

TRAILS CLUB OF OREGON

Bylaws



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Contents

Language & Statement of non-discrimination.....	1
Article I: Name	1
Article II: Purpose	1
Section 1. IRS Section 501(c)(3) Purposes	1
Section 2. Specific Objectives and Purposes	1
Article III: Membership	1
Section 1. Classes of Membership	1
Section 2. Requirements and Voting Rights	2
Section. 3 Dues	2
Section 4. Suspension and Expulsion	2
Article IV: Government.....	2
Section 1. Board of Trustees.....	2
Section 2. Nomination and Election of Officers	3
Section 3. Board of Trustees and Voting Power	4
Section 4. Removal from the Board of Trustees	4
Section 5. Vacancies	5
Section 6. Resignation.....	5
Article V: Official Functions	5
Section 1. Officer and Trustee duties.....	5
Article VI: Committees and Appointments	5
Section 1. Committees:.....	5
Article VII: Club Meetings	6
Section 1. Annual Meetings:	6
Section 2. Special Meetings:.....	6
Section 3. Notice of Meetings:.....	6
Section 4. Quorum at Club Meetings:	6
Article VIII: Trustees and Trustee’s Meetings	6
Section 1. Quorum at Trustees’ Meetings:	6
Section 2. Meetings:	6
Section 3. Waiver of Notice.....	7
Section 4. Meetings by Remote Communications Technology.....	7
Section 5. Absence from Meetings:	7
Section 6. Vacancy in Board or Office:	7

Section 7. Voting by Board of Trustees:.....	7
Section 8. Board Meetings Open to Members	7
Article IX: Indemnification.....	7
Article X: Legal Contracts.....	8
Article XI: Property Rights	8
Article XII: Dissolution.....	8
Article XIII: Clubs, Federations, or Associations	8
Section 1. Enabling and Restricting Powers:.....	8
Section 2. Club Opinion:	9
Article XIV: General Provisions	9
Section 1. The Seal	9
Section 2. Designation of Club Activities:.....	9
Section 3. Privacy:	9
Section 4. Remuneration:	9
Section 5. Policies and Practices:	9
Section 6. Amendments of Bylaws	9

Language & Statement of non-discrimination

The Trails Club of Oregon (the “Club”) shall not discriminate on the basis of race, color, religion, gender, age, national origin, marital status, sexual orientation, or gender identity 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 on the Board of Trustees. The use of “they” in these bylaws refers to any person.

Article I: Name

The name of this corporation shall be Trails Club of Oregon.

Article II: Purpose

Section 1. IRS Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific purpose for which the corporation is organized is to be a community development organization serving our local community by engaging in a broad range of strategies that promote outdoor activities, education and safety, and the exploration of nature, primarily in the Pacific Northwest, by providing activities and training opportunities related to the wilderness environment; collecting, preserving, and disseminating scientific information, memorabilia, data, and knowledge concerning the same; supporting the conservation and preservation of the natural environment; and providing and promoting hiking, backpacking, outings, and other activities. And, to also engage in activities which are necessary, suitable, or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

Article III: Membership

Section 1. Classes of Membership

There shall be six classes of membership: Provisional Member, Regular Member, Junior Member, Life Member, Golden Member, and Honorary Member

1. **Provisional Member:**
A provisional member is a new applicant who has paid the entrance fee and yearly dues but has not yet met the membership requirements or elected for regular or junior membership. (no voting rights)
2. **Regular Member:**
A regular member is a person who has met the qualifications for, been elected to, and pays the annual dues for regular membership.
3. **Junior Member:**
A junior member is a person who has met the qualifications for, been elected to, and pays the annual dues for junior membership. (no voting rights)

4. Life Member:
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.
5. Golden Member:
A golden member is a regular member who has been active in the Trails Club of Oregon for 50 years or more and is entitled to full membership privileges without payment of annual dues.
6. Honorary Member:
An honorary member is a person who has met the qualifications for and who has been elected to honorary membership.

Section 2. Requirements and Voting Rights

1. Members may be admitted upon application and approval of the Board of Trustees (the "Board"). Applicants must have attended one regularly scheduled Club function at either Tyee or Nesika Lodge and must have attended one qualifying activity scheduled by the Club and paid the entrance fee and annual dues.
2. Candidates for regular membership must be sponsored by two regular, life, golden, or honorary members, not members of the same family or the applicant's family, and they, together with the candidate, must sign the application.
3. All regular, life, golden, and honorary members shall have the right to vote on only the following matters:
 - a. The election of officers, trustees and honorary members
 - b. Changes to bylaws and annual dues
 - c. A merger, dissolution, or sale, lease, conveyance, exchange, or other disposition of substantially all property owned by Trails Club of Oregon

Section. 3 Dues

Dues and entrance fees are established by the Board and approved by the membership. Admission to and continuation of membership are contingent upon payment of dues, and any person who has not paid dues for a membership term shall automatically cease to be a member.

Section 4. Suspension and Expulsion

The Board, by unanimous vote, may suspend or expel a member. Any such suspension or expulsion must be fair and reasonable and carried out in good faith, provide 15 days notice stating the reasons for suspension or expulsion, and provide an opportunity not less than five days before the effective date of the suspension or expulsion for a member to be heard orally or in writing by a person authorized to withdraw the proposed suspension or expulsion.

Article IV: Government

Section 1. Board of Trustees

1. The Board of Trustees of the Club shall consist of no less than four (4) officers and six (6) trustees as determined by the Bylaws. Officers and trustees shall be elected annually by the membership. The term of office is specified below.
2. The officers of this Club shall be President, Vice-President, Secretary, and Treasurer, and each

officer shall be a Trustee of the Club. Officers shall be authorized to sign checks on behalf of the Club.

3. The officers of the Club shall, subject to the Charter, the Bylaws, Policies and Practices, and the authority of the Board, conduct the executive functions of the Club and perform their respective duties as hereinafter provided for.
4. The four officers and six trustees shall serve for two years as noted:
 - a. President and Treasurer elected to serve a two-year term beginning January 1 of even calendar years.
 - b. Vice President and Secretary elected to serve a two-year term beginning January 1 of odd calendar years.
 - c. Three trustees elected to serve a two- year term beginning on January 1 of even calendar years.
 - d. Three trustees elected to serve a two- year term beginning on January 1 of odd calendar years.
- b. All trustees shall serve until their successors are elected and qualified.
 5. There are no term limits.

Section 2. Nomination and Election of Officers

1. Eligibility:

A member eligible to become a Trustee must be a voting member of at least 18 years of age.
2. Nominations:
 - a. At its regular meeting in the month of July or earlier of each year, the Board shall appoint a Nominating Committee, none of whom shall be members of the incumbent Board. This committee shall nominate one qualified member to fill each upcoming vacancy on the Board. If a non-officer trustee whose term would continue for another year accepts nomination as an officer, such trustee shall continue their duties to the end of the current calendar year, leaving a vacancy in that position and a replacement trustee will be sought.
 - 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 report 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.
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.

Section 3. Board of Trustees and Voting Power

1. The Board of Trustees shall be vested with all power to direct the management of the affairs, activities, and properties of the Club. In conducting its responsibilities, the Board shall not exceed the powers set forth in the Charter and Bylaws.
2. The Board 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.
3. The Board 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.
4. Neither the Board 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.
5. Notwithstanding the specific duties assigned to the officers in Article V and to committees and committee chairpersons in Article VI, the Board may employ and compensate an executive assistant to perform any such duties of a routine nature as it may designate.
6. The Board shall consist of individuals listed above and those added by official action of the Board and the membership.
7. Officers, trustees, committee chairpersons, or committee members or appointees shall not be entitled to remuneration for the performance of such duties as pertain to their respective offices. The majority shall also not be comprised of one group whose members are related by blood, business, or marriage.
8. The President shall be chairperson of the Board of Trustees.
9. Each member of the Board shall have equal voting power among all the other members.
10. A decision of the Board is considered valid with a simple majority vote, including the approval of the President, unless otherwise specified in the Bylaws.
11. The Board shall adopt a Conflict of Interest Policy, stated in Policies and Practices, to prevent voting by disqualified individuals, as defined in IRC Section 4958(f)(1). All members who are disqualified with respect to a decision shall recuse themselves from the vote.
12. The Board shall be authorized to create any additional committees as may be deemed necessary for the management of the club.
13. The President shall be an ex officio member of every committee and can at their discretion be the chair of such committee at the time of its creation.

Section 4. Removal from the Board of Trustees

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 5. Vacancies

In the event of a Trustee vacancy, whether due to resignation or removal, the President shall be given a reasonable amount of time to nominate an individual deemed qualified in accordance with these Bylaws. The nomination must be approved by a simple majority vote of the Board.

Section 6. Resignation

Any Trustee may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of the receipt of such notice and acceptance of such resignation shall not be necessary to make it effective.

Article V: Official Functions

Section 1. Officer and Trustee duties

1. The officers, President, Vice-President, Secretary, Treasurer, and Trustees are ultimately responsible to oversee that all listed duties referenced in Policies and Practices are properly executed. The actual carrying out of necessary actions may be accomplished by any individual whom the Board sees fit.
2. Notwithstanding the powers and authority granted to the Board, 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 conduct the directives embodied therein. In the event such a resolution is passed by the membership, the Board shall be duty bound to conduct the directives contained therein unless it appears clear that the same is contrary to the Club's Charter or its Bylaws.

Trustee Positions

1. Nesika Lodge Trustee
2. Tyee Lodge Trustee
3. Membership Trustee
4. Publications Trustee
5. Outdoor Education and Outreach Trustee
6. Trips Trustee

Article VI: Committees and Appointments

Section 1. Committees:

1. The chairpersons of the various regular committees shall select the members of their committees in accordance with the Policies and Practices. The Board may, at its discretion, may appoint such Standing and Special Purpose committees as it may deem desirable and prescribe their number, duties, and duration.
2. Regular committees of which chairpersons must be members of the Board of Trustees, consisting of the following six committees: Nesika Lodge, Tyee Lodge, Membership, Publications, Outdoor Education and Outreach, and Trips.
3. Standing committees may consist of the following committees: Conservation, History, Investment, Memorial Endowment, Properties Advisory, and Social.
4. Special purpose committees

Duties and Responsibilities of Committees and Appointees are outlined in the Policies and Practices.

Article VII: Club Meetings

The club year shall coincide with the calendar year beginning on January 1st and running through December 31st.

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 in November each year.

Section 2. Special Meetings:

Special meetings of the Club shall be held whenever the Board 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:

1. Every member shall be notified at least 10 days before the date of the annual meeting. In the event of adjournment of the annual meeting for lack of a quorum, the meeting shall be rescheduled. Every member shall be notified at least 5 days before the date set for any special meeting or rescheduled meeting.
2. Publication of notice of any meeting or any adjournment thereof in the official publication of the Club and its timely distribution to members 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 a meeting.

Section 4. Quorum at Club Meetings:

1. 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.
2. The Board may have invited guests to present at any meeting so long as the President has approved it.
3. The Secretary shall keep an accurate account of the minutes that were discussed at any Annual or Board meeting. The minutes will be submitted at the next Board meeting for discussion and approval by the Board. Upon approval by the majority of the Board, the minutes shall be adopted, and all policies and practices in them will continue to be enforced.

Article VIII: Trustees and Trustee's Meetings

Section 1. Quorum at Trustees' Meetings:

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

Section 2. Meetings:

The Board 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. Waiver of Notice

Attendance of a Trustee at any meeting of the Board will constitute a waiver of notice of such meeting except where such Trustee attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Meetings by Remote Communications Technology

Subject to the notice provision aforementioned in this Article, the Trustees may also hold meetings by means of a remote electronic communications system, including video or telephone conferencing technology or the Internet, or any combination, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 5. Absence from Meetings:

Any member of the Board 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 6. Vacancy in Board or Office:

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

Section 7. Voting by Board of Trustees:

Except as otherwise provided herein, or as designated by Robert's Rules of Order, all decisions of the Board 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 may ask for a vote via email when time is of the essence and the decision must be made before the next scheduled Board meeting. An email 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 8. Board Meetings Open to Members

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

Article IX: Indemnification

The Trails Club of Oregon shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, trustee, employee, or agent of the Trails Club of Oregon of the organization against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which they

may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the club; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of trustees who are not at that time parties to the proceeding.

Article X: Legal Contracts

All contracts, deeds, waivers, and other instruments executed on behalf of the Club with an outside entity shall be pre-approved by the Board and signed by an officer of the Board. However, the Board may assign the execution and/or signing of the above instruments to appropriate committees for ongoing and normal functions of those committees as noted in the Policies and Practices.

Article XI: Property Rights

All property, real or chattel, shall be taken, held, sold, transferred, or conveyed in the Club's name.

No real or chattel property of the Club valued at more than \$1000, shall be sold, leased, mortgaged, or otherwise alienated without authorization of the Board and membership. Real or chattel property of the Club, valued at less than \$999, may be sold with authorization of the Board, only.

The President of the Club shall certify in such conveyances, leases, or mortgages.

Article XII: Dissolution

In the event that the corporation ceases to exist, all assets of this organization shall, at the discretion of the Board of Trustees be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIII: Clubs, Federations, or Associations

Section 1. Enabling and Restricting Powers:

1. 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 deems 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.
2. 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.
3. The Board 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.
4. The Board 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.

Section 2. Club Opinion:

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

Article XIV: General Provisions

Section 1. The Seal

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

Section 2. Designation of Club Activities:

No event shall be treated or advertised as a Club function unless approved by a Board Trustee and published in the Trail Blazer or on the Trails Club web site except that the leader of a trip or an event may substitute or reschedule for good cause another trip or event.

Section 3. Privacy:

This Club shall diligently watch to keep private all records concerning private information on individuals in connection with this Club. This Club must not disclose any records that may compromise information about an individual's private information.

Section 4. Remuneration:

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

Section 5. Policies and Practices:

1. The Board may enact or revise any policy or practice it deems necessary for the orderly discharge of its duties and for the welfare of the Club. An affirmative vote of two-thirds (2/3) of the Board shall be required for the passage or revision of the Club's Policies and Practices.
2. Policies and Practices shall become effective immediately upon passage, but shall be subject to ratification by the membership of the Club on request in writing of any five (5) members; such ratification or rejection to take place at any meeting called in accordance with Article V. The President shall, upon receipt of request for ratification, call a Special Meeting for this purpose if none is scheduled within the next 30 days.
3. In case of conflict between the Bylaws and any policy or practice, the Bylaws shall be deemed the greater authority.

Section 6. Amendments of Bylaws

1. Amendments to the Bylaws may be proposed by the Board of Trustees or by ten or more voting members.
2. Notice of any proposed amendment shall be given to each member at least 15 days prior to a Club meeting.

3. Amendments so proposed shall become effective upon the affirmative vote of two-thirds (2/3) of the voting members present and voting at a Club meeting.

These Bylaws adopted on this the _____ day of _____ 2024 make null and void all prior addenda, and these Bylaws supersede and replace all previous Bylaws voted on prior to this day.

Signed and certified, to be effective immediately.

These Bylaws adopted on this the _____ day of _____ 2024 make null and void all prior

_____ President of Trails Club of Oregon

_____ Vice President of Trails Club of Oregon

_____ Treasurer of Trails Club of Oregon

_____ Secretary of Trails Club of Oregon