

BYLAWS
SOUTHERN TRAILS CHAPTER
OREGON-CALIFORNIA TRAILS ASSOCIATION

June 7, 2021

ARTICLE I – NAME AND STATUS

The name of this organization shall be the SOUTHERN TRAILS CHAPTER of THE OREGON-CALIFORNIA TRAILS ASSOCIATION (hereafter referred to as Southern Trails). It is a chapter of the national Oregon-California Trails Association. OCTA is a national, nonprofit society incorporated under the laws of Colorado, having its national headquarters in Independence, Missouri. The Chapter Board of **Directors** shall periodically review the Chapter Bylaws.

ARTICLE II – 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.

ARTICLE III – MEMBERSHIP

Membership shall be open to all OCTA members who wish to participate in the activities of the Chapter, upon payment of Chapter dues. Dues shall be set by the Board of **Directors** of the Chapter.

ARTICLE IV – MANAGEMENT

1. **BOARD OF DIRECTORS:** The affairs of the Chapter shall be managed by an eleven-member Board of **Directors** elected by the chapter membership to a three-year term.
2. **ELIGIBILITY:** There shall be one **Director** representing each of the five primary trail States in the Chapter (Texas, New Mexico, Oklahoma/Arkansas, Arizona, and California) plus six At-Large **Directors**. All **Directors** shall be members of the Southern Trails Chapter and OCTA.
3. **OFFICERS:** From the 11 **Directors** of the Board elected by the Chapter membership, the Board shall elect a president, vice-president, secretary, and treasurer to serve a one-year term that may be renewed at the pleasure of the board. *Officers* are voting members of the Board of **Directors**, with the President serving as Chair of the Board. The Immediate Past President shall also serve as an advisory, non-voting *ex-officio* member of the Board.
4. **TERMS OF OFFICE:** Elected **DIRECTORS** shall serve without term limits at the pleasure of the membership.
5. **VACANCIES:** The Board shall have the power to fill a vacancy on the Board of **Directors** from the membership. The appointed member of the board shall serve in the position until the next election.
6. **QUORUM:** The presence of at least a simple majority of the voting **Directors** shall constitute a quorum for any meeting of the Board of **Directors**.

7. COMMITTEES: The Board of **Directors** shall appoint committees necessary to carry out the business of the Chapter. Each such committee shall have at least one member of the Board of **Directors** as a committee member. Additional committee members shall be chosen from the Southern Trails Chapter and/or OCTA membership.
8. DELEGATE TO OCTA BOARD: The President of the Chapter or his or her designee shall serve as a nonvoting delegate to the OCTA Board.
9. MISCELLANEOUS POWERS AND DUTIES: The Board of **Directors** shall have the power to suspend or terminate the membership of any Southern Trails Chapter member for non-payment of Chapter or national OCTA dues within three months of membership anniversary date, or for cause.
10. REMOVAL OF **DIRECTORS**
 - a. Any **Director** elected by the Chapter members may be removed with cause by the members. Such removal shall take place **at the annual meeting**.
 - b. Any **Director** who fails to pay his or her annual membership dues in the Chapter and Association within three months of membership anniversary date shall automatically be removed from office at the end of the three-month grace period.
 - c. A **Director** appointed by the Board of **Directors** may be removed with cause by the vote of a majority of the **Directors** then in office.
11. REMOVAL OF OFFICERS
 - a. Any officer may be removed from office with or without cause by vote of a majority of the **Directors** then in office.
12. OTHER DEFINED ROLES OR POSITIONS: The **Directors** may appoint or remove individuals to other defined roles or positions, and such individuals may serve in those roles at the pleasure of the Board of **Directors**. Such roles or positions may include, but are not limited to, web-site master, Face-Book page coordinator, historian, preservation officer, Newsletter editor, and *Desert Tracks* editor.
13. PAID EMPLOYEES: Any paid employee of the Southern Trails Chapter may not simultaneously serve as either a membership-elected or Board-appointed **Director**. Limited contracts for defined purposes in exchange for pay may be executed by the Board of **Directors**, and the person paid to fulfill that contract may be a Board **Director** or Officer.

ARTICLE V – MEETINGS

The Annual Business Meeting of the Chapter membership should be held each year before April 30 and must be held by October 30 for the election of officers, adoption of amendments to the By-Laws and other business that may come before the Board. A second Chapter meeting will be held at the Oregon-California Trails Association national convention. Other meetings, including symposia and trail outings, may be held as determined by the Board, with written notice, including but not limited to letter or email, provided to the membership at least four weeks prior to the meeting. Meetings may be in person or conducted by electronic means such as Zoom.

ARTICLE VI – DUTIES OF OFFICERS AND DIRECTORS

Section 1. President

- (a) The President shall be chief executive officer of the Chapter and shall preside at all Chapter meetings.

- (b) The President, in coordination with the Treasurer, *including making copies of recent monthly bank account statements available for inspection*. may spend funds up to the ceiling limits set by the Board of Officers and **Directors**.

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 serve on the Membership Development Committee.
- (c) The Vice President shall oversee whatever additional tasks the President and Board may ask.

Section 3. Secretary

- (a) The Secretary shall keep all minutes of the Chapter and Chapter Board meetings and other pertinent records and assist the President as requested.
- (b) The Secretary shall oversee the Chapter Historian.

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 distributing them as authorized or approved by the President in accordance with any spending limits set by the Board.
- (b) The Treasurer shall report at each Membership Meeting and each Board Meeting the status of the Chapter's funds, *including making copies of recent monthly bank account statements available for inspection*. 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, in coordination with the President, may spend funds up to the ceiling limits set by the Board of Officers and **Directors**.
- (d) The Treasurer shall maintain a copy of the membership roster.
- (e) The Treasurer shall coordinate with the President in developing a Chapter budget each year in coordination with the Committee Chairs and the Board. The Budget shall be communicated to the Chapter membership at the Annual Meeting.
- (f) The Treasurer shall assist the President as requested.

Section 5. Directors

- (a) The **Directors** shall attend Chapter Board Meetings and assist in determining the operations of the Chapter.
- (c) The **Directors** may meet as required, and may do so telephonically, as called for by the President.
- (d) The Board of **Directors** shall be empowered to appoint committees and be considered an ex-officio non-voting member. Committees may include:
 - Social Media and Facebook
 - Nominating Committee for Elections
 - Ad Hoc
- (e) The **Directors** shall nominate a replacement for any Officer or **Director** vacancy that may occur and shall seek confirmation by the Officers.

Section 6. Board of Officers and Directors

- (a) The Chapter Board shall periodically review and update the Chapter Bylaws as needed.
- (b) Any member of the Board of **Directors** can call a meeting of the Board by giving notice to all **Directors** one month ahead of time either electronically or by phone. The meeting can only convene if a quorum of the sitting Board of **Directors** is present either in person or electronically.

ARTICLE VII – ELECTION PROCEDURES

- 1. **NOMINATING COMMITTEE:** The President and Board of **Directors** shall appoint annually a three-member Nominating Committee, at least one of whom shall not be a Board member or officer.
- 2. **NOMINATIONS:** The committee shall nominate one or more persons for each forthcoming vacancy on the Board of **Directors** and present the slate to the membership in writing seven weeks prior to the Annual Business Meeting of the Chapter.
- 3. **ADDITIONAL NOMINATIONS:** Additional nominations from the floor at the annual meeting are welcomed. Members may also nominate additions to the slate electronically or by mail eight weeks prior to the Annual Business Meeting.
- 4. **VOTING:** Members may vote by mail or email returning their signed ballot 30 days prior to the Annual Business Meeting or they may vote in person at the Annual Business Meeting.

ARTICLE VIII – CONDUCT OF BUSINESS

- 1. Before attending any field outings sponsored by the Chapter, all attendees shall sign a waiver, release, assumption of risk and indemnity form.
- 2. The Bylaws of the Southern Trails Chapter shall be in accord with those of the national association.
- 3. Robert’s Rules of Order, Revised, shall govern the conduct of all business, except as provided differently in these bylaws.
- 4. The Board of **Directors** shall adopt a Conflict-of-Interest Policy to apply when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or **Director** of the Southern Trails Chapter or family member thereof or might result in a possible excess benefit transaction. Such policy shall supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations. The Conflict of Interest Policy is part of the By-Laws of the Southern Trails Chapter and is detailed in Appendix A of the By-Laws. (It shall agree with the Conflict of Interest Policy detailed in the OCTA Leadership Manual)

ARTICLE IX – AUTHORITY

Unless specifically authorized or ratified in writing by the Board of **Directors** of OCTA, neither this Chapter, nor any **Director**/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 **Directors**/Officers, agents or members.

ARTICLE X – DISSOLUTION

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.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members present at any duly called membership meeting of the Chapter.

Approved and issued this _____ day of _____, by a majority of the members of the Southern Trails Chapter of the Oregon-California Trails Association at a chapter meeting duly called under the terms of these bylaws.

President

Secretary

Appendix A – Conflict of Interest

Conflict of Interest Policy

I. Purpose

The purpose of the conflict of interest policy is to protect STC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of STC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and educational organizations.

II. Definitions

1. Interested Person

Any director, officer, employee, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which STC has a transaction or arrangement,
- b. A compensation arrangement with STC or with any entity or individual with which STC has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which STC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Procedures, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

III. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether STC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in STCA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

IV. Records of Proceedings

The minutes of the board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

V. Compensation

- a. A member of the board who receives compensation, directly or indirectly, from STC for services is precluded from voting on matters pertaining to that member's compensation.
- b. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from STC for services is precluded from voting on matters pertaining to that member's compensation.

VI. Annual Statements

Each director, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands STC is educational and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

VII. Periodic Reviews

To ensure STC operates in a manner consistent with educational purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based

on competent survey information, and the result of arm's length bargaining.

- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to STC's written policies, are properly recorded,

reflect reasonable investment or payments for goods and services, further educational purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction .

VIII. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, STC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**Conflict of Interest Statement
Southern Trails Chapter (STC) of the
Oregon-California Trails Association (OCTA)**

This is to certify that I have received, read, and understand fully STC's "Conflict of Interest Policy," and that I will comply with the policy by bringing any potential conflict of interest situations to the STC Board for consideration.

Any matter of question or interpretation that arises relating to this policy I will likewise refer to the president for decision and/or for referral to the STC Board for decision, where appropriate.

Signature: _____ **Date:** _____

Printed Name: _____

Appendix B – Mission

The Southern Trails Chapter (STC) of the Oregon-California Trails Association promotes research and education about the southern trails used by many cultures during the migration across the southwest. This includes identifying, marking, mapping, and preserving said trails and associated literature and artifacts. The STC will work with other organizations with similar interests, sharing knowledge, and encourage the growth of local branches of the STC.