

Committee Draft: 24 January 1996

Updated 12 June 1996 with respect to geographic area and non-voting general membership

BYLAWS
OF THE CALIFORNIA CHAPTER OF THE
LEWIS AND CLARK TRAIL HERITAGE FOUNDATION, INC.

ARTICLE I - PURPOSES

Section 1.1 The California Chapter (hereinafter referred to as "the chapter") exists as a non-profit organization in the State of California to encourage, support, and undertake, either from its own resources or jointly, projects that stimulate and advance public knowledge and awareness of the historical, social, and cultural significance and heritage of the Lewis and Clark Expedition, particularly as these may relate to the California area. This chapter shall be affiliated with the national Lewis and Clark Trail Heritage Foundation, Inc. (hereinafter referred to as the "national Foundation") The California Chapter exists primarily to carry out its mission in the geographic area of California and Nevada and to serve the needs of residents of California and Nevada.

Section 1.2 The activities of the chapter are intended to complement and supplement those of the national Foundation.

Section 1.3 The chapter will identify any expedition-related sites in its geographic area and will assist other chapters and the national Foundation in monitoring the condition of interpretive facilities and alert the national Foundation to any threats to expedition related sites.

Section 1.4 The directors of the chapter may appropriately recognize individuals or groups for work of distinction. This work may be historical research, any writing or publication, performance, artwork, act, or deed which promotes the purposes of the chapter or national Foundation. Such recognition may include, but is not limited to, scholarships, awards, stipends, or grants in amounts to be determined by the board of directors. Assistance in publication or distribution of any works encompassed by this section may also be given at the discretion of the board of directors.

ARTICLE II - MEMBERSHIP AND DUES

Section 2.1 Membership may be of three kinds: General, Contributing, or Honorary. General members and Contributing members must be members in good standing of the national Foundation. General and Contributing members are considered voting members.

A. General membership is open to any person, family, firm, association or corporation which is also a member of the national Foundation desiring to become a member upon the payment of dues established by the board of directors. Non-voting General membership is open to any person, family, firm, association, or corporation which is not also a member of the national Foundation, upon payment of dues established by the board of directors.

B. Contributing membership is conferred upon those general members contributing funds over and above the dues established for general members.

C. Honorary membership shall be granted to such persons as are determined by the board of directors or the general and contributing membership. Honorary members shall not be required to pay dues nor to be a member of the national Foundation. Honorary members may not vote.

Section 2.2 Dues shall be payable annually for chapter fiscal year. The amount of dues shall be established at the chapter meeting held in conjunction with the national Foundation annual meeting. A membership card shall be issued to each member in each classification.

Section 2.3 Each voting member of the chapter shall have one vote at the meetings thereof. If unable to attend in person the member may vote by written proxy submitted to a member in good standing at any time before any scheduled meeting.

ARTICLE III - MEETINGS

Section 3.1 A quorum for the transaction of business shall consist of nine voting members of the chapter. Proxy votes shall not be counted toward the establishment of a quorum.

Section 3.2 Two regular meetings will be held each year; one in California and one in conjunction with the annual meeting of the national Foundation. Additional regular meetings to be held in California may be called by the President at the direction of the board of directors.

Section 3.3 Special meetings may be called by the President by direction of the board, and must be called by the President at the written request of nine members in good standing. The membership shall be notified of such a meeting and its purpose three weeks prior to such meeting so members have an opportunity to plan to attend or to vote by proxy.

ARTICLE IV - OFFICERS AND DUTIES

Section 4.1 Officers of the chapter shall be: President, Vice President, Secretary, and Treasurer. These officers shall be elected at the chapter meeting held in conjunction with the national Foundation annual meeting by the members present and by proxy votes of members unable to attend. All persons elected officers shall be elected to a two-year term, but may be elected to no more than two consecutive terms, with the exception of the Secretary, who is not limited to two consecutive terms. If a person is appointed to an uncompleted term, that person may be elected to two consecutive full terms after completing the appointed term.

Section 4.2 President The President shall be the chief executive officer of the Chapter. The President shall perform all such duties as are ordinarily incident to the office. The President shall preside at all meetings of the membership and of the board of directors.

Section 4.3 Vice President In the absence of the President, Secretary, or Treasurer, or in the case of the disability or inability of the President or other officer to act, the duties of that Office shall be performed by the vice-president.

Section 4.4 Secretary The Secretary shall keep all records of the chapter including such corporate records as are required by law to be kept or which shall be kept in the best interests of the chapter. The Secretary shall keep a record of the proceedings of the meetings of the membership and of the board of directors. The Secretary shall perform all other duties as are ordinarily incident to the office or as may be required by the board of directors. The Secretary shall receive the dues of the chapter and remit same to the Treasurer after preparing membership cards in receipt thereof and maintaining a permanent record of membership.

Section 4.5 Treasurer The Treasurer shall be the financial officer of the chapter and shall receive all dues from the Secretary and any other monies received by the chapter or by individuals on behalf of the chapter and shall deposit said monies in a bank or in such instruments as are designated by the board of directors. Disbursements shall only be made upon action of a majority of the board of directors. A report of the financial status of the chapter shall be submitted to the membership at each regular meeting and a full and complete report shall be made at the end of the fiscal year of all receipts and disbursements made during the preceding year. the Treasurer shall perform all other duties as are ordinarily incident to the office or as required by the board of directors.

The board of directors may establish fiscal procedures and controls, including, but not limited to, audits, signature requirements, and counter-signatures.

Section 4.6 Fiscal Year The fiscal year of this chapter shall begin on August 1 and end on July 31 of the following calendar year.

Section 4.7 Vacancies

A. Should an officer or director be unable to complete his term of office, the remaining members of the board of directors will appoint a replacement to complete the term of office.

B. Any officer or director may be removed from office for any reason by a majority vote of the membership.

ARTICLE V - BOARD OF DIRECTORS

Section 5.1 The board of directors shall set goals, establish policy, and serve as the governing body of the chapter.

Section 5.2 The board shall consist of the four officers, the immediate past president, and four directors at large. The directors at large shall be elected by the voting membership at the first regular meeting of the fiscal year. Terms shall be staggered so that no more than two terms of the directors at large expire in the same year. No person shall be elected to the board as a director at large who is a director *ex officio*. The directors at large shall hold office for three years after the initial staggered years. No person shall be elected director at large for more than two consecutive terms. Each director shall be entitled to one vote. Proxy voting is not allowed in board of directors matters.

Section 5.3 Meetings of the board of directors may be held on the call of the President following seven days actual or constructive notice to the board membership. This requirement may be waived by unanimous consent of all board members. Meetings of the board of directors may be held by telephone, facsimile, video-conferencing, on-line, or by other technical means or by a combination of means. The method by which the meeting is held will be part of the call of the meeting made by the President. Five members of the board of directors shall constitute a quorum for the transaction of business.

ARTICLE VI - COMMITTEES

Section 6.1 The President shall appoint members of all committees. The board of directors will authorize and define the scope, powers, and duties of all committees except those whose duties are set forth in these bylaws.

Section 6.2 It shall be the duty of the board of directors to appoint a nominating committee consisting of a chairman and two members. The committee shall select a candidate for each office and seat on the board of directors where the term of the person holding the office or seat is expiring. The committee shall nominate at least one name for each office or seat expiring. The report of the nominating committee shall be filed with the secretary at least 30 days prior to the end of the fiscal year so that a mailing can be timely made to the voting membership. The election shall be by majority ballot of the members attending the annual meeting and by proxy votes presented to the secretary at the meeting before the close of balloting.

ARTICLE VII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE VIII - AMENDMENTS

Section 8.1 These bylaws may be amended by a majority vote of the members present at any regular or special meeting of the chapter, providing that previous notice of the proposed amendments has been given to the voting membership in time that they may present their views and have an opportunity to vote in person or by proxy.

ARTICLE IX - DISSOLUTION

Section 9.1 In the event of termination, dissolution, or winding up of this chapter in any manner or for any reason whatsoever, and after paying or adequately providing for debts and obligations, the remaining assets, if any, shall be remitted to the national Foundation.

ADDENDUM TO BYLAWS OF THE CALIFORNIA CHAPTER OF THE LEWIS & CLARK TRAIL HERITAGE FOUNDATION

The following changes in our ByLaws was adopted at our November 22, 2002 meeting in San Diego:

ARTICLE IV, SECTION 4.6 Fiscal Year. Moved and seconded to amend the ByLaws to conform the Chapter's fiscal year to the Foundation's which is October 1 to September 30. The motion passed unanimously.

ADDENDUM: Standing Rules were presented by President, Eleanor Ward at the Louisville Annual Meeting on July 30, 2002. The purpose of these rules is to define standard practices in response to certain events that may occur in the Chapter. After discussion it was moved, seconded and passed to adopt these:

ADDENDUM - STANDING RULES

- 1) Upon the death of an Officer or Board Member, a memorial contribution not to exceed \$100 shall be sent to the LCTHF for a Lewis and Clark project.
- 2) If an Officer or Board Member is confined at home or in a hospital for more than three days, a gift not to exceed \$30 in value may be sent. A card should be sent upon receiving information of the person's illness.
- 3) At the discretion of the President or Board, the Program Chairperson may present a gift not to exceed \$50 in value to the person giving the program presentation.
- 4) The Treasurer shall present an Annual Report to the Chapter members in September or at the Chapter meeting held in conjunction with the LCTHF Annual Meeting. (Changed to conform to new fiscal year)
- 5) The President may fill any vacancies on the Board or in the Officers by appointment until the next annual election.