

Oregon-California Trails Association

TRAILS HEAD CHAPTER

BYLAWS

As amended November 3, 2018

As amended November 4, 2004

Original bylaws adoption date -
November 10, 1988

ARTICLE I – NAME

This chapter of the Oregon-California Trails Association (OCTA) shall be known as TRAILS HEAD CHAPTER of the OREGON-CALIFORNIA TRAILS ASSOCIATION.

ARTICLE II – PURPOSE

The purpose of Trails Head Chapter shall be:

1. 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, and in particular to carry on scholarly research and to identify, mark, map and preserve trails and associated historic sites, landmarks, artifacts, objects and archival material
2. to educate the public regarding the trails, to promote OCTA and its work
3. to develop and to staff, when appropriate, trail-related acquisitions or preservation easements
4. to show concern for the discipline of archaeology within OCTA guidelines

ARTICLE III -- MEMBERSHIP

Only OCTA members in good standing are eligible for membership in Trails Head Chapter. Members of OCTA may become members in Trails Head Chapter by payment of chapter dues. Membership in Trails Head Chapter shall remain in force as long as membership in OCTA is current, in good standing and chapter dues are current. Membership may be suspended or revoked by majority vote of the chapter membership or by the Board of Directors of OCTA..

Each member is entitled to voice vote or ballot vote at elections on actions of the chapter. Members are entitled to receive Trails Head communications by either US Mail or email.

ARTICLE IV -- MANAGEMENT

The affairs of Trails Head Chapter shall be managed by an Executive Committee composed of the officers elected by the chapter membership. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer.

The President and Vice-President shall be elected to serve for a two (2) year term or until their successors are duly elected. The President and Vice-President may be elected for one successive term and may be returned to that office after a two (2) year absence. The Secretary and Treasurer may be re-elected for a two (2) year term or unlimited number of consecutive terms. An officer may be removed from office at any time by a majority vote of the chapter membership or by the Board of Directors of OCTA.

1. The President shall be the chief executive officer of the chapter and shall preside at all Chapter meetings

2. The Vice-President shall perform the duties of the President in the absence of the President and perform other duties as assigned by the President.
3. The Secretary shall record the minutes of chapter meetings and such other records of the chapter as are necessary.
4. The Treasurer shall have custody of all funds received by the chapter and shall disburse the same in accordance with the directives of the Executive Committee or the chapter membership. The Treasurer shall maintain suitable records of the receipts and disbursements of chapter funds. Chapter funds shall be deposited in a bank or depository determined by the Executive Committee. The Treasurer shall report to the membership at each chapter meeting and at each Executive Committee meeting.
 - A signature card, filed with the bank or depository, will provide an additional name as approved signer on the chapter's checks, in the event that the Treasurer is unable to fulfill those duties.
 - A review of the chapter's financial records shall take place with the change of chapter leadership; or be accomplished every four (4) years. A financial review committee will be appointed by the President.

The President may appoint another member to assume an office that is temporarily or permanently vacated by its elected holder. The temporary person appointed to such office shall yield to the elected holder upon the return of the latter.

Committees and Appointments:

Chapter committees may be appointed by the *Executive Committee*.

Committees shall be:

- Membership
- Preservation
- Nominations
- Awards
- Education
- Publications – Newsletter – Email Notifications
- Social Media – Web page, FaceBook

Membership:

- The Membership Chair shall record and maintain a current membership roster.
- The Membership Chair will work with the National Committee to recruit new members and retain current members.
- (These were once duties of the Treasurer)

Preservation:

- The Preservation Chair or Trail Preservation Officer shall monitor and report: by following the mission of OCTA to protect the Historic Emigrant Trails by promoting research, education, preservation activities and public awareness of the trails; as well as cooperating and assisting with the work and directives of the National Preservation Officer.

The Nominating Committee:

- Biennially the Executive Committee shall appoint a Nominating Committee of three (3) chapter members, not more than two of which shall be current officers. The Nominating Committee shall nominate one or more persons for each Executive Committee position. Nominations may also be made from the floor membership. In either case, persons nominated must *have* agreed to serve in the respective capacities.

The Awards Committee:

- The Awards Chair will be responsible to seek out persons or entities to recognize which advance the goals and purpose of Trails Head.

Education Committee:

- The Education Committee's function is to further the goals of OCTA by: assisting in the promotion and dissemination of information relating to the westward migrations of the 19th century.
Develop, promote, and assist in the distribution of educational materials about the migration and associated historic trails.

Publications:

- The Trails Head Newsletter "*Traces*" or E-blast, via email, is the chapter's means to keeping the membership informed of chapter activities.

Social Media:

- A means to create and maintain a social presence to inform, not only the membership but the general public of our activities and events as a chapter. By using Social Media this allows a new approach to attract and generate new and younger members.

ARTICLE V – VOTING

Unless otherwise specified, all matters requiring approval of the membership shall be acted upon by vote at a duly called chapter meeting or by ballots cast by mail or email if the election is so held. Each member is entitled to voice vote or ballot vote at elections on actions of the chapter. Votes shall be tallied on the basis of one vote per member. Each matter to be voted upon must pass by a majority of votes cast, unless otherwise specified. A majority voice vote or ballot vote shall elect. If there is only one nominee for each office, the election may be by voice.

The ballots shall be counted by the Secretary and two (2) members, which have been appointed by the President.

A quorum at a membership meeting consists of those present at a chapter meeting and at an Executive Committee meeting.

Article VI -- DUES

Chapter dues shall be determined by the Executive Committee and ratified by the membership.

ARTICLE VII -- OCTA DELEGATE

The President shall represent the chapter whenever possible at meetings of the Board of Directors of OCTA to which chapter representatives are invited. An alternate may be appointed by the executive committee.

ARTICLE VIII --MEETINGS

The Executive Committee shall determine the date, place and time of chapter meetings. Written notice shall be sent to members of the chapter at least fourteen (14) days prior to the chapter meeting, except when waived by the Executive Committee *as* needed for emergency action, in which case every reasonable effort will be made to notify all members of such meeting.

ARTICLE IX -- CONDUCT OF BUSINESS

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with the bylaws of OCTA or these bylaws.

ARTICLE X – AUTHORITY

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

ARTICLE XI -- MEMBERSHIP RECOURSE

Members have the right to call for a vote on any issue by submitting to the Secretary a petition signed by at least twenty percent of the membership, *as* defined in Article III above. Not later than thirty-one (31) days thereafter, the Secretary must distribute copies of the petition to the membership and cause it to be voted upon no later than fourteen (14) days thereafter at a chapter meeting or by mail or email. The issue must pass by the majority of votes.

ARTICLE XII – AMENDMENTS

Amendments to these bylaws may be adopted by a two-thirds majority vote of the membership at a chapter meeting, after having been printed and distributed, either by mail or email, in advance to all chapter members at least fourteen (14) days previously.

- Amendments shall not be voted on by mail or email.

ARTICLE XIII – DISSOLUTION

These bylaws may be cancelled and the chapter ordered dissolved at any time by the Board of Directors of OCTA, and the order shall become effective no later than fourteen (14) days after receipt of written notice of such action.

The chapter may also be dissolved by majority vote of the chapter membership as specified in Article V. The Chapter Secretary shall deliver written notice of such action to the President of OCTA and to OCTA National Headquarters. Such action shall become effective when all affairs of the chapter have been satisfactorily concluded.

Upon the dissolution of Trails Head Chapter of the Oregon-California Trails Association, the Executive Committee shall: after paying or making provisions for the payment of all *chapter* liabilities, dispose of all the assets of the *chapter* exclusively for the purposes of the chapter in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board shall determine. Chapter records shall be deposited with OCTA National Headquarters.

STANDING RULES

1. Standing rules may be adopted or amended without previous notification by majority vote of the members at any chapter meeting. In no case may they be more permissive or less restrictive than the bylaws.
 - Standing rules may be revised annually.
2. No officer or chair of committees, without prior approval of the Executive Committee, shall initiate any plan or make financial commitments on behalf of the chapter.
3. Copies of chapter bylaws, standing rules, and membership rosters shall be made available to members upon request. None of these will be provided to non-members without Executive Committee approval.
4. Publicity for the organization or its active committees shall be approved by the Publications or Social Media Committee chairpersons or the President prior to its release.