

BYLAWS
CALIFORNIA-NEVADA CHAPTER
OREGON-CALIFORNIA TRAILS ASSOCIATION

ARTICLE 1 - NAME AND STATUS

The name of this organization shall be the CALIFORNIA-NEVADA CHAPTER of THE OREGON-CALIFORNIA TRAILS ASSOCIATION (hereafter referred to as CA-NV OCTA). 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.

ARTICLE II - PURPOSE

The purpose of the organization shall be to coordinate activities among CALIFORNIA-NEVADA Chapter members of OCTA which will promote the purposes of OCTA as set forth in its Articles of Incorporation.

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 a seven-member Chapter Board of Directors, at least one of whom shall be from Nevada. Six members are to be elected, two each year. The seventh member is ex-officio with vote and shall be the most recent past president who is not an elected member of the Board.
2. **OFFICERS:** The Board shall elect a president, vice-president, secretary and treasurer from the members of the Board at the Annual Meeting held at the national OCTA convention. As an option, the board may appoint a secretary and/or treasurer who are not elected; they would not be voting members of the board. Officers shall serve for one year, or until new officers are duly elected.
3. **TERMS OF OFFICE:** Elected Board members shall serve no more than two consecutive terms of three years each, but may be returned to the Board after an absence of one year.
4. **VACANCIES:** The Board shall have the power to fill vacancies on the Board of Directors from the membership. The appointed member of the board shall serve the unexpired term of the vacant position.
5. **QUORUM:** The presence of at least a majority of the directors shall constitute a quorum for any meeting of the Board of Directors.
6. **COMMITTEES:** The Board shall appoint committees necessary to carry out the business of the Chapter.
7. **DELEGATE TO OCTA BOARD:** The President of the Chapter or his or her designee shall serve as a nonvoting delegate to the OCTA Board.

8. MISCELLANEOUS POWERS AND DUTIES: The Board of Directors shall have the power to suspend or terminate the membership of any member for non-payment of Chapter or national OCTA dues.

ARTICLE V - MEETINGS

A Business Meeting of the Chapter membership shall be held each year, no later than April 30. This shall be referred to as the Spring Business Meeting. The Annual Meeting shall coincide with the OCTA national convention. Other meetings may be held as determined by the Board. Meetings shall be called by written notice at least four weeks prior to the meeting.

All issues coming before any general meeting shall be passed by majority vote unless otherwise indicated in this document.

ARTICLE VI - ELECTION PROCEDURES

1. NOMINATING COMMITTEE: The President 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 four weeks prior to the Spring Business Meeting of the Chapter. Further nominations may be made from the floor with the consent of the nominee.

3. VOTING: The nominees shall be submitted to the membership for a vote by mail ballot which shall be returned within 30 days after the Spring Meeting.

ARTICLE VII - 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 California-Nevada 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.

ARTICLE VIII - 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.

ARTICLE IX- 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 of 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 X-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 21 day of March, 2009, by a majority of the members of the California-Nevada Chapter of the Oregon-California Trails Association at a chapter meeting duly called under the terms of these bylaws.

President

Secretary

Revised: March 21, 2009