

CHAPTER CHARTER

1. NAME:

This Chapter of the Oregon-California Trails Association (OCTA) shall be known as the Oregon-California Trails Association, Northwest Chapter.

2. TERRITORY:

The territory assigned to this Chapter by OCTA is the following: Oregon and Washington, subject to any change therein as may be made from time to time by OCTA. (The area served by the chapter encompasses Oregon, Washington, and western Canada.)

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 Chairman, Vice Chairman, Secretary and Treasurer, who shall be elected annually by majority vote of the Chapter members attending a meeting called by the Chairman or another Officer for that purpose or by a majority of those voting by mail if the election is so held. Officers shall serve for one year and 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 annually by the Officers following their election.

7. OCTA DELEGATE:

The Chairman of the Chapter 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 shall determine the date 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 8th day of March, 2002

OREGON-CALIFORNIA TRAILS ASSOCIATION

By: /s/ Randall O. Wagner
President