or disability of the Chairman and such other duties as may be assigned to the same by the Chairman. The Secretary shall keep the minutes of Chapter meetings and the records of the Chapter and shall serve written notice of all meetings of Chapter members. A copy of all such minutes shall be promptly forwarded by the Chapter Secretary to the Secretary of OCTA. The Treasurer shall have control of all funds received by the Chapter and shall disburse the same in accordance with the directives of the Chairman or the Chapter members. The Treasurer shall maintain suitable books in which the receipts and disbursements of Chapter funds shall be recorded and shall deposit Chapter funds in a bank or other depository determined by the Officers. The Chairman may appoint other Chapter members to perform the duties of an Officer who is temporarily unable to do so. Chapter Committees shall be appointed by the Chairman.

Annually the Chairman shall appoint a Nominating Committee consisting of five (5) Chapter members, not more than two of which shall be current Officers. The Nominating Committee shall nominate one or more persons for each Officer position.

6. Dues:

The membership dues for the Chapter shall be determined **by the Chapter Bylaws, by the Chapter Officers and Board of Directors or by majority vote of the Chapter Membership at the Annual Meeting of the Chapter.**

7. OCTA Delegate:

The Chairman (President) of the Chapter or his appointed representative shall serve as a non-voting liaison representative at the meetings of the Board of Directors of OCTA to which such representatives are invited to attend by the said Board.

8. Meetings:

The Chapter Officers **or Officers and Directors** shall determine the date, **time** and place of meetings of the Chapter. The vote of a majority of the Chapter members attending any such meeting shall constitute the action of the Chapter. Written notice, unless waived verbally or in writing by a member or by a member's attendance at the meeting, shall be given Chapter members at least ten (10) days prior to the meeting.

9. Authority:

Unless specifically authorized or ratified in writing by the Board of Directors of OCTA, neither this Chapter nor any officer, agent or member of the Chapter shall have any authority to bind OCTA for any obligation or undertaking assumed or incurred by any of the same or render OCTA liable for any act or omission of the Chapter, its officers, agents or members.

10. Amendments:

The provisions of this Charter may be altered, amended or repealed at any meeting of the Chapter members by a majority vote of those members in attendance or by a majority of those voting by mail if the matter is so submitted; provided, however, no such alteration, amendment or repeal shall be valid until approved in writing by the Board of Directors of OCTA.

11. Dissolution:

This Charter may be canceled and the Chapter ordered dissolved at any time by the Board of Directors of OCTA and the same shall be effective upon written notice of such action being deposited in the United States Mail by OCTA.

Or the Charter may be surrendered and the Chapter dissolved by the majority vote of the Chapter members either at a meeting or by mail. Written notice of such action shall forthwith be delivered by the Chapter Secretary to the President of OCTA. Such action shall be effective when all the affairs of the Chapter have been concluded satisfactorily, as determined by the Board of Directors of OCTA, and all assets and books and records of the Chapter have been delivered to the President of OCTA.

Issued this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

OREGON-CALIFORNIA TRAILS ASSOCIATION

By \_\_\_\_\_