**Oregon Nordic Club**

# **Bylaws of the Southern Oregon Chapter**

**Section 1-Name:**

This organization shall be known as the Southern Oregon Nordic Club, a chapter of the Oregon Nordic Club. This chapter shall be located in Jackson County, Oregon. The mailing address and meeting location shall be determined by the board of directors and may be changed from time to time.

**Section 2-Purpose:**

The Southern Oregon Nordic Club's mission is to enhance our community by promoting Nordic skiing and other non-motorized winter sports such as snowshoeing through education, trail maintenance and development, and organizing group activities.

**Section 3-Membership and Dues:**

Membership shall be granted to any individual who submits a membership form / liability waiver, pays the annual dues or is a lifetime member and supports the purposes of the club as set forth in these Bylaws, the State Articles of Incorporation and the State Bylaws.

Two types of memberships shall be offered: an Individual membership and a Household membership.

A Household is defined as one or more individuals residing at a single address. Only two members of a Household may be greater than 18 years of age. The annual dues shall be proposed by the Board and approved by the general membership and shall run from September 1 to August 31.

The privileges of any member may be restricted or the member may be removed from the club by a majority vote of the members at a general meeting consisting of at least 50% of the membership. The holding of such a vote must be announced in the newsletter prior to the meeting at which the vote is held. The results of such a vote will be effective immediately. A member may also be restricted or removed by a vote to remove by 75% of the Board of Directors. If a member is restricted or removed by the board, that person may appeal to the general membership for reinstatement. The member will be reinstated if 75% of the members present at a general meeting, at which there is a valid quorum, vote in favor of reinstatement.

**Section 4-Meetings:**

There shall be a general membership meeting held on a non-holiday day from November through April of each year or as otherwise directed by the Board. Election of the Board of Directors will be held at the April general meeting. If the election cannot be held at this meeting the Board must call a special meeting no later than May 15 for the purpose of holding the election. This special general meeting may be held in person or by telephone or email or any combination of the two.

At any general meeting where a vote is held a valid quorum must be present. A valid quorum is considered to be 15% of the general membership. A simple majority of those in attendance is required to carry a motion or resolution. Items to be voted on by the general membership must be announced in the newsletter prior to the meeting at which the vote is held. If a special general meeting requires an email vote a valid quorum is 25% of the general membership (25% of the membership must send in a vote). Five days must be allowed to respond to the vote request.

The Board of directors shall meet monthly between September and May and periodically during the rest of the year. The board shall decide the time and place for the board meeting. The President may call an emergency board meeting at any time. Board meetings, except for emergency Board meetings, shall be scheduled at least 30 days before the meeting. Any club member may attend a board meeting limited only by the space available. Space for at least two guests shall be provided at each board meeting.

All Board of Director meetings require a quorum to be present, either in person or by telephone. A quorum of board members is considered to be 50% of the directors. A simple majority of those in attendance is required to carry a motion or resolution. If a quorum is not present the meeting may or may not be rescheduled. The president will make this decision on a case by case basis.

Each Director is allowed one vote per issue at any meeting of the Board of Directors.

If an emergency board meeting is called, the subject of the meeting must be distributed to the board 3 days prior to the date of the meeting. An emergency meeting may be held by telephone, email or in person. An email vote will allow 5 days to respond.

## Section 5-Voting, Nominations:

All club members meeting the requirements of Section 3 shall have the right to vote in general meetings. Each member shall have one vote except that each household membership shall be limited to 2 votes.

The President shall appoint a committee for the purpose of nominating candidates for open Board of Director positions. These nominations will be listed in the newsletter prior to the meeting at which the Board election is held. Additional nominations for seats on the Board of Directors shall be accepted from the general membership at the meeting at which the Board election is held. Each nominee must be a club member meeting the requirements of Section 3.

## Section 6-Club Management:

The management and general direction of the Club shall be committed to a Board of Directors and such other persons as may be appointed by the Board of Directors. This Board will be elected at the April general meeting and newly elected members will serve on the board as non-voting members during a transition period, which will last through the August board meeting. At the September Board meeting the newly elected Board members are fully in charge and have voting rights.

The Board of Directors consists of President, Vice President, Secretary, Treasurer, State Representative and a number of at-large directors. The Board will determine the number of at-large directors based on the amount of work needed to be done. Board members may have specific duties as assigned by the Board.

Each Board member shall hold office for one year. If a vacancy occurs on the Board the remaining Board members may select a successor who shall serve for the balance of the term.

No member of the Board shall receive compensation for any services they render to the club except for reimbursement of actual expenses incurred. Approval of non-budgeted expenses in excess of $50 must be received from the President or the Board of Directors.

Any director may be removed from office, with or without cause, by a vote to remove by 75% of the Board of Directors. Any director may also be removed, with or without cause, by a majority vote at a general meeting consisting of 50% of the membership. The holding of such a vote must be announced in the newsletter prior to the meeting at which the vote is held. The results of such a vote will be effective immediately.

## Section 7 -Financial Management:

An annual budget shall be created and presented to the Board at the November Board meeting. This budget will include provisions for a reserve fund holding an amount equal to 1 years membership dues, an operating budget with all major expenditures itemized and a donation budget. The budget is a estimate of the clubs income and expenses. All actual expenditures must be approved by the board.

Donations to any single cause or recipient may not exceed $100 per fiscal year unless approved by a vote of 75% of the Board members present at a valid Board meeting or if used to match member donations to a cause or recipient. A maximum of $500 per fiscal year may be used to match member donations at a maximum of a dollar per dollar rate if the majority of the Board so votes. In no case may the annual total of all donations exceed 25% of our cash assets minus the reserve fund.

## Section 8-Duties of members of the Board of Directors:

1. **President** - The President: shall preside at all meetings of the Board of Directors and at all general membership meetings; see that orders and resolutions of the Board are carried out; sign or co-sign with the treasurer all promissory notes and contracts of the Chapter; participate in the preparation of the annual operating budget and submit it to the Board for their approval; appoint committees as necessary; assign duties as necessary to board members; be aware of factors affecting the club’s interest.
2. **Vice President** - The Vice President: shall perform the duties of the President in the event of the President's absence, inability or refusal to act; exercise and discharge such other duties as may be required by the Board; assist the President in all functions. Sign or co-sign with the President or treasurer promissory notes if so requested by the President or Treasurer.
3. **Secretary** - The Secretary: shall record the votes held at all meetings and record the minutes of Board meetings; shall handle all appropriate correspondence, excluding the newsletter; shall maintain a file of the Bylaws and minutes and keep them available to all members; perform such other duties as required by the Board.
4. **Treasurer** - The Treasurer: shall receive and deposit, in an appropriate bank account, all monies of the Club and shall disburse such funds as directed by the Board or the President; sign or co-sign with the President all promissory notes and contracts; keep proper books of account and ensure that an annual report of the Club’s financial condition, as of the close of business on the 31st of August, is made to the State treasurer of the Oregon Nordic Club and present this report at the October Board meeting; prepare a monthly statement of income and expenditures and present it at each Board meeting and present a verbal summary of this report at the general membership meetings; perform such other duties as required by the Board.
5. **State Representatives** - The State Representatives: shall represent the Club’s interests at all meetings of the State Organization and shall report to the Board on the nature of business conducted and accomplished at any State meeting; perform such other duties as required by the Board; ensure that club dues to the Oregon Nordic Club state organization are paid and that any other required documents or reports are provided on a timely basis.
6. **At Large Directors** - These Directors: shall perform the duties assigned by the President (newsletter editor, race coordinator, publicity, webmaster, membership, etc.) and report to the Board; perform other duties as required by the Board.

## Section 9-Fiscal Year:

The accounting year for the club will run from September 1 until August 31.

## Section 10-Amendments:

These Bylaws may be amended by a positive vote to amend by 75% of the Board of directors present at a Board meeting. This meeting must meet the normal quorum requirement for a Board meeting. The amendments will become effective 30 days after this vote.

## Section 11-Dissolution of the Club:

The club may be dissolved by a majority vote to dissolve by the Board. A resolution to dissolve will become effective 60 days after the general membership has been notified of the vote to dissolve.

In the case of dissolution or final liquidation of this Chapter, the assets 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 Chapter assets will be distributed to such organizations in the State of Oregon that the Board of Directors believes will best carry on the nonprofit purposes of this Chapter. None of the assets may be distributed to any member of the club or to any other individual.