

BYLAWS OF THE OREGON TRAIL STATE VOLKSSPORT ASSOCIATION, INC.

ARTICLE I General

Section 1. Name. The name of the corporation, as stated in its Articles of Incorporation, shall be the Oregon Trail State Volkssport Association, Inc. The abbreviated name shall be OTSVA and such abbreviated name shall hereinafter refer to the corporation in these Bylaws.

Section 2. Purpose. These Bylaws are established to implement the Articles of Incorporation of OTSVA and the Constitution and Bylaws of the American Volkssport Association (AVA) and the International Federation of Popular Sports (IVV).

Section 3. Remuneration. No part of the net earnings of OTSVA shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons. OTSVA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in these Bylaws.

ARTICLE II Purpose

Section 1. Purpose. OTSVA is a non-profit, voluntary membership corporation, organized under the laws of the State of Oregon and organized exclusively for charitable and educational purposes under Section 501 (c)(3) of the Internal Revenue Service Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). The goals of OTSVA are:

- (a) promote the activities of the AVA and the IVV;
- (b) promote the public health, physical fitness, and well-being of the people of the State of Oregon by organizing, promoting, and conducting scheduled programs of noncompetitive, family-oriented, participatory, lifetime sports including, but not limited to, walking (including jogging and running), bicycling, swimming, cross-country skiing, and such other events as may be sanctioned by the AVA and the IVV;
- (c) encourage and support participation in the above mentioned events;
- (d) promote the exchange of ideas, goodwill, friendship, and good sportsmanship among clubs and individuals dedicated to these purposes; and perform any lawful act which may be necessary or desirable for the furtherance of the objects as stated in the OTSVA Articles of Incorporation and in the Constitution and Bylaws of the AVA and the IVV.

Section 2. All activities of OTSVA shall be carried on so as to be responsive to the needs of all persons, without regard to race, religion, sex, age, national or cultural origin, place of residence, economic circumstances, lifestyle, or social status.

ARTICLE III Residence

Section 1. Location: The principal office of OTSVA shall be located in the State of Oregon.

Section 2. Exceptions. OTSVA may have other offices as the Steering Committee may designate or as the business of OTSVA may require from time to time.

ARTICLE IV

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OTSVA Membership

Section 1. Membership. There shall be two classes of membership in OTSVA – regular membership and honorary membership.

Section 2. Regular membership. Every regular member club must be operated as a non-profit organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue Law). Regular membership shall consist of AVA chartered clubs located within the State of Oregon. Every regular member club is entitled to participate in activities conducted for member clubs, to file petitions, and to exercise the right to vote. Each regular member club shall have one vote at OTSVA meetings. All member clubs of OTSVA are obligated to:

- (a) promote the aims and goals of the AVA and OTSVA to the best of their abilities;
- (b) uphold the reputation of the AVA and OTSVA at all times;
- (c) obey the Bylaws;
- (d) pay dues; and
- (e) report all changes in officers to the OTSVA Secretary.

Section 3. Honorary membership. OTSVA may tender honorary membership to any individual, organization, or club who; by example, status, or action; has promoted the purposes or programs of OTSVA. Honorary membership does not grant any voting privileges.

Section 4. The duties of the membership shall include, but not be limited to:

- (a) electing the officers of OTSVA;
- (b) approving appointments to the Steering Committee;
- (c) reviewing the actions of the Steering Committee;
- (d) reviewing and approving the annual budget of OTSVA and the Treasurer's report(s);
- (e) reporting the activities of OTSVA, the AVA and the IVV to member clubs; and
- (f) approving the policies of OTSVA.

Section 5. The OTSVA membership shall consist of one (1) representative designated by each member club and each member of the Steering Committee. In the absence of the designated club representative or a designated alternate, a member of the club present at the meeting shall be empowered to serve as that club's representative. Each Steering Committee member, excluding the OTSVA President, and each member club representative shall be entitled to one (1) vote, with the OTSVA President empowered to vote only in the case of a tie. Representatives and alternates shall be members in good standing of the clubs they represent.

Section 6. Annual Meeting. The annual meeting of OTSVA shall be held on a date determined by the membership for the purpose of electing officers, approving steering committee members, and transacting such other business as may come before the meeting. Such meetings shall be open to any member of the AVA, IVV, or member club, although only those authorized herein may vote.

Section 7. Regular Meetings. OTSVA shall meet at least quarterly. The meeting and place shall be determined by the membership and said meeting shall be held in conjunction with a sanctioned event.

Section 8. Special Meetings. Special meetings may be called by or at the request of the OTSVA President, any two (2) steering committee members, or any two (2) member clubs. The person or persons authorized to call special meetings may fix the time and place within Oregon for the special meeting. Written notice of a special meeting of OTSVA shall be mailed to each member club at least fifteen (15) days prior to such meeting. The purpose of the special meeting shall be stated in the notice of the special meeting and no business shall be transacted except that mentioned in the notice.

Section 9. Quorum. In order for business to be transacted at any OTSVA meeting, at least 33% of the member clubs must be represented by their designated representative, designated alternate or a member of the club at the meeting (members of the steering committee count towards attaining a quorum).

- (a) If there is business that needs a vote of OTSVA, the membership may call for all clubs to be polled by a mail-in ballot.
- (b) Such ballot shall be sent to the respective clubs and shall be returned to the OTSVA Secretary within the date established by the membership.

ARTICLE V Steering Committee/ Board of Directors

Section 1. General Powers. The Steering Committee shall manage the business and affairs of OTSVA. The duties of Steering Committee shall include, but not be limited to:

- (a) performing the duties of the governing body of OTSVA as prescribed by State Law, the Constitution and Bylaws of the AVA and the IVV, and the Articles of Incorporation and Bylaws of OTSVA;
- (b) becoming the permanent guiding function and creative influence for OTSVA;
- (c) carrying out the day to day operations under guidelines as defined in the standing rules;
- (d) acting as the Board of Directors of OTSVA; and
- (e) reporting to the membership at each OTSVA meeting.

Section 2. Membership, Tenure and Qualifications. The Steering Committee shall be composed of the four (4) current OTSVA officers (Executive Committee) and additional appointed Directors. The additional Directors shall be selected by the seated officers and approved by the membership. Each appointed Director shall be a member of the Steering Committee for a term of one(1) year. Directors may be re-appointed at the end of their tenure. No limits exist for the number of one-year terms they may serve. OTSVA committee chairpersons are automatically members of the Steering Committee. Steering Committee members are subject to the same confirmation by the OTSVA member clubs.

Section 3. Meetings. The Steering Committee shall meet at least once every two (2) months, but may meet as many times as it deems necessary in order to carry out the business of OTSVA.

Section 4. Vacancies. OTSVA officer vacancies and appointed Steering Committee member vacancies shall be filled by vote of the OTSVA membership at the next OTSVA meeting. Should any OTSVA officer vacancy create a hardship on OTSVA by being left vacant until an election can be held, the remaining members of the Steering Committee may appoint a pro tem officer, to do the duties of that position, until the membership can elect a replacement.

Section 5. Compensation/Expense Reimbursement. Payment for expenses incurred for the good of OTSVA shall be determined by the Steering Committee.

ARTICLE VI Officers

Section 1. Number. The officers of OTSVA shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the OTSVA membership. Such other officers and assistant officers as may be deemed necessary may be elected, or appointed by the OTSVA membership.

Section 2. Eligibility. Any person who is a member in good standing of a member club in good standing with OTSVA shall be eligible for office in OTSVA.

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Section 3. Term of Office. The officers of OTSVA shall be elected by written ballot at the annual meeting. Each officer shall serve for two (2) years beginning on August 1 following an election and hold office until a successor has been elected, unless the officer resigns or is removed. No person may serve more than two (2) consecutive terms in the same elected office.

Section 4. Nomination of Officers. Nomination of officers shall be by a Nominating Committee. This committee shall consist of two (2) to three (3) members appointed by the President at least three (3) months prior to the annual meeting. The President shall establish the date for the first meeting. The committee shall choose its chairperson.

- (a) The committee shall solicit and accept names for nominees from the membership and from member clubs. Consent for all nominees must be obtained prior to the names being placed for consideration.
- (b) A written report of the Nominating Committee shall be mailed to each member club at least thirty (30) days prior to the annual meeting. Any regular member of OTSVA or of a member club may then nominate a person whose name is not already on the slate by sending that person's name to the chairperson of the Nominating Committee at least ten (10) days prior to the annual meeting, together with the nominee's written consent to the nomination.

Section 5. Election of Officers. The President and Secretary of OTSVA shall be elected by written ballot at the annual meeting of OTSVA in even numbered years. The Vice President and Treasurer of OTSVA shall be elected by written ballot at the annual meeting of OTSVA in odd numbered years. The ballots shall be returned to the chairperson of the Nominating Committee. Members of the Steering Committee are not eligible to vote in the election of the state officers.

Section 6. Removal. Any officer elected or appointed by the OTSVA membership may be removed by the OTSVA membership whenever, in its judgment, the best interest of OTSVA would be served thereby. Such removal shall require the affirmative vote of two-thirds (2/3) of the club membership, provided that notice of any proposed removal was mailed to all member clubs at least thirty (30) days prior to the meeting at which proposed removal is to be balloted upon.

Section 7. Vacancies. A vacancy in any elected office, other than President, because of death, resignation, removal, disqualification, or otherwise, shall be filled for the unexpired term at the next OTSVA meeting by vote of the membership. The Vice President shall automatically fill a vacancy in the office of the President.

Section 8. President. The President shall be the principal executive officer of OTSVA and, subject to the Steering Committee's control, shall supervise the business and affairs of OTSVA. When present, the President shall preside over all Steering Committee and OTSVA meetings. The President shall coordinate the work of the officers and committees, serve as an ex-officio member of all committees except the Nominating Committee, and act as a representative of OTSVA at meetings of other organizations, although the President shall not make commitments in the name of OTSVA without prior approval of the Steering Committee. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Steering Committee.

Section 9. Vice President. The Vice President shall promote volkssports through various means, such as news releases, speaking engagements, information booths, and in general shall perform such other duties as may be assigned by the Steering Committee. In the absence of the President, the Vice President shall assume the duties of the President.

Section 10. Secretary. The Secretary shall:

- (a) keep the minutes of all OTSVA membership meetings and Steering Committee meetings and distribute them to members in a timely manner;
- (b) maintain a list of all member clubs, member club officers, representatives, and/or alternates;
- (c) handle correspondence of OTSVA; and
- (d) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Steering Committee.

Section 11. Treasurer. If required by the Steering Committee or the OTSVA membership and at OTSVA's expense, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Steering Committee or the OTSVA membership shall determine. The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds of OTSVA and deposit all such monies in the name of OTSVA;
- (b) prepare a report (Balance Sheet and Income Statement) for each OTSVA meeting;
- (c) prepare an annual budget; and
- (d) in general, perform all of the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Steering Committee.

ARTICLE VII Committees

Section 1. Appointment. The President or the Steering Committee may appoint such committees as may be deemed proper and necessary to fulfill the objectives and purposes of OTSVA. Such committees shall be directly responsible to the President or the Steering Committee and shall serve at the pleasure of the Steering Committee and/or the membership.

Section 2. Reports. When directed by the President or the Steering Committee, each committee shall prepare a written report for presentation at the annual meeting and at such other time as may be requested.

Section 3. Internal Review Committee. The President shall appoint a committee of two (2) to three (3) persons to perform an annual review of the books of OTSVA as of the end of the fiscal year (June 30). The committee shall complete the review within four (4) months after the end of the fiscal year (June 30) and prepare a written report for presentation to the OTSVA membership at the next regular meeting after completion of the audit review. In addition, the committee shall be available to review the books of any member club at the request of the member club's representative or alternate to this membership.

Section 4. Standing Committees. The Steering Committee shall appoint the following committees. Each committee should be made up of at least two (2) people.

- (a) Publication committee
- (b) Recognition committee
- (c) Events committee
- (d) Publicity committee
- (e) Training committee
- (f) Web site committee
- (g) Walk Oregon Challenge committee

ARTICLE VIII Dues and Fees

Section 1. Dues and Fees. The Steering Committee may establish, with the approval of the membership, such dues or other fees for membership in OTSVA as are in conformance with AVA and IVV policies and procedures.

- (a) Annual Dues. Member clubs, except OTSVA, shall pay annual dues. These dues shall be billed prior to May 1 of each year and are due and payable to OTSVA on or before June 30 of each year.
 1. If a member club's annual dues are not received by OTSVA within forty-five (45) days of the due date, a late fee may be assessed.
 2. If there is no response from the member club by August 31, the member club will lose its good standing status with OTSVA and will not be allowed to vote at any state meeting until the delinquency has been rectified. The club will be notified of the delinquency in writing by the president of OTSVA.

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(b) Event Fees.

1. OTSVA Participation Fee. A fee for each paying participant in an AVA sanctioned volkssporting event shall be paid to OTSVA. This fee shall be in addition to that paid the AVA for each paying participant.
2. Postponement of Payment. Requests for postponement of payment of participation fees must be submitted in writing to the Steering Committee.

(c) Late Fees. The Steering Committee may establish and impose penalties for the late payment of any debt to OTSVA.

(D) Delinquencies. Member clubs which are delinquent in the payment of debts to OTSVA and which have not received prior approval for the postponement of payment of fees will be reviewed by the Regional Director who will determine whatever action is necessary. Member clubs which have not rectified their delinquencies forty-five (45) days prior to any OTSVA meeting shall be denied voting privileges at that meeting.

ARTICLE IX
Fiscal Year

Section 1. Fiscal Year. The fiscal year of OTSVA shall be from July 1 of a given year through June 30 of the following year.

ARTICLE X
Amendments

Section 1. Amendments. These Bylaws may be amended at any regular or special meeting of OTSVA upon the affirmative vote of two-thirds (2/3) of the member clubs present. Notice of any proposed amendment will be mailed to all member clubs at least sixty (60) days prior to the meeting at which proposed amendment is to be balloted upon.

ARTICLE XI
Parliamentary Procedures

Section 1. Parliamentary procedures. In all questions of parliamentary procedures, Roberts Rules of Order, Newly Revised, shall prevail in all cases not covered by the Articles of Incorporation of OTSVA or these Bylaws.

Section 2. Any voting member in attendance at a meeting may request the use of Roberts Rules of Order be used for the conduct of that meeting.

ARTICLE XII
Dissolution/Liquidation

Section 1. Dissolution. Dissolution of OTSVA shall only be by the affirmative vote of the majority of voting members present at a specially called meeting held for the specific purpose of dissolving OTSVA.

Section 2. Liquidation. Upon dissolution of OTSVA, the OTSVA membership shall instruct the Treasurer to pay or make provisions to pay all of the liabilities of OTSVA. The membership will also determine by majority vote where any remaining assets are to be transferred. Such assets are to remain in the State of Oregon and are to be transferred to and for the benefit of an Oregon Volkssport club(s) formed as a public benefit corporation pursuant to ORS 65.044 to 65.067 and qualified as a public benefit corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of the Oregon Trail State Volkssport Association, Inc. and that the foregoing Bylaws comprise the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting held on the 26th day of January 2013.

Dated: _____

Signed: _____
Secretary