

# <sup>1</sup>Lewis and Clark Trail Heritage Foundation, Inc.

Model Chapter Bylaws approved 1-27-08

## **ARTICLE I.**

### **Location of the Registered Office and Principal Office**

#### Section 1.1 Registered Office

If incorporated, the registered office of the \_\_\_\_\_ Chapter of the Lewis and Clark Trail Heritage Foundation, Inc., hereinafter called the Chapter, shall be at \_\_\_\_\_, unless or until changed by resolution of the Chapter Board of Directors.

#### Section 1.2 Principal Office

The principal office of the Chapter shall be in care of the sitting president.

#### Section 1.3 Purpose

The purpose of this chapter is to organize education and stewardship programs and projects to promote public interest and awareness in the stories of the Lewis and Clark Expedition; to assist the Foundation with the preservation and protection of the Lewis and Clark National Historic Trail; and to promote and support the Foundation's mission, goals and objectives at the local level.

This chapter is organized exclusively for charitable, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons; except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the chapter purposes.

No substantial part of the Chapter activities should include attempting to influence legislation. The Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the Chapter shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE II.**

### **Relation of the Chapter to the Lewis and Clark Trail Heritage Foundation, Inc.**

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## Section 2.1 Bylaws

As a chapter of the Lewis and Clark Trail Heritage Foundation, Inc., hereinafter referred to as the Foundation, the bylaws of the Chapter shall be compatible with those of the Foundation.

## Section 2.2 Annual Reporting

**Chapters shall comply with applicable state and federal laws and Foundation Board policies. Chapters will file the following reports with the Foundation each year:**

**Chapter Annual Report:** The Chapter Annual Report is to be submitted to the Foundation no later than November 1<sup>st</sup> every year. Included in the Chapter Annual Report are the Treasurer's Report, Volunteer Hours Report, and a Chapter Membership Roster. Details on compliance and the Annual Report Form are included in the Chapter Operations Guide.

**Foundation Group Tax Exemption Form:** The Foundation Group Tax Exemption Form is to be submitted to the Foundation no later than May 15<sup>th</sup> every year by each Chapter regardless of 501 c 3 status or chapter decision to be included in that year's Group Tax Exemption. The Foundation Group Tax Exemption Form is included in the Chapter Operations Guide.

## **ARTICLE III.**

### **Membership**

#### Section 3.1 Membership

Chapter membership is open to any person, association or corporation upon the payment of the dues required by these Bylaws. For chapters formed before February 1, 2008, chapter membership does not also require foundation membership. However, foundation membership should be strongly encouraged. For chapters formed on or after February 1, 2008, membership in the Chapter requires membership in the Foundation.

The Chapter membership list shall be furnished to the Foundation at least once a year to be included in the Chapter's Annual Report. Member information is for the exclusive use of the Foundation and Chapter and not to be used for any individual's commercial gain, solicitation, or promotion of other than foundation or chapter activity.

#### Section 3.2 Dues

Dues payable to the \_\_\_\_\_ Chapter shall cover the fiscal year October 1 to September 30 and shall be remitted to the chapter treasurer annually upon receipt of invoice. A receipt showing payment of dues and indicating membership in the Chapter shall be issued by the Treasurer to each member, after which the Treasurer will notify the Secretary of a member's good standing.

#### Section 3.3 Vote

Each member shall have one vote at chapter meetings.

**ARTICLE IV.**  
**Meetings**

Section 4.1 Meetings

There will be a minimum of two (2) chapter meetings each year. The Annual Business Meeting will be the last meeting of the year. This meeting shall include all annual reports, committee reports, budget approval for the following fiscal year, and the election of officers and other directors. The Chapter Board of Directors will determine the time and place of each meeting.

Section 4.2 Special Meetings

At any time a call for a special meeting of members may be issued by the Chapter President or by the Board of Directors.

Section 4.3 Quorum

The Chapter general membership shall establish what constitutes a quorum for regular and special meetings.

**ARTICLE V.**  
**Officers**

Section 5.1 Enumeration

The officers of the Chapter shall be a President, Vice President, Secretary, and Treasurer. The same individual may simultaneously hold more than one office in the chapter. All officers shall be elected to a one-or two-year term, as determined by the chapter, and may be elected to consecutive terms. The Officers shall serve on the Chapter Board of Directors.

Section 5.2 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 and as directed by the Chapter. The Chapter President shall preside at all meetings of the members and the Chapter Board of Directors.

Section 5.3 Vice President

In the absence of the President, or in the case of the disability or inability of the President to act, the duties of the Office shall be performed by the Chapter Vice President.

Section 5.4 Secretary

The Chapter Secretary shall keep a record of the proceedings of the meetings of the members and of the directors. The Secretary shall also keep such corporate records, including membership records and member volunteer hours, as are required to be kept or shall be kept for the best interest of the Chapter.

The Secretary shall join with the President in executing all written instruments on behalf of the Chapter. The Secretary shall keep a current file of members, and perform all other duties as may be required by the Board of Directors. The Secretary is encouraged to send meeting minutes to the Foundation within 30 days of each meeting.

#### Section 5.5 Treasurer

The Chapter Treasurer shall safely keep all chapter monies and pay out the same by check or draft.

At the Annual Chapter Business Meeting, the Treasurer shall give the members an accounting of all transactions conducted in that year and the financial condition of the Chapter. The Treasurer shall keep an accurate account of all receipts and disbursements in books belonging to the Chapter and of all transactions to the office. The Treasurer shall deposit all dues, donations and memorials of the Chapter in a bank designated by the Board of Directors. The Treasurer shall perform all other duties as are ordinarily incident to the office, or as may be required by the Chapter Board of Directors and the Foundation. The Treasurer shall send annual financial reports to the Foundation.

### **ARTICLE VI. Finance**

#### Section 6.1 Fiscal Year

The fiscal year of the Chapter shall begin on the 1st day of October each year and end on the 30th day of September of the following year.

#### Section 6.2 Income and expenditures

Should the Treasurer be absent or otherwise unable to sign checks as specified under Section 5.5, one of the Chapter Board Members, in descending order as defined in ARTICLE VII, Section 7.1, shall assume cosignatory duties on any designated bank accounts and act in the Treasurer's stead.

### **ARTICLE VII. Board of Directors**

#### Section 7.1 Organization

The business affairs of the Chapter shall be directed and approved by the Chapter Board of Directors. The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, and two (2) members-at-large. The immediate past president shall also serve as a director. The at-large directors shall hold office for a term of one (1) or more years and may be elected to consecutive terms.

## Section 7.2 Meetings

Meetings of the Chapter Board of Directors may be held at the call of the President after adequate prior notice of the time, place and purpose of the meetings has been provided to the Board members. The president may initiate individual or conference communications to establish a Board of Directors quorum decision.

## Section 7.3 Quorum and Voting

The Chapter Board of Directors shall establish what constitutes a quorum for the transaction of business. Each director shall be entitled to one (1) vote.

## **ARTICLE VIII. Chapter Standing Rules**

### Section 8.1 Adoption

Initial Chapter Standing Rules (i.e. annual dues; meeting dates, times and places; committee duties) shall be adopted by the Board of Directors and proposed to the membership for a majority vote of chapter members present. Thereafter, Standing Rules shall consist of only such rules as may be adopted without previous notice by a majority vote at any Chapter Board of Directors meeting.

### Section 8.1 Revisions

Any rule may be amended by majority vote at any chapter meeting. The Board of Directors shall revisit all rules at its first meeting of each fiscal year and may delete any rule that the Board shall deem no longer applicable.

## **ARTICLE IX. Chapter Committees**

### Section 9.1 Appointments and Responsibilities

The Board of Directors will authorize and define the powers and duties of all committees except those whose function and scope of authority are set forth in these bylaws. Each committee will conduct a particular phase of chapter business that is consistent with the purposes of the Chapter and within the operational guidelines adopted by the membership.

### Section 9.2 Standing Committees

The standing committees of the Chapter shall include such as the Board of Directors may designate. The President may appoint chairpersons of such committees and define their duties according to Foundation guidelines or as necessary to the successful function of the Chapter.

## **ARTICLE X.**

**Rules of Order**

Section 10.1 Rules of Order

Meeting protocol shall be dictated by consensus, but if deemed necessary by the President, *Roberts Rules of Order* may be used to provide order to proceedings.

**ARTICLE XI.**

**Amendments**

Section 11.1 Amendments

Amendments to the bylaws may be submitted to the Foundation Executive Committee for approval. Upon approval by the Foundation, amendments shall go into effect immediately upon notification of the Chapter.

**ARTICLE XII.**

**Dissolution**

Section 12.1 Dissolution

In the event of termination or dissolution of this corporation, and after paying or adequately providing for its debts and obligations, any remaining assets shall be distributed to the national Foundation.

200\_\_ : Attested to this \_\_\_\_ day of \_\_\_\_\_;

President

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\_\_\_\_\_

Secretary

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