

**Bylaws of**  
**TRAILS CLUB**  
**OF**  
**OREGON**



Revised November, 2013



# Table of Contents

Non Discrimination Statement.....	ii
<b>ARTICLE I: GOVERNING</b>	
<b>AUTHORITY .....</b>	<b>1</b>
Section 1. Board of Trustees:.....	1
Section 2. Officers:.....	1
<b>ARTICLE II: MEMBERSHIP .....</b>	<b>1</b>
Section 1. General: .....	1
Section 2. Regular Members: .....	2
Section 3. Junior Members: .....	2
Section 4. Life Members: .....	3
Section 5. Honorary Members:.....	3
Section 6. Termination of Membership: .....	3
Section 7. Reinstatement to Membership: .....	3
Section 8. Disciplinary Procedure: .....	3
<b>ARTICLE III: CLUB MEETINGS .....</b>	<b>4</b>
Section 1. Annual Meetings:.....	4
Section 2. Special Meetings:.....	4
Section 3. Notice of Meetings: .....	4
Section 4. Quorum at Club Meetings: .....	4
<b>ARTICLE IV: NOMINATION AND ELECTION OF OFFICERS AND TRUSTEES .....</b>	<b>4</b>
Section 1. Eligibility:.....	4
Section 2. Nominations:.....	4
Section 3. Election:.....	5
<b>ARTICLE V: TRUSTEES AND TRUSTEES' MEETINGS .....</b>	<b>5</b>
Section 1. Quorum at Trustees' Meetings: .....	5
Section 2. Meetings: .....	5
Section 3. Absence from Meetings: .....	5
Section 4. Vacancy in Board or Office: .....	5
Section 5. Voting by Board of Trustees:.....	5
Section 6. Board Meetings Open to Members .....	5
<b>ARTICLE VI: DUTIES OF OFFICERS .....</b>	<b>5</b>
Section 1. Duties of the President:.....	5
Section 2. Duties of the Vice President: .....	6
Section 3. Duties of the Secretary:.....	6
Section 4. Duties of the Treasurer: .....	6
Section 5. Bonding Treasurer: .....	7
Section 6. Fiscal Year:.....	7
<b>ARTICLE VII: COMMITTEE AND</b>	
<b>APPOINTMENTS .....</b>	<b>7</b>
Section 1. Committees:.....	7
Section 2. Committee Chair and Members: .....	7
Section 3. Committee Funds:.....	8
Section 4. Rules and Regulations by Committees: .....	8
Section 5. Duties and Responsibilities of .....	8
Section 6. Lodges and Properties Committee: .....	8
Section 7. Membership Committee: .....	9
Section 8. Publications Committee:.....	9
Section 9. Social Committee: .....	9
Section 10. Trips Committee: .....	9
Section 11. Auditing Committee: .....	10
Section 12. Conservation Committee: .....	10
Section 13. Investment Committee:.....	10
Section 14. Memorial Endowment Committee:.....	10
Section 15. Properties Advisory Committee:.....	11

Section 16. History Committee:.....	11
Section 17. Budget Advisory Committee: .....	11
<b>ARTICLE VIII: CLUBS, FEDERATIONS, OR ASSOCIATIONS</b> .....	<b>11</b>
Section 1. Enabling and Restricting Powers: .....	11
<b>ARTICLE IX: GENERAL PROVISIONS</b> .....	<b>11</b>
Section 1. Amendments: .....	11
Section 2. Remuneration:.....	11
Section 3. Club Opinion: .....	12
Section 4. Designation of Club Activities: .....	12
Section 5. Removal of Trustees or Officers:.....	12
Section 6. The Seal:.....	12
Section 7. Order of Business: .....	12
Section 8. Rules of Order: .....	12
Change log:.....	12

### Statement of non-discrimination

The Trails Club of Oregon shall not discriminate on the basis of race, color, religion, gender, age, national origin, marital status or sexual orientation, in its membership or any of its activities or operations. These activities include leading or participating in club events and lodge activities and holding any office in the Board of Trustees. The use of “he” in these bylaws refers to persons of either gender.

**BYLAWS  
OF  
TRAILS CLUB  
OF OREGON**

(Revised November 2013)

**ARTICLE I: GOVERNING  
AUTHORITY**

**Section 1. Board of Trustees:**

a. There shall be a board of ten trustees made up as follows:

The four officers who shall serve for two years as noted:

- President and Treasurer elected to serve a two-year term beginning January 1 of even calendar years.
- Vice President and Secretary elected to serve a two year term beginning January 1 of odd calendar years.
- Three trustees elected to serve a two year term beginning on January 1 of even calendar years.
- Three trustees elected to serve a two year term beginning on January 1 of odd calendar years.

All trustees shall serve until their successors are elected and qualified.

The Board of Trustees shall be vested with all power to direct the management of the affairs, activities and properties of the Club. In carrying out its responsibilities, the Board of Trustees shall not exceed the powers set forth in the Charter and Bylaws.

b. Notwithstanding the powers and authority granted to the Board of Trustees, the voting members as hereinafter defined, at the annual meeting or at a special meeting called for such purpose, may pass a resolution directing the Board to carry out the directives embodied therein. In the event such a resolution is passed by the membership, the Board shall be duty bound to carry out the directives contained therein unless it appears clear that the same is contrary to the Club's Charter or its Bylaws.

c. The Board of Trustees may delegate the management of any of the Club's properties and any of its sponsored affairs and activities to regular, standing or special committees or appointees provided for herein. However, the activities of such committees and appointees shall be subject to control of and be subordinate to the Board.

d. The Board of Trustees shall make and establish rules and regulations for the conduct of the members of the Club and for the management of the Club's affairs and properties not inconsistent with the Club's charter or its Bylaws.

e. Neither the Board of Trustees nor any subordinate group or appointees acting for the Club shall have the power to incur any indebtedness above the unencumbered current assets of the Club, unless consent of the membership is given at an annual or special meeting.

f. Notwithstanding the specific duties assigned to the officers in Article VI and to committees and committee chairmen in Article VII, the Board of Trustees may employ and compensate an executive assistant to perform any such duties of a routine nature as it may designate

**Section 2. Officers:**

a. The officers of this Club shall be a President, a Vice-President, a Secretary, and a Treasurer and each officer shall be a Trustee of the Corporation. Officers shall be authorized to sign checks on behalf of the Club.

b. The officers of the Club shall, subject to the Charter, the Bylaws, and the authority of the Board of Trustees, carry out the executive functions of the Club and perform their respective duties as hereinafter provided for.

**ARTICLE II: MEMBERSHIP**

**Section 1. General:**

a. Any person of good moral character and in sympathy with the objects and purposes of the Club shall be eligible for membership.

b. All members in good standing shall have the right to attend all Club meetings, to use and enjoy the property of the Club, and to participate in its activities, subject, however, to all rules and regulations governing same.

c. All dues are payable in advance and shall become due and payable on the first day of January of each year. Membership shall be terminated on failure to pay dues by the first day of February of each year. A list of terminated members shall be read at the February Board of Trustees meeting. Written termination notices shall be mailed to these individuals.

### **Section 2. Regular Members:**

a. A regular member is a person who has met the qualifications for, been elected to, and pays the annual dues for regular membership.

b. To qualify for regular membership, a person must be at least 18 years of age, must have attended one regularly scheduled Club function at either Tyee or Nesika Lodges as printed in the Trail Blazer, and must have attended one qualifying trip scheduled by the Club, both shall be made within a period of one year prior to the date the application is presented to the Board of Trustees. A qualifying trip shall be a hike, kayak, canoe, cross-country ski, snowshoe, or mountain climb of not less than four miles or a bicycle trip of not less than sixteen miles.....

c. Application for regular membership must be addressed to the Board of Trustees. Candidates for regular membership must be sponsored by two regular or life members, not members of the same family or the applicant's family, and they, together with the candidate, must sign the application. All applications must be accompanied by the entrance fee of \$15.00 and dues as hereinafter provided.

d. All applications for regular membership shall be voted on by the Board of Trustees at one of its regular meetings. Prior to such vote an application shall be read at a previous regular meeting of the Board, referred to the Membership Committee for investigation and report, and published in the official monthly publication of the Club at least 6 days before the date the application will be voted upon.

e. Election to regular membership shall be by secret ballot. Two or more negative ballots shall reject the applicant for membership, provided, however, upon request of any member of the Board of Trustees, a second ballot shall be taken at any time prior to adjournment of the meeting; but if two or more negative ballots be again cast, the application shall not again be balloted upon within the next three months.

f. Annual dues for regular members shall be \$45.00. Any additional family member living in the same household, regardless of age, shall pay annual dues of \$25.00. Any regular member over the age of 65 shall pay annual dues of \$25.00. When an application for regular membership shall be received by the Membership Committee after the first day of June, the dues accompanying such application shall be one-half of the annual dues, and shall constitute payment of dues for the remainder of the calendar year.

g. Regular members shall have the right to vote, and, together with life members, shall constitute the voting members.

h. Any regular member who has been an active member of the Trails Club of Oregon for 50 years shall receive a Golden Membership and is entitled to full membership privileges without payment of annual dues.

### **Section 3. Junior Members:**

a. A junior member is a person who has met the qualifications for, been elected to, and pays the annual dues for junior membership.

b. To qualify for junior membership, a person must be between the ages of 12 and 17 years inclusive and, except for age, must meet all the qualifications of a regular member.

c. Application for and election to junior membership shall be similar in all respects to that for regular members except that the entrance fee shall be one-half of the amount for regular members.

d. Annual dues for junior members shall be \$25.00. When an application for junior membership shall be received the Membership Committee after the first day of June, the dues accompanying such application shall be one-half of the annual dues, and shall

constitute payment of dues for the remainder of the calendar year.

e. A junior member shall be a regular member automatically immediately upon attaining age 18 without payment of additional dues.

f. The number of junior members shall at no time exceed 10% of the total membership of the Club.

#### **Section 4. Life Members:**

a. A life member is a person who has been a regular member in good standing for a period of one year or more, and who has been elected to, and paid the fee for, life membership.

b. An application for life membership shall be balloted upon by the Board of Trustees at the next regular Board meeting following receipt of such application by the Board of Trustees. Two or more negative ballots shall be necessary to reject any such application.

c. The fee for life membership shall be 15 times the annual dues for regular members. Life members shall be exempt from the payment of any further dues.

d. Life members shall have the right to vote, and together with the regular members, shall constitute the voting membership.

#### **Section 5. Honorary Members:**

a. An honorary member is a person who has met the qualifications for and who has been elected to honorary membership.

b. Honorary membership shall be given only to those who have rendered meritorious and distinguished service to the Club or are eminent in the sciences or arts or in some field of exploration.

c. Petitions for honorary membership shall be signed by at least 25 voting members and shall be submitted to the Board of Trustees at least 60 days before the annual meeting. The Board of Trustees shall investigate the candidate's qualifications for honorary membership and shall submit the petition together with its report and recommendations to the membership for vote on the petition at the next annual meeting of the Club. An affirmative vote of

2/3rds of the voting members present at the meeting shall be necessary to elect a nominee to honorary membership.

d. Honorary members shall be exempt from payment of entrance fees and dues.

e. Only one honorary member may be elected in a year and at no time shall they exceed ten in number.

#### **Section 6. Termination of Membership:**

a. Membership in the Club may be terminated by submitting a written resignation addressed to the Board of Trustees. The Board shall act on such resignation at its regular meeting immediately after it has received the same.

b. Termination of membership for any cause shall operate as a release by such member of all privileges of membership and all rights, title and interest in the assets of the Club. Termination of membership must be published in the following April issue of the "Trail Blazer."

#### **Section 7. Reinstatement to Membership:**

a. A member who has voluntarily resigned may be reinstated by vote of the Board of Trustees upon submitting a written request for reinstatement to the Board of Trustees.

b. A member whose membership has been terminated for non-payment of dues may be reinstated by vote of the Board of Trustees after payment of all back dues and any other indebtedness; however, in lieu thereof, he may be reinstated by meeting all requirements for membership including the payment of an entrance fee.

c. Applications for reinstatement of membership shall be balloted upon by the Board of Trustees at the next regular Board meeting following receipt of such application by the Board of Trustees. Two or more negative ballots shall be necessary to reject any such application.

#### **Section 8. Disciplinary Procedure:**

a. Any member, having been charged by another member or by the Board of Trustees with conduct injurious to the Club, or with violation of its By-laws, or its Rules and Regulations, who shall have been found guilty of such charges after investigation

and hearing, may be disciplined or expelled from membership in the Club. All such charges, except those initiated by the Board, must be in writing addressed to the Board of Trustees. The Board of Trustees shall make a full investigation of the charges to satisfy itself that disciplinary action may be required. After making such investigation, the Board of Trustees shall thereupon notify in writing the accused member of the charges preferred, giving him an opportunity to be heard by the Board of Trustees and answer the charges. After having given the member an opportunity to be heard, the Board, by a three-fourths affirmative vote, may discipline or request the accused member to resign. If he declines to accept its decision, the Board shall expel him.

### **ARTICLE III: CLUB MEETINGS**

#### **Section 1. Annual Meetings:**

The annual meeting of the members of this Club shall be held in the Portland Metropolitan area, at a place selected by the Board of Trustees at 7:30 P.M. on the second Monday of November of each year.

#### **Section 2. Special Meetings:**

Special meetings of the Club shall be held whenever the Board of Trustees may deem necessary, or whenever 25 or more voting members shall make a written request to the President for such meeting, specifying the purpose of the meeting. All special meetings shall be held in the Portland Metropolitan area. No business other than that specified in the notice to members shall be transacted at that meeting.

#### **Section 3. Notice of Meetings:**

a. Notice of the annual meeting of the Club shall be mailed to every member at least 10 days before the date of such meeting. In the event of adjournment of the annual meeting for lack of a quorum, the meeting shall be rescheduled. Notice of any special meeting or rescheduled meeting shall be mailed to every member at least 5 days before the date set for such meeting.

b. Publication of notice of any meeting or any adjournment thereof in the official monthly publication of the Club and its timely distribution to mem-

bers prior to any meetings or adjournment shall be deemed adequate notice to the membership. A member who attends any meeting shall be deemed to have received notice of such meeting

#### **Section 4. Quorum at Club Meetings:**

Not less than 10% of the voting members must be present at a Club meeting to provide a quorum for the transaction of any business.

### **ARTICLE IV: NOMINATION AND ELECTION OF OFFICERS AND TRUSTEES**

#### **Section 1. Eligibility:**

A member eligible to become a Trustee must be a voting member at least 18 years of age.

#### **Section 2. Nominations:**

a. At its regular meeting in the month of July of each year, the Board of Trustees shall appoint a Nominating Committee consisting of five voting members, one of whom shall be a past president, and none of whom shall be members of the incumbent Board. This committee shall nominate one qualified member to fill each vacancy to occur in the Board of Trustees. If a non-officer trustee whose term would continue for another year accepts nomination as an officer, such trustee shall automatically resign as a trustee at the end of the current calendar year leaving a vacancy in that position.

b. It shall be the duty of the nominating committee to secure the agreement of any proposed nominee to serve as a specific officer or trustee of a regular committee if elected.

c. The committee shall submit a written report signed by all committee members to the incumbent Board, which shall cause the names of the nominees to be published in the official monthly publication of the Club not later than the month of October. At the annual meeting of the Club additional nominations may be made provided the person so nominated agrees to serve if elected.

#### **Section 3. Election:**

a. At the annual meeting of the Club, officers and trustees may be elected by voice vote, except that, if



more than one person is nominated for any position, election for that position shall be by written ballot. Ballots shall provide a space for a write-in nomination from the floor beside each office and trustee position.

b. In the event an election is undecided because of a tie vote, another election shall be held immediately in which only those nominees who are involved in the tie shall be voted upon.

c. Neither absentee ballots nor proxies shall be permitted.

## **ARTICLE V: TRUSTEES AND TRUSTEES' MEETINGS**

### **Section 1. Quorum at Trustees' Meetings:**

A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of all business.

### **Section 2. Meetings:**

The Board of Trustees shall hold regular meetings once each month, at such times and places as it shall specify, and special meetings may be called by the President, or by any three trustees. Notice of the time and place of all meetings shall be given to each trustee at least 24 hours before the time appointed. A member shall automatically waive notice by attendance at the meeting and may voluntarily waive notice by written agreement.

### **Section 3. Absence from Meetings:**

Any member of the Board of Trustees who shall absent himself from three consecutive regular Board meetings without a valid reason and without first obtaining permission shall be deemed to have resigned from the Board.

### **Section 4. Vacancy in Board or Office:**

If any vacancy shall occur on the Board of Trustees or in any office of this Club, the Board of Trustees shall fill such vacancy. The person so appointed shall hold his appointment until the next annual meeting of the Club and until his successor is elected and qualified.

### **Section 5. Voting by Board of Trustees:**

Except as otherwise provided herein, or as designated by Robert's Rules of Order, all decisions of the Board of Trustees shall be by majority vote of those present and voting. Voting by proxy is allowed if the proxy is a member in good standing and is appointed by the absent Board member and communicated to the President a minimum of 48 hours prior to a Board Meeting.

Any member of the Board of Trustees may ask for a vote via e-mail when time is of the essence and the decision must be made before the next scheduled Board meeting. An e-mail vote becomes final 48 hours after the proposal is sent to all Board members. The outcome of such a vote will be recorded in the next month's Board minutes.

### **Section 6. Board Meetings Open to Members**

All meetings of the Board of Trustees shall be open to any member of the Club in good standing, unless the Board of Trustees shall otherwise determine.

## **ARTICLE VI: DUTIES OF OFFICERS**

### **Section 1. Duties of the President:**

The President shall --

a. preside at all meetings of the Club and Board of Trustees,

b. be an ex-officio member of all committees, except the Nominating Committee, and shall have the right to vote on all committee decisions,

c. make all appointments provided for under these Bylaws,

d. sign, together with the Secretary, on behalf of the Club, all contracts, bonds and other instruments approved by the Board of Trustees,

e. present at the annual Club meeting a report giving a review of the Club's activities for the previous year with any recommendations he considers advisable,

f. have general supervision of all the affairs of the Club, and enforce the rules and regulations thereof,

g. perform such other duties usually appropriate to his office, or which the Board of Trustees may designate and;

h. serve as member of budget advisory committee.

### **Section 2. Duties of the Vice President:**

The Vice President shall --

a. assume all powers and duties of the President in his absence or on his inability to act. In the event both the President and the Vice President are absent from or unable to act at the Board or Club meeting, the Board members present shall appoint from among their number a temporary Presiding Officer.

b. inform the Board of Trustees as to compliance with the Articles of Incorporation and the Bylaws in respect to any matters under consideration.

c. obtain an annual inventory of the personal property owned by the Club maintained under the jurisdiction of each officer and committee chair and file same with the Secretary for safekeeping, and

d. perform other duties usually appropriate to his office, or which the President may designate with the approval of the Board of Trustees.

### **Section 3. Duties of the Secretary:**

The Secretary shall --

a. conduct all official correspondence of the Club, except such correspondence as pertains to membership,

b. issue notices of all meetings of the Club and of the Board of Trustees,

c. keep a record of the proceedings of the Club and Board of Trustees meetings.

d. compile and keep currently revised at least one set of the Bylaws and of the rules and regulations promulgated by the Board of Trustees for the control of the members and management of the Club's property,

e. have custody of the books, papers, bonds, deeds, mortgages, leases, Articles of Incorporation and other documents of the Club, and of the corporate seal,

f. sign, together with the President, all contract, bonds and other instruments approved by the Board of Trustees,

g. receive and present to the Board of Trustees, all correspondence as pertains to membership, and file all reports of committees, and such correspondence as the Board of Trustees shall direct. and

h. perform such other duties usually appropriate to his office or which the Board of Trustees may designate.

### **Section 4. Duties of the Treasurer:**

The Treasurer shall --

a. keep faithful records of the accounts of the Club without altering the established system of book-keeping except with the approval of the Board of Trustees.

b. Provide all documents and records needed to the club CPA for the preparation of annual tax returns.

c. collect and receive all moneys due the Club, except such moneys as these Bylaws or the Board of Trustees make it the duty of others to collect, and deposit same in the name of the Club in such bank as the Board of Trustees shall designate,

d. disburse the Club's funds only on the authorization of the Board of Trustees. Routine bills, so designated by the Board of Trustees, shall be paid without additional Board approval.

e. sign all withdrawals and checks drawn upon the club's bank accounts with the President, Vice-President or Secretary. All checks will be signed with two signatures.

f. preserve proper vouchers for all disbursements,

g. make monthly reports to the Board of Trustees of all receipts and disbursements and of the financial condition of the Club, and make and publish in the Club's monthly publication his annual financial report to the Club,

h. have charge of all the current books of the Club pertaining to this office,

- i. perform such other duties usually appropriate to his office or which the Board of Trustees may designate and
- j. serve as member of budget advisory committee.

**Section 5. Bonding Treasurer:**

Before the Club's funds, books of accounts and other records are surrendered to him by his predecessor, the Treasurer shall execute and keep in force during his term, a corporate surety bond in favor of the club for the protection of its funds in his possession and under his control. The amount of such bond shall be not less than \$10,000.00 and the premium for such bond shall be paid by the Club.

**Section 6. Fiscal Year:**

The financial records of the Club and such other records as shall be required to be maintained for reporting purposes shall be kept on a calendar year basis.

**ARTICLE VII: COMMITTEE AND APPOINTMENTS**

**Section 1. Committees:**

- a. There shall be three classes of committees as follows
  - i. regular committee of which chairmen must be members of the Board of Trustees, consisting of the following six committees;
    - Nesika Lodge
    - Tyee Lodge
    - Membership
    - Publications
    - Social
    - Trips
  - ii. Standing committees are those defined in the Bylaws, with duties and duration established by the vote of the membership. The standing committees shall consist of the following committees;
    - Auditing
    - Budget Advisory
    - Conservation
    - History
    - Investment
    - Memorial Endowment
    - Properties Advisory

iii. Special purpose committees are those established by action of the Board of Trustees as they consider necessary to accomplish the objectives and purposes of the Club. In establishing such committees and making necessary appointments, the Board of Trustees shall designate their duties and duration. Special purpose committees may include, but are not limited to such committees as:

- Senior Outing
- Summer Outing
- Youth and Family
- Climbing

**Section 2. Committee Chair and Members:**

a. The Chair of a Regular Committee shall be elected by the Members. If a Regular Committee chair resigns, the Board of Trustees shall appoint a member to fulfill the remaining unfilled term.

The Chair of Standing and Special Purpose Committees shall be appointed by the President from the membership at large subject to approval of the Board of Trustees unless other provision is made for naming a Chair in the Bylaws.

b. Committee members for which no other provision is made in the Bylaws shall be appointed by the Board of Trustees.

c. All committees and other appointments shall be made for a term of one year beginning January 1 unless the Bylaws or the Board shall specifically designate otherwise.

d. All committees shall be composed of at least three members and as many more as the Board of Trustees shall determine.

e. The President, subject to approval by the Board of Trustees, may at any time, in his discretion, add members to, remove from or replace a member of any committee, or fill vacancies therein

f. The Chair of each committee may designate such sub-committees as he deems desirable to carry out any particular functions assigned to his committee and shall organize his committee so that he can deliver to the succeeding chair appropriate records of his committee's past activities and future plans on completion of his term.

### **Section 3. Committee Funds:**

a. The Board of Trustees may authorize any committee chair to appoint any person he may designate to make disbursements from funds collected from the activities sponsored by his committee. However, when such authority is granted, the Chair of such committee shall deliver to the Treasurer at least monthly, the unexpended portion of the funds collected accompanied by a statement showing the total amount of receipts and an itemized list of disbursements

b. The Board of Trustees may authorize the Treasurer to advance funds to any committee chair. The chair shall be accountable for such funds and their proper use. He shall maintain such records of receipts and disbursements as the Treasurer shall direct, accounting monthly thereon, and before his term expires, he shall deliver the unexpended portion together with a final accounting to the Treasurer.

### **Section 4. Rules and Regulations by Committees:**

Each committee may recommend to the Board of Trustees rules and regulations necessary to govern the affairs of such committee and the conduct of Club members in relation to the committee's activities, and when approved by the Board of Trustees, they shall remain in effect until changed by action of the Board of Trustees.

### **Section 5. Duties and Responsibilities of**

Committees and Appointees:

a. Chairmen of committees and appointees shall attend meetings of the Board of Trustees when there are matters to present, or when requested to attend by the President

b. Committee chairmen and appointees shall make reports, preferably in writing, on their committee's past activities and their plans and recommendations for their future activities.

c. At least three weeks before the annual meeting each committee chair shall prepare a report giving a resume of the activities of his committee during the year, make recommendations, if he has any, and submit it to the President for use in preparing his annual report to the membership.

d. Committee chairmen attending Board of Trustees' meetings may participate in the Board's deliberations, but shall not be entitled to vote on any matters before the Board unless they are members of the Board of Trustees.

e. Chairmen of committees shall maintain close liaison with each other in order to prevent conflicts in scheduling events and especially in such cases where there may be an overlapping of activities or a possible division of responsibility.

### **Section 6. Nesika Lodge and Tyee Lodge:**

a. The Nesika Lodge and Tyee Committees shall administer, supervise and control the buildings, grounds, and other property of the Club pertaining thereto.

c. The Committees shall purchase, replace and replenish the usual household items and supplies necessary to maintain the lodge and grounds in usable condition.

d. The Committees shall have available keys to the lodge buildings for use by the members on approval by the Board of Trustees

e. The Committees shall make such alterations and repairs to the buildings, grounds, furniture, fixtures and equipment as shall be required to maintain them in good order and repair.

f. The Committees shall prepare and present for approval to the Board of Trustees, on or before the regular November Board meeting, an annual budget itemizing therein the funds necessary for the operation and maintenance of the buildings, grounds, furniture, and for the replacing and replenishing of items and supplies. Approval of the budget shall automatically constitute authorization to the Treasurer to allocate for the use of the Lodges and Properties Committee the funds provided in the budget, except that the Committees shall make no change, alteration or repair to the buildings and grounds, nor purchase any furniture, fixture or equipment involving the expenditure of 50 times the annual dues for each regular member on any single project, fixture, piece of furniture or equipment without first obtaining the approval of the Board of Trustees. Before the Board of Trustees shall render its decision on such expenditure, it shall request the Properties Advisory Com-

mittee to consider such matter and make its recommendations to the Board of Trustees. If the Properties Advisory Committee fails to present its recommendations to the Board of Trustees within 30 days after the matter has been presented to the Committee, the Board of Trustees may proceed without such recommendation and act upon the request for the expenditure submitted by the relevant Committee.

g. The Committees shall enforce all rules and regulations promulgated by the Board of Trustees for the operation and maintenance of the properties and the control of the members and their guests in the use of the buildings, furniture, fixtures, and supplies and shall report to the Board of Trustees any flagrant violation thereof by any member or guest.

h. The Committees shall maintain a supply of "ACCEPTANCE OF RESPONSIBILITY" forms, which must be filled out and signed by all organizations and/or all non Trails Club-oriented groups requesting use of Trails Club of Oregon premises.

#### **Section 7. Membership Committee:**

The Committee shall:

a. Promote interest in membership by desirable prospects.

b. Receive all applications for membership, carry on all correspondence relating thereto, investigate the qualifications and eligibility of each applicant for membership and present all applications to the Board of Trustees with its recommendation.

c. Collect the entrance fee and initial dues, including life membership fees and promptly pay over and account for same to the Treasurer.

d. Notify applicants of their election to membership, welcome them into the Club, encourage them to participate in the Club's activities, and send to them such material as shall be designated by the Board of Trustees.

e. Stimulate attendance by members at all functions of the Club.

f. Keep the official records of the Club pertaining to membership.

g. Have custody of all Club emblems, pins and such other material appertaining to Club identification

and distribute same as directed by the Board of Trustees.

h. send out all notices for Club dues in the December issue of the "Trail Blazer." A reminder shall be published in the January issue.

#### **Section 8. Publications Committee:**

a. The Publication Committee shall edit, publish and distribute the Club's publications, including the membership directory, and prepare and insert in the newspaper's announcements of the Club's current events and activities.

b. The Chair shall first obtain approval of the Board of Trustees on matters requiring the determination of major policies pertaining to the contents of the Club's publications.

#### **Section 9. Social Committee:**

The Social Committee shall plan and conduct all entertainment programs and other such social functions sponsored by the club, including the annual banquet, except such events which are authorized by the Board of Trustees to be conducted by other committees.

#### **Section 10. Trips Committee:**

a. The Trips Committee shall plan and conduct all hikes and outings of the Club, including regular hikes, backpacking, and winter sports activities, except those authorized by the Board of Trustees to be conducted by other committees.

b. It shall provide leaders for all its events.

c. The Committee shall prepare and submit for approval by the Board of Trustees a schedule of hikes and outings covering a period of three months and to be kept current on a three months' basis.

d. It shall provide the Chair of the Publications Committee with a complete list of scheduled events for the coming month, together with all pertinent data concerning said events.

e. The Chair shall obtain promptly from the leader of each scheduled event a complete report on the event, the revenues derived, completed guest cards, and such other information appropriate for reference.

### **Section 11. Auditing Committee:**

a. As soon as possible after the close of the fiscal year, the Committee shall audit the Treasurer's records covering the entire fiscal year and, upon the committee's certification, the annual financial statement shall be published in the Club's publication.

b. When requested by the Board of Trustees, the committee shall make other audits of the financial records of the Club or of any Committee.

### **Section 12. Conservation Committee:**

The Conservation Committee shall study conservation problems and issues, inform the Board of Trustees and the membership on such matters and recommend to the Board of Trustees such action thereon, as it deems appropriate.

### **Section 13. Investment Committee:**

The Committee shall invest all Club funds available for investment in accordance with objectives approved by the Board of Trustees. Any withdrawal from the investment account shall leave a balance of at least \$400,000 (*as of 2013*) in realizable funds exclusive of funds in the Memorial Endowment, unless approved by a two-thirds vote at any annual or special meeting of the membership. The minimum balance shall be adjusted for inflation at a rate of three and one half (3.5%) percent per year. The adjustment process and rate shall be reviewed periodically, but at least every five years. In the review process, the inflation rate may be altered to reflect changed market conditions upon recommendation of the Investment Committee to the Board of Trustees.

The Committee shall report all transactions made to the Board of Trustees at its next meeting.

### **Section 14. Memorial Endowment Committee:**

a. The Board of Trustees shall establish a Memorial Endowment Fund to provide financial assistance to promote hiking, climbing, skiing, camping and similar outdoor activities, through direct aid for a particular event or purpose, or through awards to one or more individuals. The fund shall consist of such funds as are donated to the Club for that particular purpose. Once placed in the Memorial Endowment Fund, no withdrawal of any amount may be made other than the earnings except upon a two-thirds

vote of the membership present at any annual meeting of the Club or any special meeting called per Article III, Section 2.

b. The Board of Trustees may expand the purpose of the Memorial Endowment Fund by a two-thirds vote of the membership present at any annual meeting of the Club or any special meeting called per Article III, Section 2

c. There shall be a Memorial Endowment Committee consisting of five members appointed from life and regular members who have had at least five years membership in the club. The term of office shall be five years except that original appointments shall be made so that only one appointee's term will expire each year. A member may be re-appointed. The chair of the Committee shall be elected by the committee members after each new appointment to the committee.

d. The duty of the Committee shall be to recommend to the Board of Trustees the distribution of the earnings from the Memorial Endowment. In making its recommendations, the Committee shall take into consideration any specific instructions pertaining to use of the income. At its discretion, the Committee may recommend an amount less than a full year's earnings. Any amount not distributed in a calendar year shall remain available for future distribution unless the Board of Trustees approves that all or any portion shall be added to the Memorial Endowment

e. Responsibility for investment of the funds in the Memorial Endowment shall be vested in the Club's Investment Committee in separate investments except that, pending investment, the funds may be mingled with any other Club funds.

### **Section 15. Properties Advisory Committee:**

a. Notwithstanding the provision in Section 2c of this Article, the Properties Advisory Committee shall be composed of six members, four voting members who shall be appointed by the board as need arises, and two non-voting members who will be the incumbent chair of the Nesika and Tye Lodge Committees.

b. When requested by the Board of Trustees, the Properties Advisory Committee shall make recommendations to the Board for the orderly and pro-

gressive development of the Club's properties and buildings or major alterations or additions thereto, and the acquisition of real or personal property of substantial value.

#### **Section 16. History Committee:**

The History Committee shall collect and preserve all publications of the Club and record the Club's activities and achievements.

#### **Section 17. Budget Advisory Committee:**

a. The Budget Advisory Committee shall consist of six members; the current President, the current Treasurer, the current Nesika and Tyee trustees, and two members at large appointed by the President and approved by the Board of Trustees. A chairperson will be appointed by the board from the members of the committee.

b. The duty of the committee shall be to monitor prior and current expenditures and to make projections for future needs. The committee, following input from all Club committees, shall present at the November Board of Trustees meeting a recommended budget for the following year. The budget shall be established by the Board of Trustees, which can make changes deemed necessary.

### **ARTICLE VIII: CLUBS, FEDERATIONS, OR ASSOCIATIONS**

#### **Section 1. Enabling and Restricting Powers:**

a. The Trails Club of Oregon, in furtherance of its objectives may affiliate with such mountaineering, skiing, exploration, conservation and other outdoor clubs, federations, or associations as the Board of Trustees deems fit, fit and the Trails Club of Oregon shall abide by the bylaws, rules, and regulations of such clubs, federations, or associations, subject to the limitations hereinafter provided.

b. The Trails Club of Oregon's financial obligations to any such clubs, federations, or associations shall be fixed on a definite periodic basis without liability or obligation for any assessments except such assessments as may be approved from time to time by the Board of Trustees.

c. The Board of Trustees shall not cause the Club to become affiliated with any club, federation, or association which is not incorporated or organized in such a manner as to exempt the Trails Club of Oregon from any legal liability for the wrongful or negligent acts of the agents of such club, federation, or association.

d. The Board of Trustees shall not cause the Club to join or become affiliated with any club, federation, or association unless the bylaws or membership rules of such club, federation or association provides a reasonable means for termination of the membership of the Trails Club of Oregon.

### **ARTICLE IX: GENERAL PROVISIONS**

#### **Section 1. Amendments:**

a. Amendments to the Bylaws may be proposed by the Board of Trustees or by ten or more voting members.

b. Written notice of any proposed amendment shall be given to each member at least 15 days prior to a Club meeting.

c. Amendments so proposed shall become effective upon the affirmative vote of 2/3rds of the voting members present and voting at a Club meeting.

#### **Section 2. Remuneration:**

Officers, trustees, committee chairmen, or committee members or appointees shall not be entitled to remuneration for the performance of such duties as pertain to their respective offices.

#### **Section 3. Club Opinion:**

No political or sectarian demonstration shall be tolerated on club property or at any Club meetings or events.

#### **Section 4. Designation of Club Activities:**

No event shall be treated or advertised as a Club function unless so designated by the Board of Trustees and published in the Trail Blazer except that the leader of a trip or an event may substitute or reschedule for good cause another trip or event.

### **Section 5. Removal of Trustees or Officers:**

Any trustee or officer may be removed from office by a vote of 2/3rds of the voting members present and voting at any membership meeting.

### **Section 6. The Seal:**

The seal of the Club shall bear the inscription, "Trails Club of Oregon, Portland, Oregon."

### **Section 7. Order of Business:**

a. The following order of business shall be followed so far as applicable, at meetings of the Board of Trustees and any Club meetings:

- (1) Reading of minutes of previous meeting
- (2) Communications and business arising there from
- (3) Treasurer's report
- (4) Reports of Committees
- (5) Elections
- (6) Unfinished business
- (7) New business

b. At the annual meeting the President's report shall be given after the reading of communications and business arising there from

### **Section 8. Rules of Order:**

Robert's Rules of Order shall govern all Club meetings and meetings of the Board of Trustees as to parliamentary usages, so far as practical and not inconsistent with these Bylaws.

### **Change log:**

**November 2006:** Meeting location update, gender neutral chances, general clean-up.

November 2008: Dues rose from \$35.00 / \$17.50 to \$45.00 / \$25.00.

**November 2009:** Change past presidents needed for the Nominating Committee from two to one.

**November 2011:** A VII, Sec 17a; Changed composition of Budget Advisory committee to include Lodges trustee.

A VII, Sec. 15; Changed Property Advisory committee from ongoing committee to one chosen as needed.

**November 2013:** Added non-discrimination statement to page ii. Add Secretary as authorized check signer, Section 4e. Increased minimum balance from \$237,000 to \$400,000, Section 13, Investment Committee. Eliminated Lodges and Properties Trustee position and added Nesika Lodge and Tyee Lodge Trustee positions to the Board. Section 1, Section 6, Section 15 and other places as appropriate. Authorized proxy voting by Board of Trustees. Allows e-mail voting by Board of Trustees when a decision must be made prior to the next scheduled Board Meeting.