

# Bylaws of the Columbia Gorge Chapter of the Oregon Nordic Club, Inc.

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## Organization Name

The name of the organization shall be the Columbia Gorge Chapter of the Oregon Nordic Club, Inc. It is organized under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Code).

## Purpose and Powers

The Columbia Gorge Chapter of the Oregon Nordic Club (Chapter) is a not-for-profit organization organized primarily for purposes of promoting Nordic skiing (also known as cross-country skiing) and associated activities, primarily in the areas of Mt Hood and Mt Adams.

The purposes of the Chapter are to:

- Provide and promote safe outdoor recreational opportunities for members and the public,
- Provide and promote safe recreational training opportunities for members and the public,
- Provide and promote opportunities for social interaction among and between members and the public.
- Help preserve, protect, and develop recreational infrastructure, such as Tilly Jane Guard Station and Nordic trail systems.

The Chapter may meet these purposes by:

- Organizing, advertising, and leading recreational outings, classes, and seminars.
- Organizing, advertising, and leading infrastructure work parties.
- Organizing action forums for matters of common interest between members and the public.
- Recruiting and encouraging members and the public to participate in Chapter activities.
- Participating and cooperating with regional and national organizations with similar purposes.
- Soliciting resources to support these activities through donations, grants, and membership dues.
- Working with appropriate local, state, and Federal agencies.

In furtherance of the purposes described herein, but not in limitation thereof, the Chapter shall have the power to accept grants, gifts, and donations, to collect and disseminate statistics and other information, to conduct research, to engage in various fund-raising activities, to conduct promotional activities including advertising and publicity in or by any suitable manner or media, and to hold such property as is necessary to accomplish its purposes.

## Membership and Dues

**Membership:** Membership of the Chapter shall be comprised of any individual, organization, business, or business representative who has an active interest in participating in and/or promoting Nordic skiing and related outdoor activities, and who support the purposes of the club as set forth in the state bylaws and these bylaws. Active members are those who have fully paid their current annual dues or provided

appropriate reciprocal services as set or accepted by the officers of the Chapter. Active members shall be entitled to vote, receive email notification and newsletters, participate in the “ski buddy” list and have access to the Tilly Jane Guard Station on weekends reserved for the Columbia Gorge Chapter. To gain eligibility for using the Tilly Jane Gard Station on weekends assigned to the Chapter, active members shall have been an active member for the preceding year.

**Dues:** Membership dues rates, or appropriate reciprocal services, shall be set and approved by the officers of the Chapter. Dues are payable annually on September 1, members in arrears more than three months after payment is due shall be dropped from membership. The membership year shall be the same as the fiscal year, both of which shall run from September 1 to August 31. A Family Membership shall include the nuclear family comprising only member parents and their minor children under 18 years of age.

## **Ski Trips and Other Chapter Activities**

**Chapter-sponsored day ski trips:** These shall have designated trip leaders, utilize sign-in sheets, and shall be announced on the ONC-CGC website calendar and by email list. Organized trips are open to CGC-ONC active members and the general public. Notification shall describe the designated leader(s), the date, trip and meeting locations, difficulty level, distance, estimated total time between departure from and return to meeting location, and cancellation protocol.

**“CGC Buddy” day ski trips:** These are of an impromptu nature and open to all CGC-ONC active members. They may be announced via the “CGC ski buddy” email list. The “CGC Buddy” trip leader shall describe the trip as with Chapter-sponsored skit trips above.

**Tilly Jane Guard Station:** Use of the Tilly Jane Guard Station is open to active members on the dates scheduled for CGC-ONC use on a first-come, first-served basis

## **Membership Meetings**

**Regular Meetings:** A general meeting of the membership shall be held semi-annually during the year.

- **Annual Business Meeting:** An annual business meeting of the general membership shall be held in the Fall for the purpose of election of officers and conducting other business which may come before the Chapter.
- **Annual Planning Meeting:** A spring meeting shall be held to review the previous winter’s activities, plan for the upcoming season, and conduct other business which may come before the Chapter.

**Special Meetings:** Special meetings of the membership may be called at any time by the president. Thirty days notice shall be given to the membership by email.

**Proxies:** At all special or annual meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary.

**Quorum:** The number of dues-paying members plus proxies present at a duly published meeting shall constitute a quorum to enact any business at a regular, special or annual meeting.

**Voting:** Any decision committing the Chapter shall be decided by a simple majority of the votes cast.

## **Executive Officers**

The executive officers of this Chapter shall be: President, Vice President, Secretary, and Treasurer.

## **Duties of Executive Officers**

Duties: The duties of the individual executive officers are as follows:

1. **President:** The President shall be the principal executive officer and shall be responsible for the general supervision of the business of the organization; shall preside at all general membership meetings; shall see that orders and resolutions are carried out; shall be authorized to sign all checks, shall maintain contact with other chapters and the State organization; shall be aware of factors affecting or concerning the Chapter's interest; shall appoint all committee chairperson.
2. **Vice-President:** The Vice-President shall assume the duties of the President in the absence, resignation or incapacity of the President.
3. **Secretary:** The Secretary shall be responsible for the keeping of an accurate record of the minutes and votes of all meetings and proceedings of the Chapter; shall maintain a roster of all members of the Chapter; shall handle all correspondence of the Chapter; shall maintain a file of the bylaws and minutes and keep them available to all members.
4. **Treasurer:** The Treasurer shall be responsible for keeping an accurate record of all financial transactions of the Chapter; shall be authorized to sign all checks, collect dues from the membership; shall maintain necessary financial accounts with reputable financial organizations, and shall authorize and approve the expenditure and disbursement of funds as necessary and as directed by the President. The Treasurer shall report the financial status of the Chapter's accounts (income, disbursements, and account balances) at Chapter meetings.

## **Election of Executive Officers**

**Nominating Committee:** A nominating committee may be appointed by the President to select candidates for office. If a Committee is appointed, it shall present the slate of candidates to the current officers at least one month prior to the annual meeting, and the recommended slate will be distributed to the membership at least one week prior to the annual meeting and election.

**Nominations:** Nominations from the floor for officers may be made by any member of the Chapter at any time prior to the election.

**Eligibility:** A candidate for office must be a member of the Chapter or represent a member institution.

**Votes:** Each attending member, institutional representative, or valid proxy shall have one vote.

**Voting:** All officers shall be elected by a plurality of voters at the annual business meeting. Members may vote through their representative or a duly authorized proxy. The types and methods of balloting shall be authorized by the current officers in a manner determined by the current officers.

**Starting Date:** Officers shall take office at the close of the annual meeting at which they are elected.

**Vacancy:** In the event of a resignation or permanent incapacity of any officer, the remaining current officers shall appoint a member to serve the unexpired term.

Removal: Removal of any officer may be recommended by a majority of the executive officers after absence from two (2) consecutive Chapter meetings. The members shall take action upon such recommendations at the next scheduled Chapter meeting.

## Committees

Tilly Jane Guard Station Standing Committee: This committee is a standing committee because of the budgetary and cultural significance of the Tilly Jane Guard Station. The committee shall be appointed annually by the President at the fall meeting. The committee's duties consist of managing the Tilly Jane Guard Station. It may negotiate with the USDA Forest Service. Its membership consists of up to five Columbia Gorge Chapter members, plus a non-voting *ex-officio* member from the Portland Chapter. Oregon Nordic Club will be included for coordinating activities between the Tilly Jane Guard Station and the "A-Frame" cabin.

Education Committee: This committee may be appointed by the President to review and coordinate Nordic skiing curriculum taught by the Chapter

Auditing Committee: This committee shall be appointed by the President to audit the Chapter's financial accounts.

*Ad hoc* committees may be appointed by the President for purposes such as bylaws revisions, planning and conduct of Chapter activities, and other Chapter business.

## Contracts, Checks, and Deposits

Contracts: A majority of the current officers of the Chapter may authorize any officer or officers, agent or agents of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such officer or officers, agent or agents of the Chapter and in such a manner as shall from time to time be determined by the resolution of the Chapter officers.

Deposits: All funds of the Chapter shall be deposited promptly (within 30 days of receipt if at all possible) to the credit of the Chapter in banks, trust companies, and other depositories as the officers select and approve.

Audits: The Chapter financial accounts will be audited annually by the Executive Officers or an *ad hoc* committee. Audit results shall be reported at the Spring Regular Meeting.

## Restrictions on Operations

No part of the assets of the Chapter shall remit to the benefit of or be distributable to its members, officers or other persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth herein.

The Chapter shall not be affiliated with promoting propaganda or participation in any political

campaign on behalf of or against any candidate for public office.

Notwithstanding any other provisions of these bylaws, the Chapter shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Code.)

### Dissolution of the Chapter

In the case of dissolution or final liquidation of this Chapter, the remaining assets of this Chapter, after paying or making provisions for the payment of all the liabilities of the Chapter, shall revert to the State organization, the Oregon Nordic Club, Inc. In the event the Oregon Nordic Club, Inc. does not exist at the time of dissolution of this Chapter, the assets will be distributed to the Oregon Mountain Rescue Council (OMRC).

### Interpretation and Amendment of Bylaws

Interpretation: Any interpretation of these bylaws shall be considered to be correct when 1) reached by majority opinion of the current executive officers, and 2) is in accordance with the Bylaws of the Oregon Nordic Club.

Amendment: These bylaws may be amended at annual or special general meetings of the members by a majority vote in-person or by proxy. A quorum, as previously described in these bylaws, must be present. Notice of meetings and the proposed bylaws amendments will be sent to all current members in correspondence at least 30 days prior to the general meeting at which they will be voted on.

Implementation: Amendments to these bylaws shall become effective immediately upon adoption.

These revised bylaws, accepted by the general membership, are adopted on October 18, 2014 by:  
month day, year

President: Olé Helgerson  
Printed Name

Signed in presence of members quorum  
Signature

Vice-President: Eliot Solway  
Printed Name

Signed in presence of members quorum  
Signature

Secretary: Lorrie DeKay  
Printed Name

Signed in presence of members quorum  
Signature

Treasurer: Skip Tschanz  
Printed Name

Signed in presence of members quorum  
Signature

### Oregon Nordic Club Approval:

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Name Title Date