

CHEMETETAN BY-LAWS

(Effective April 27, 2011)

ARTICLE 1 MEMBERSHIP

Section 1: There shall be three classes of membership: adult, junior and life. Adult and adult life memberships shall have the power to vote and hold office.

Section 2: Any person of good standing in the community shall be eligible to apply for membership in the Club after having completed as least two scheduled qualifying trips. Applicants under 18 years of age shall be considered for junior membership.

Section 3: Applications for membership shall be made in writing to the Membership Secretary, endorsed by at least two members who are in good standing and accompanied by satisfactory proofs of eligibility and by the required application fee. After approval by the membership Secretary, applications for membership shall be acted upon by the Executive Council at a regular Council meeting. The vote may be by either oral or written ballot, at the option of the Council. Election to membership shall be by a majority of Council members present and voting.

Section 4: Anyone who has been a member in good standing for at least ten years may become a life member by payment to the Membership Secretary of the fee hereinafter provided.

Section 5: The Executive Council shall have the power, by unanimous vote of all its members, to expel any member of the Club for such cause as shall in its opinion justify its action. Such action shall not be taken until due notice of the charge has been sent to the member in question at his/her last known address and a reasonable opportunity afforded him/her for making defense. A copy of such charge shall be placed in the hands of each member of the Council at least two weeks prior to the meeting at which action is taken. Any member so expelled shall have the right to appeal at the next Annual Meeting of the club, or at a special meeting called for that purpose.

ARTICLE II DUES

Section 1. Every applicant for membership shall submit with the application a fee to be determined by the Executive Council.

a. If the application is acted upon by the Executive Council before October 1 of any year, the application fee shall cover membership from date of acceptance through December 31 of that year.

b. If the application is acted upon by the Executive Council between October 1 and December 31, the application fee shall cover membership for the remainder of that calendar year and the entire following calendar year.

Section 2: Adult and junior members shall pay annual dues in an amount which may be changed only by the vote of a majority of those members in attendance and voting at a special meeting called for that purpose. Such a meeting shall be called prior to November 1 of the year preceding the proposed change. Dues shall be due on January 1 of the calendar year.

Section 3: Any member whose dues are unpaid after January 31 shall be dropped from the Club.

Section 4: Any person who has resigned from membership, or who has been dropped from membership for non-payment of dues, may be reinstated by a vote of the Council upon payment of the dues for the current year plus the payment of a reinstatement fee. The reinstatement fee shall be established by the Executive Council.

Section 5: The fee to be paid by a life member shall be determined by the Executive Council.

Section 6: Annual dues shall be waived for persons who have been a member of the Chemeketans in good standing for 50 or more consecutive years.

ARTICLE III EXECUTIVE COUNCIL

Section 1: The affairs of this organization shall be controlled and managed by a board of nine directors who shall be known as the Executive Council. The Council shall have power to conduct the general business of the organization subject to its Articles of Incorporation and its By-Laws, and to make general rules not inconsistent therewith; to appoint all committee chairs and to fill vacancies in their own number.

The nine directors shall be elected by the membership for staggered three-year terms. Each year of a term shall be from the close of one Annual Meeting until close of the next Annual Meeting.

Section 1A. For transition to the newly-adopted election procedure for the Executive Council for 2012, the election in October 2011 will elect Council members for the following terms:

3-year terms (2012-2015) Three members new to the Council.

2-year terms (2012-2014) Three members.

1-year terms (2012-2013) Three members.

In yearly elections thereafter, three Council members will be elected.

Section 2: The Executive Council shall hold a regular meeting each month at a time to be fixed by vote of the Council. Notice of such date and any change thereof shall be promptly sent by electronic means to members and published in the monthly publication of the Club. Special meetings may be called at any time by the President, and in his/her absence, by the Vice-President, by giving 24 hours notice, either written or oral, of the same to all members of the

Council who are within the state at the time of such notice. Attendance at a meeting of the Executive Council where the notice was given shall be a waiver of the 24-hour notice. A majority of the members shall constitute a quorum for the transaction of business.

Section 3: The members of the Executive Council shall be nominated and elected as follows: by the regular July meeting, the Council shall appoint from the Club at large a Nominating Committee of five whose duty is shall be to present a ticket of at least one nominee for each open position. The Nominating Committee shall file its report with the Vice President not later than September 1. Individuals may also be nominated by petition. Such petition must state the name of nominee and be signed by at least 10 adult or life members of whom one shall be the nominee. The petition shall be presented to the Vice-President not later than September 1. The Vice-President shall cause to be published immediately in the monthly publication a list of the nominees presented by the Nominating Committee and by a list of nominees presented by petition. The Vice-President shall at least three weeks prior to the Annual Election, have printed and mailed to each adult and life member in good standing a ballot of such nominees. A member in good standing for the purposes of the Annual Election is one who is a member as of October 1 of the current year. This ballot shall have the names of all nominees arranged in alphabetical order, with blanks spaces for the insertion of any additional names, and opposite each name a space for the marking of an "X". If any such candidate is a member of the existing Council, the word "incumbent" shall be printed after his/her name.

Upon each ballot shall be the following words: "Ballot for officers of the Chemeketans. Annual Election, October 31. Directions for Voting: Vote for three or fewer candidates of your choice. Blank lines are provided for the purpose of inserting write-in candidates if the voter so chooses. Sign your name on the envelope; otherwise the ballot will not be counted. Mail your ballot. The election will be so conducted by the Club as to keep such vote secret." With such ballot the Vice-President shall mail an envelope with the following address and the words printed thereon: "Vice-President, Chemeketans", (here insert Post Office address), "Salem, Oregon."

Section 4: The annual election of members of the Executive Council shall be held on October 31 of each year and the voting shall be by ballot. No notice of such election, except that given by the mailing of such ballot, shall be necessary.

Section 5: All ballots shall be received by the Vice-President by 5 p.m. on October 31 and the results of the election shall be reported to the President no later than November 5. Election shall be by a plurality of votes cast.

Section 6: By the regular October meeting, the Executive Council shall appoint five members from the Club at large, one of whom shall be designated as chair, to count the votes cast for the candidates. The Vice-President shall deliver all envelopes containing ballots, unopened, to the chair.

Section 7: The counters shall, at the time of the annual election and before opening the envelopes, check off the names of those voting, and shall thereupon open and destroy the envelopes, and without examining the ballots, place the ballots in a box provided. The counters shall count the votes cast and when finished, report to the President the names of the candidates

with the highest number of votes and therefore elected to serve as members of the Executive Council, as well as the names of all alternates, listed in order of the number of votes received. The President shall thereupon notify the members elected and promptly send a message by electronic means notifying the membership of the results. The counters shall further report in writing to the next meeting of the Executive Council the number of votes cast for each candidate. The organizational meeting of the newly elected Council shall be held and the several officers shall be elected from its own members by a vote of the new Council. Names of elected Council members shall be published in the December bulletin. Council officers' positions and Committee Chair positions shall be published in the December or the January Bulletin.

Section 8: The officers of this organization shall be President, Vice-President, Recording Secretary, Membership Secretary and Treasurer. No person shall hold more than one office at any one time. The chairs of standing committees shall be appointed annually by the Executive Council.

Section 9: a. Upon death, resignation, inability to serve, or unexcused absences of a Council member (or members), that nominee (or nominees) who received the next largest number of votes at the last annual election of the Council shall be deemed elected to the Council.

b. "Inability to serve" includes, but is not limited to, physical or mental incapacity.

c. "Unexcused absences" means missing three Council meetings without prior approval by the President.

d. A Council member shall be removed only upon a majority vote of Council members present and voting, after the Council member has been given at least two weeks notice by the President of the impending action and given an opportunity to respond. The vote may be either oral or written vote, at the option of the Council.

Section 10: If no alternate is able or willing to serve, the Council shall fill the vacancy from the membership at large for the remainder of the appropriate term.

ARTICLE IV DUTIES OF OFFICERS

Section 1: The President shall preside at all meetings of the Organization and of the Executive Council; enforce the Articles of Incorporation and the By-Laws; call such meetings as the President is empowered to call; and perform such other duties as usually devolve upon the office of the President.

Section 2: The Vice-President shall assume the duties of President, in the President's absence or inability to act. The Vice-President shall prepare ballots for the Annual Election as outlined in Article III, Section 3.

Section 3: The Recording Secretary shall record the proceeding of all meetings. The Recording Secretary is empowered to sign all checks ordered drawn on the treasury for the payment of Club bills. Said signature may be one of the two required on checks drawn on the Club treasury. The Recording Secretary shall call attention to such business as may properly come before the meetings of the Club or the Council and see that the same is suitably disposed of

after the action is taken. The Recording Secretary shall conduct the official correspondence of the Club, sending all notices of all meetings, circulars, and other information to the members of the Council and the Club as may respectively be appropriate.

Section 4: The Membership Secretary shall receive all applications for membership, collect all memberships dues, pay over and account for them monthly to the Treasurer, and make a report at each Council meeting as to the amounts received and paid over to the Treasurer. The Membership Secretary shall send out individual notices of annual dues before January 1st of each year, and the notice shall state that “Any member whose dues are unpaid after January 31st shall be dropped from the Club and shall be subject to a reinstatement fee.” The Membership Secretary shall send complimentary Bulletins to prospective members.

Section 5: The Treasurer shall receive and hold all monies of the Club, keep fair and faithful records of the same, and disburse such funds under the direction of the Council. The Treasurer shall collect all monies due the Club, except such as these By-Laws make it the duty of the other officers or committees to collect. All other officers and committees collecting money shall pay the same over to the Treasurer regularly. The Treasurer shall pay out money of the Club only on checks signed by any two of the following officers of the Club: President, Treasurer, or Recording Secretary. Said checks shall be drawn on the treasury at the authorization of the Executive Council. The Treasurer shall make a written report at the Annual Meeting of the condition of the funds of the Club, including receipts and disbursements since the Treasurer’s last report, and shall be ready to report at each meeting of the Council when called upon to do so.

ARTICLE V COMMITTEES

Section 1: The Executive Council shall have the power to establish standing committees and appoint special committees as may be deemed necessary to handle the affairs of this organization. Such committees shall perform all duties required of them and shall report in the manner and at the times specified by the Council. The President shall be an ex-officio member of all special committees.

Section 2: A list of standing committees, together with the special duties of the chairs and the general duties of the committees, as established by precedent, shall be retained by the Recording Secretary as part of the permanent records of the Club, and shall be available to committees for their guidance in functioning.

ARTICLES VI MEETINGS

Section 1: The Annual Meeting of the Club shall be held on the second Monday in January each year.

Section 2: A special meeting shall be convened by the president at any time upon written request of five members in good standing.

Section 3: Publication in the Bulletin shall be deemed sufficient notification.

ARTICLE VII
AWARDS

The Executive Council may establish a suitable system of awards.

ARTICLE VIII
QUORUM

Twenty-five members shall constitute a quorum for transaction of business at all meetings of the Club.

ARTICLE IX
FISCAL YEAR

The Fiscal Year shall be January 1 through December 31.

ARTICLE X
RULES OF ORDER

Except as otherwise herein provided, procedures of the council and the Club Meetings shall be governed by Roberts Rules of Order.

ARTICLES XI
AMENDMENTS

Amendments to the By-laws may be made at any annual or special meeting of the Club. Notice of the proposed amendment(s) shall be given in full by publication in the Club Bulletin not less than 30 days and not more than 90 days prior to the meeting. Such amendment(s) must be proposed in writing at the meeting, signed by at least five adult or adult life members. Amendments shall be made if a majority of the members present and voting have voted in favor of the amendment.

(Here follows a transcript of the Articles of Incorporation as they existed in the Office of the Corporation Commissioner of the State of Oregon since December 10, 1935.)

ARTICLES OF INCORPORATION
OF CHEMEKETANS

We, W.I. McCloud, Walter Batliner, Floyd L. Utter, Otto M. Bowman, Walter E. McCune, Bessie C. Smith, Esther Erickson, Charles A. Sprague, and Cora Randle, whose names are hereunto subscribed, desiring to form a corporation under and by virtue of the Laws of the State of Oregon providing for the incorporation of religious, benevolent, literary, educational, scientific, fine art, musical, sculptural and charitable societies and trade organizations do hereby

associate ourselves together and make and execute in triplicate the following articles of incorporation, to wit:

ARTICLE I

The name assumed by this corporation and by which it shall be known is “Chemeketans” and its duration shall be perpetual.

ARTICLE II

The object, business and pursuit of this corporation are and shall be:

The development of the physical and mental capacities of the corporation’s members and others; the promotion of better acquaintance and closer association between those engaged in the corporation’s activities;

The exploration of Oregon; the collection of scientific knowledge and other data concerning the same; the encouragement, sponsoring, and conducting of expeditions with the above objects in view; the preservation of the forest and other features of mountain scenery as far as possible in their natural beauty; the dissemination of knowledge concerning the beauty and grandeur of mountain scenery of Oregon;

To stimulate a love of the mountains and forests and a desire to visit them on foot; to awaken an interest in the beauty of mountains, glaciers, flowers, trees, birds and animals; to promote good fellowship among the corporation’s members in order that these purposes may be better accomplished;

To encourage and conduct mountain climbing, hiking, skiing, snowshoeing, skating, swimming, outings of any kind and allied activities; to operate in any manner as an outdoor club; to affiliate with other clubs and organizations; and generally to conduct and engage in any activity and do any act that may be deemed necessary or seem convenient or appropriate in furtherance of or in connection with any part of the corporation’s object, business or pursuit as hereinabove expressed.

ARTICLE III

The estimated value of the property and money possessed by this society at the time of executing these articles of incorporation is \$900.00 and the revenue of the society is derived from dues, initiation fees, and fees for services rendered and privileges granted by the society.

ARTICLES IV

The persons executing these articles of incorporation constitute a board of directors known as the executive council and as such executive council are the officers of Chemeketans. The titles and post office addresses of the individual officers are as here set after their respective names;

W.I. McCloud, president, Route 4, Box 18, Salem, Oregon; Walter Batliner, vice president, 260 Marion Street, Salem, Oregon; Floyd L. Utter, corresponding secretary, 446 Oak Street, Salem, Oregon; Otto M. Bowman, recording secretary, Ladd & Bush Bank Building, Salem, Oregon; Walter E. McCune, membership secretary, Rt. 6, Box 536, Salem, Oregon; Bessie C. Smith, treasurer, Unites States National Bank, Salem, Oregon; Esther Erickson, chairman of publication committee, 196 South 21st Street, Salem, Oregon; Charles A. Sprague, chairman of annual outing committee, 425 North 14th Street, Salem, Oregon; Cora Randle, chairman of local walks committee, Office of Secretary of State, Salem, Oregon.

The mode and times of election of said incorporation's successors in office shall be as follows: All nine members of the executive council shall be elected at an election held on the first Monday in October of each year or at such other time during each year as may be determined by constitution or by-laws of the corporation. The voting shall be by ballot, and a plurality of votes shall elect. At the next meeting of executive council thereafter the respective officers shall be elected by the executive council from its own number, except that upon two-thirds vote of the council any committee chairman be chosen from the members of the corporation other than members of the council. The said elections of executive council members and of officers shall be governed by the constitution of Chemeketans now in effect and by any constitution or by-laws hereafter adopted by the corporation.

ARTICLE V

The location and principal office of this corporation shall be Salem, in Marion County, Oregon.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 10th Day of December A.D. 1935

Signed, sealed, and delivered in the presence of Geo. N. Fake, Cordie A. Wiper, Gladys D. McCloud.

W.I. McCloud	(Seal)
Walter Batliner	(Seal)
Floyd L. Utter	(Seal)
Otto M. Bowman	(Seal)
Walter E. McCune	(Seal)
Bessie C. Smith	(Seal)
Esther Erickson	(Seal)
Charles A. Sprague	(Seal)
Cora Randle	(Seal)

STATE OF OREGON) SS
COUNTY OF MARION)

This certifies that on this 10th day of December A.D., 1935, before me, the undersigned, a notary public in and for said county and state personally appeared W.I. McCloud, Walter Batliner, Floyd L. Utter, Otto M. Bowman, Walter E. McCune, Bessie C. Smith, Esther Erickson, Charles

A. Sprague and Cora Randle, known to me to be the identical persons named in and who executed the foregoing articles of incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal the day and year first in this my certificate written.

George N. Fake
Notary Public for Oregon

My Commission expires
March 31, 1936

(NOTARY SEAL)