

BYLAWS
of the
WASHINGTON STATE CHAPTER
of the
LEWIS AND CLARK TRAIL HERITAGE FOUNDATION

Article I
Purpose

Section 1.1

The Washington State Chapter (hereinafter referred to as "Chapter") exists as a non-profit organization in the State of Washington to stimulate public interest in matters relating to the Lewis and Clark Expedition of 1803 – 1806. The Chapter is affiliated with the national Lewis and Clark Trail Heritage Foundation, Inc. (hereinafter referred to as "National Foundation").

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 seek out and identify Lewis and Clark Expedition related sites and monitor the condition of interpretive facilities in its geographic area. The Chapter will assist the National Foundation in monitoring the condition of other interpretive facilities along the trail.

Article II
Objectives

Section 2.1

As an entity of the National Foundation, the Bylaws of the Chapter shall be compatible with those of the National Foundation.

Section 2.2

As an entity of the National Foundation, the Chapter shall have equal status and recognition given other chapters.

Section 2.3

scope of the Chapter is broad and diverse and includes involvement in pursuits which, in the judgment of the Board of Directors, are of historical worth or contemporary social value in matters relating to the Lewis and Clark Expedition of 1803-1806.

Section 2.4

The Board of Directors of the Chapter may appropriately recognize and honor individuals or groups for acts of distinction or achievement in the broad fields of the Lewis and Clark Expedition of 1803 – 1806.

Article III Membership

Section 3.1

Membership in the Chapter requires membership in the National Foundation.

Section 3.2

Membership in the Chapter is open to any person, family, firm, association or corporation desiring to become a member upon payment of the dues required by these Bylaws.

Section 3.3

As an entity of the National Foundation, the Chapter shall maintain no fewer than ten (10) members.

Section 3.4

Each membership of the Chapter shall have no more than one vote at the meetings thereof. If a member is unable to attend a meeting in person, the member may vote by written proxy submitted to the Secretary at any time before any scheduled meeting.

Section 3.5

Section 3.5

The Chapter membership dues, in an amount determined by the Board of Directors, shall be payable on an annual basis in January of each year. Dues shall be kept as low as possible to encourage wide membership; however, members are encouraged to make additional donations to support the organization.

Article IV Meetings

Section 4.1

The Chapter shall have a minimum of four (4) regular meetings each year, a chapter requirement of the National Foundation. The annual meeting and election of officers will be held the first regular meeting of the the year. A chapter meeting will be held in conjunction with the annual meeting of the National Foundation.

Section 4.2

Time and place of the Chapter meetings shall be determined by the Board of Directors. The Secretary shall notify the membership of all proposed meeting times and places, giving consideration to appropriate notification of the membership.

Section 4.3

Special meetings may be called by the President by direction of the Board of Directors. Special meetings may be called by the President at the written request of nine (9) members in good standing. The membership shall be notified of such special meeting and its purpose three (3) weeks prior to such meeting so members have an opportunity to attend or to vote by proxy.

Section 4.4

A quorum for the transaction of business shall consist of nine (9) voting members of the Chapter. Proxy votes shall not be counted towards the establishment of a quorum.

Article V Officers

Section 5.1

Officers of the Chapter shall be: President, Vice President, Secretary, and Treasurer. These officers shall be elected at the first regular meeting of the year by the members present and by proxy votes. Officers shall be elected to a one (1) year term but may be elected to no more than two (2) consecutive terms, except the Secretary, who may serve without limit.

Section 5.2 President

The President shall be chief executive of the Chapter. The President shall perform all such duties incidental to the office. The President shall preside at all meetings of the Chapter and the Board of Directors.

Section 5.3 Vice President

The Vice President shall assist the President and performs all duties incidental to the office. In the absence, disability or inability of the President to act, the duties of the office shall be performed by the Vice President.

Section 5.4 Secretary

The Secretary shall keep a record of the proceedings of all Chapter meetings and maintain a permanent record thereof. The Secretary shall keep a record of all Board of Directors meetings and maintain a permanent record thereof. The Secretary shall perform all duties incidental to the office.

Section 5.5 Treasurer

The Treasurer shall be the financial officer of the Chapter. The Treasurer shall safely keep all monies of the Chapter and pay out same by check or draft signed by the Treasurer on agreement of the President. The Treasurer shall report to the membership at regular meetings an account of all transactions conducted. The Treasurer shall present a full statement on the financial condition of the Chapter at the first regular meeting of the year. The Treasurer shall also perform all other duties incidental to the office, or as may be required by the Board of Directors.

Section 5.6

Any officer may be removed by a majority vote of the membership for malfeasance.

Section 5.7

An officer, with the exception of the President, unable to complete a term of office shall be replaced by the Board of Directors, who shall appoint a replacement to complete the term of office.

Article VI Board of Directors

Section 6.1

The business affairs of the Chapter shall be controlled and directed by the Board of Directors. The Board of Directors shall be composed of the president, Vice President, Secretary, Treasurer, past president and four (4) Board Members at large. Consideration should be given to maintaining a geographical balance among Board members. The Board Members at Large shall be elected at the first regular meeting of the year by the membership present and by proxy votes. The Board Members at Large shall hold office for a term of one (1) year, but may be elected to consecutive terms.

Section 6.2

A Board Member at Large may be removed by a majority vote of the membership for malfeasance.

Section 6.3

If a Board Member at Large unable to complete a term of office shall be replaced by the President, who shall appoint a replacement to complete the term of office.

Section 6.4

Board of Directors meetings must have a quorum of five (5) members in attendance for the transaction of business.

Section 6.5

Board of Directors unable to attend a meeting may vote on a particular issue or issues by proxy, but are not considered part of the quorum requirement.

Section 6.6

Meetings of the Board of Directors may be held on the call of the President following seven (7) days or consecutive notice.

Article VII Committees

Section 7.1

The President shall appoint all chairpersons of all committees. The Board of Directors shall authorize and define the scope and duties of all committees. The Vice President may serve as Chairperson of the Program Committee.

Section 7.2

There shall be two (2) standing committees for the Chapter: Membership and Program. Ad hoc committees necessary to fulfill Chapter objectives may be created by the Board of Directors.

Section 7.3

It shall be the duty of the Board of Directors to appoint a nominating committee consisting of a chairperson and two (2) members. The nominating committee shall select a candidate for each office and Board Members at Large and conduct all business of the election. The report of the nominating committee shall be filed with the Secretary at least thirty (30) days prior to the end of the calendar year so that a mailing can be timely made to the membership for the first annual meeting of the Chapter.

Article VIII
Amendments

Section 8.1

The Bylaws of the Chapter may be amended by a majority vote of the membership at any regular meeting of the Chapter. Prior written notice of the amendment shall be sent to the membership by the Secretary three (3) weeks in advance of the meeting.

Article IX
Parliamentary Procedure

Section 9.1

Roberts Rules of Order shall be used for all Chapter and Board of Directors meetings as the authority for matters of procedure.

Article X Dissolution
Section 10.1

A majority vote of the membership may dissolve the Chapter. Following the dissolution, any assets of the Chapter shall go to the National Foundation.

Bylaws adopted by unanimous vote of the membership on November 22, 1997.