

# BYLAWS OF THE SANTA FE TRAIL ASSOCIATION

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## ARTICLE I—NAME

The name of the organization is the Santa Fe Trail Association, hereinafter referred to as the Association.

## ARTICLE II—PURPOSE

The Association is a nonprofit corporation organized to protect and preserve the Santa Fe Trail and to promote awareness of the historical legacy associated with it. Its purposes are exclusively charitable and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code.

## ARTICLE III—MEMBERSHIP AND DUES

### Section 1. MEMBERSHIP

Membership is open to any person(s) and organization(s) interested in the purposes of the Association. There shall be seven (7) classes of membership: Youth (age 18 and under), Individual, Family, Business, Institutional, Patron, and Life.

### Section 2. DUES

Membership dues shall be established by the governing board of officers and directors, hereinafter referred to as the Board, at any regular meeting of the Board. The membership year shall coincide with the calendar year. Membership dues shall be due and payable by January 1. Any member who has not renewed membership by April 1 of the following year shall be deemed delinquent and dropped from the membership rolls of the Association. Any delinquent member may be reinstated without penalty by paying dues for the current year.

## ARTICLE IV—MEMBERSHIP MEETINGS

### Section 1. ANNUAL MEETING

An annual meeting of the members shall be held at the call of the Board for the purpose of transacting the business of the Association.

### Section 2. SPECIAL MEETINGS

Special meetings of the members for any purpose may be called by the president or by a majority of the Board.

### Section 3. NOTICE OF MEETING

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than 30 nor more than 60 days prior to the date of the meeting, either personally or by mail. Such notice shall be issued at the direction of the president, the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address as it appears on the books of the Association, with postage thereon prepaid.

### Section 4. VOTING

Any member in good standing, other than Youth category, shall be entitled to vote at all elections and on all questions presented at business meetings of the membership. Family membership entitles each adult member on the Association's rolls to one (1) vote. A current list of members shall be available for inspection at all times at the office of the Association or at any other place designated by the Board. Unless otherwise provided, any proposition passed by a majority vote of members present and voting shall be enacted.

### Section 5. QUORUM

A quorum shall consist of two (2) officers, two (2) directors, and those members present at any regular or special meeting.

### Section 6. PROXIES

No proxy voting shall be allowed.

### Section 7. ORDER OF BUSINESS

The order of business at meetings shall be established by the president of the Association.

## ARTICLE V—SYMPOSIUM & RENDEZVOUS

### Section 1. SYMPOSIUM

A symposium shall be held biennially in odd-numbered years. The symposium shall consist of Trail-related historical presentations by recognized authorities, Trail tours, and other Trail-related entertainment and activities.

### Section 2. SYMPOSIUM SITE SELECTION

At least four (4) years in advance, the Board shall determine the location of the symposium, which shall be in proximity to the Santa Fe Trail.

### Section 3. SYMPOSIUM INVITATION

Communities or chapters interested in hosting a symposium shall submit an invitation in writing to the Board. The invitations shall include, but not be limited to, the name of the person who will be program coordinator, program suggestions, and evidence that there are sufficient facilities in the community to manage a symposium.

### Section 4. SYMPOSIUM PLANNING

The program coordinator shall submit to the Board on a regular basis a progress report of all aspects of the symposium planning.

### Section 5. RENDEZVOUS

A rendezvous shall be held biennially in even-numbered years, jointly sponsored with the Santa Fe Trail Center and Fort Larned National Historic Site.

## ARTICLE VI—GOVERNING BOARD OF OFFICERS AND DIRECTORS

### Section 1. GENERAL POWERS

The business and affairs of the Association shall be managed by the Board which shall be comprised of officers and directors and shall in all cases act as a board. The Board may adopt such rules and regulations for the conduct of its meetings and the management

of the Association as they deem proper, not inconsistent with these bylaws.

## Section 2. NUMBER & DUTIES

The Board shall be comprised of four (4) officers and fourteen (14) directors, a total of eighteen (18) members. The officers shall be a president, a vice president, a secretary, and a treasurer. The fourteen directors shall consist of two (2) directors from each of the six Trail states (Colorado, Kansas, Missouri, New Mexico, Oklahoma, and Texas) and two (2) at-large directors. All officers and directors shall be members in good standing of the Association.

### a. President

The president shall be the principal executive officer of the Association and shall prepare the order of business and preside at meetings of the Board and of the membership. The president may sign, with the secretary or any other proper officer of the Association so authorized by the Board, any document necessary to be executed on behalf of the Association, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.

### b. Vice-President

The vice-president shall serve as principal executive officer in the absence of the president and shall succeed to the presidency in case of the disability, resignation, or removal of the president, shall supervise recognition and chartering of chapters of the Association, receive and review chapter reports, arrange for annual visitations to each chapter as herein provided, and otherwise coordinate relations between the Association and its chapters, including necessary communications; and shall perform such other duties as shall be prescribed by the president and the Board. Upon satisfactory completion of a full or partial term in office, the vice-president may be nominated for the office of president for the succeeding term.

### c. Secretary

The secretary shall keep the minutes of all meetings of the Board and membership. The office administrator shall supervise preparation and distribution of minutes to the Board.

### d. Treasurer

The treasurer shall be entrusted with the custody of and supervision of the Association's financial matters under direction of the Board, and shall serve as chairperson of the Budget Committee.

### e. Directors

Each director shall work for the good of the Association, attempt to attend all meetings of the Board and the general membership, participate in Association business conducted by mail and telephone, and promote the work of the Association everywhere possible. All directors shall, if possible, make themselves available to perform an annual chapter visitation to a chapter of the Association if requested by the vice-president.

## Section 3. ELECTION AND TERM OF OFFICE

### a. Election

The officers and directors of the Board shall be elected in odd-numbered years by Association members in good standing by a mail ballot which shall be completed and tallied not less than thirty days prior to the next succeeding annual membership meeting. If possible, there shall be at least two nominees for each position. Ballots shall contain space for write-in candidates for each elective office.

### b. Nominations

A nominating committee of not less than three persons shall select the nominees. Each person nominated must agree in writing to accept the office nominated to if elected. The office administrator shall be responsible for sending and receiving ballots, which shall be accompanied by a brief biographical statement about each candidate.

### c. Tally of Ballots

The president shall appoint three persons who shall count ballots received within the time specified. Ballots not received by the deadline established for the election shall not be counted. Results of the election shall be announced by the president at the first business session of the membership meeting immediately following the election.

### d. Terms of Office

The officers shall be elected for a term of two years. Directors shall be elected for a term of four years, and the terms shall be staggered, with one director from each of the six states and one at-large director being elected every two years.

### e. Installation

Each officer and director elected shall take office at the conclusion of the membership business meeting, and shall hold office until the conclusion of the membership meeting when his or her term expires and a successor shall have been duly elected, or until death, resignation, or removal in the manner hereinafter provided.

### f. Term Limits

Officers and directors may, at the pleasure of the members, be elected to succeed themselves in office, provided that none may serve more than two consecutive terms, except the treasurer who may serve so long as his/her service is satisfactory. Former officers and directors shall be eligible for re-election to office after a lapse in office of at least one term. Each officer and director must be and remain at all times a member in good standing of the Association.

## Section 4. REMOVAL

Any officer or director, or any agent elected or appointed by the Board, may be removed by the Board whenever in their judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

## Section 5. RESIGNATION

An officer or director may resign at any time by giving written notice to the Board or the president of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or the president, and the acceptance of the resignation shall not be necessary to make it effective.

## Section 6. DISQUALIFICATION

Any director (other than those elected at-large) removing from the state which he/she represents during the term for which he/she was elected, shall automatically be disqualified from continuing in office as a director.

## Section 7. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term. The Board, upon being apprised of the death, resignation, removal, or disqualification of a director, shall appoint a replacement director from the state in which the vacancy occurs. Any person so appointed shall serve the remainder of the term of said director, and shall replace the director on all committees and in any other capacity in which he/she was serving at the time of death, resignation, removal, or disqualification.

Replacement directors may stand for election and succeed themselves as if for their first term. Replacement directors shall be elected by a mail vote of the Board or by ballot or voice vote at a regular Board meeting.

#### Section 8. REGULAR MEETINGS

The Board shall meet at least once in any membership year in conjunction with the annual membership meeting. The Board may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Specific matters whose resolutions are not dependent on parliamentary debate may be submitted to the members in writing by the president, and action thereon may be taken by written ballot to be mailed to the office administrator and tallied, with the results to be reported to the president.

#### Section 9. SPECIAL MEETINGS & NOTICE THEREOF

Special meetings of the Board may be called by or at the request of the president or any nine (9) members of the Board. The person or persons authorized to call special meetings of the Board may fix the time and the place for holding any special meeting called by them. Notice of any special meeting must be given at least 10 days prior to the meeting by written notice mailed to each officer and director at his or her membership address. Such notices shall be deemed to be delivered when deposited in the U.S. mail with adequate postage. Notice may be waived in writing by any officer or director, or by actual attendance at a meeting. Special meetings may be held by conference telephone call or any other suitable electronic means, the expense thereof to be paid by the Association.

#### Section 10. QUORUM

At any meeting of the Board, nine (9) officers and directors shall constitute a quorum for the transaction of business.

#### Section 11. VOTING

Each officer and director shall have one vote. No proxy voting shall be allowed. Any proposition passed by a majority vote of officers and directors present and voting shall be enacted.

#### Section 12. COMPENSATION

The secretary may be compensated for performing the duties of that office. No other officer or director is to be compensated for their services, but may be reimbursed for actual expenses incurred in performing the duties of that office to the extent as provided in the budget. No officer or director, other than the secretary, shall be compensated for attending meetings held concurrently with the annual membership meeting. Nothing herein contained shall be construed to preclude any officer or director from serving the Association in any other capacity and receiving compensation therefor. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

#### Section 13. PRESUMPTION OF ASSENT

An officer or director of the Association, who is present at a meeting of the Board at which action on any matter is taken, shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless the person shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the president or secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to an officer or director who voted in favor of such action.

#### Section 14. CONDUCT OF BUSINESS

*Robert's Rules of Order, Revised*, or some other agreed upon rules of order shall govern the conduct of all business, except as otherwise provided in the bylaws.

### ARTICLE VII ADVISORY BOARD

#### Section 1. MEMBERSHIP

There shall be an advisory board which will consist of former SFTA presidents, current chapter presidents or their representative, and other resource persons as needed (members or non-members of SFTA) to be selected by the governing board, such as an attorney, professional financial advisor, insurance advisor, trail historians, and any other consultants the governing board requires. Advisory board members are to be available to offer advice on an as-needed basis.

#### Section 2. DUTIES

The advisory board shall serve as consultants as needed by the governing board. The advisory board members may attend governing board meetings, but the advisory board does not have regular meetings. Its duties are purely advisory to the governing board.

### ARTICLE VIII—APPOINTIVE OFFICERS

The appointive officers of the Association shall be a publications editor and a publicity director. They shall be appointed by the president with approval of the Board. Additional appointive officers may be authorized with approval of the Board. Each appointive officer shall be a non-voting, ex officio member of the Board, and each shall report to the president and the Board. The duties and responsibilities of appointive officers may be defined by the president and the Board. Each appointive officer shall serve at the pleasure of the president and may be removed by the Board.

### ARTICLE IX—COMMITTEES

#### Section 1. NAMES, AUTHORITY

The standing committees of the Association shall be a Nominating Committee, Awards Committee, Budget Committee, Mapping/Marking Committee, Membership Committee, Preservation Committee, and Publications Committee. Additional committees may be constituted by the Board as deemed necessary to carry out the purposes of the Association.

#### Section 2. COMPOSITION

Each committee shall be headed by a chairperson who shall be responsible to the Board. Chairpersons and members of each committee shall be appointed by the president with approval of the Board. At least one member of the Board shall be a member of each committee.

### ARTICLE X—AWARDS

The Association from time to time shall present various awards to persons or entities who have furthered the goals and purposes of the Association. The policies and the various award categories shall be approved by the Board. The Awards Committee shall be empowered to carry out the policies and procedures of the awards program.

### ARTICLE XI—FISCAL YEAR

The fiscal year of the Association shall begin January 1 of each year and end on the succeeding December 31.

## **ARTICLE XII—NATIONAL HEADQUARTERS**

The Association shall maintain a national headquarters under the direction of an administrator for the execution of the Association's business.

## **ARTICLE XIII—CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

### **Section 1. CONTRACTS**

The Board may authorize any officer or agent to enter into contracts or execute and deliver instruments in the name of and on behalf of the Association.

### **Section 2. LOANS**

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **Section 3. CHECKS, DRAFTS, ETC.**

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. The Board may, from time to time, cause a certified audit to be made of the books and records of the treasurer by a firm of certified public accountants selected by it.

### **Section 4. DEPOSITS**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select. All such agencies shall be federally insured.

## **ARTICLE XIV—WAGON TRACKS**

The official publication of the Association shall be *Wagon Tracks*. The editor shall be appointed by the president with the approval of the Board, and shall have complete autonomy over editorial policy and content within guidelines determined by the Board.

## **ARTICLE XV—ARCHIVES**

The Association shall maintain an archival collection of its history and that of its chapters, which shall be organized and maintained by the office administrator at the Association's national headquarters.

## **ARTICLE XVI—CHAPTERS**

### **Section 1. ESTABLISHMENT, RESPONSIBILITIES**

The Board of the Association may, upon application by a qualified group of persons consisting of not less than 15 members of the Association, charter same as a chapter of the Association representing a defined locality, region, or area, and dedicated to promotion of the purposes of the Association as herein established. All chapter members are encouraged to be members of the Association. Chapters shall hold regular meetings not less than annually, and shall conduct such programs and undertakings as shall serve to educate members and the public concerning the general and regional history of the Santa Fe Trail, the activities of the Santa Fe National Historic Trail and the Association, and which shall otherwise promote the protection and preservation of the Santa

Fe Trail and enhance awareness of its historical legacy. Any chapter that dissolves shall inform the SFTA president and be removed from the list of chapters.

### **Section 2. REPORTING, ANNUAL VISIT**

Activities of each chapter shall be reported to and coordinated with the vice-president of the Association, who shall be responsible for its general oversight and communications with it. An appropriate chapter officer, designated by its bylaws, shall regularly report chapter activities to the editor of the Association's publication, *Wagon Tracks*, for inclusion therein. Annually, each chapter shall submit to the Association vice-president the following information: (a) names, addresses, and telephone numbers of current chapter officers; (b) names of current chapter board members; (c) current chapter membership total, along with the names and addresses of the current chapter membership; (d) meetings schedule; and (e) suggested preferred date and an alternate date for a chapter visit. Visitations shall be made annually by the vice-president or a board member designated by the vice-president.

## **ARTICLE XVII—DISSOLUTION CLAUSE**

Upon dissolution of the Association, the Board shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code, as the Board shall determine.

## **ARTICLE XVIII—AMENDMENTS**

These bylaws may be amended, or repealed and new bylaws may be adopted, by a majority vote of the members present and voting at any annual members' meeting when the proposed amendment has been sent out in the notice of such meeting.