

# **BYLAWS**

## **Geocachers Exploring Oregon**

### **Article I Name, Mission Statement and Purpose**

#### **Section 1 Name**

The name of the association shall be: Geocachers Exploring Oregon. Also to be known as GEO and GEOregon.

#### **Section 2 Mission Statement**

The mission of GEO is to actively promote geocaching within the geocaching community and community partners. Primary goals include:

- Promote geocaching to non-geocachers
- Provide education about geocaching related activities
- Encourage quality cache placement and maintenance, in accordance with published guidelines
- Act as responsible stewards of the local environment
- Partner with local communities

#### **Section 3 Purpose**

With knowledgeable people across our community, GEO will provide resources for many aspects of geocaching such as: quality cache placement, appropriate camouflage, and education on GPS and other technologies. GEO will provide events and activities to enable geocachers to more fully experience the sport. GEO will collaborate with local community partners to provide educational and responsible resource management opportunities.

GEO works with state, regional, and local agencies to ensure that geocachers can enjoy our communities and public spaces while promoting a fun outdoor experience for our members and those interested in geocaching.

GEO shall exist as a not-for-profit social organization. No part of any monies from dues or donations to the association shall benefit any individual.

### **Article II Eligibility, Membership, and Dues**

#### **Section 1 Eligibility**

Any individual shall be eligible for membership, provided they agree to abide by the bylaws of GEO.

#### **Section 2 Membership**

Membership in GEO is January 1 through December 31 for each year of dues paid.

##### **Sub-section A Membership Benefits**

Each individual membership will include:

1. One GEO name badge
2. One vote on GEO elections and issues
3. Member discount on selected merchandise
4. Access to GEO benefits as per Board decision

Each family membership will include:

1. Two GEO name badges
2. Opportunity to purchase additional name badges at cost
3. Two votes on GEO elections and issues
4. Member discount on selected merchandise
5. Access to GEO benefits as per Board decision

### **Section 3 Dues**

Annual dues are set in December for the next membership year. Dues can be paid at any time during the membership year. Payment between Jan 1 and Jun 30 is 100% of the annual dues. Payment between Jul 1 and Dec 31 is prorated by month and must include annual dues for the subsequent year. Dues are non-refundable.

## **Article III Elections and Voting**

### **Section 1 - Officers**

GEO Officers will consist of President, Vice President, Secretary, Treasurer, and Event Coordinator.

### **Section 2 Nominations of Officers**

Nominations will be held in October each year. Members can nominate themselves or another member at the general meeting or via other designated means as decided by the current GEO Board. Nominees must express their willingness to accept in person or electronically. Nominations will continue until closed by a motion and seconded. Slate of nominees shall be posted to GEO electronic media (i.e. website, Facebook or other social media).

### **Section 3 Elections & Voting**

Elections will be held at the November meeting each year by secret ballot. Officers shall be elected by a simple majority vote. Members who cannot attend can vote via email to the GEO Board ([GEOregon@gmail.com](mailto:GEOregon@gmail.com)) up to one hour before the start of the election meeting. Votes by email will be kept private within the Board.

## **Article IV Elected Officers**

### **Section 1 Eligibility**

Any current GEO member with at least six months membership is eligible to run for office. Board members must maintain current GEO membership during their term. More than one GEO member may share one (1) Board position if elected as such entity. Spouses, immediate family members, or any other person sharing such compatible relationship(s), may not be elected on the same Board at the same time/year/term, except to share one (1) Board position.

### **Section 2 Responsibilities**

#### **Sub-section A President**

The GEO President shall:

- Provide the direction and leadership required to achieve the annual objectives set by the Board Officers.
- Track the status of all annual objectives and meet with the Board to review progress and adjust objectives.

- Be ultimately responsible for the success or failure of all GEO initiatives.
- Schedule and prepare agenda for all Board meetings.
- Preside over all Board and GEO meetings (or appoint a designee if unable to attend).
- Shall have the duties and powers assigned according to Robert's Rules of Order in addition to those particularly specified in these bylaws.
- Sign contracts and agreements on behalf of GEO.

#### **Sub-section B Vice President**

The GEO Vice President shall:

- Perform the duties of President in his/her absence.
- Be responsible for ordering, sales, and record-keeping of GEO merchandise.
- Be responsible for merchandise sales at all GEO meetings.
- Take primary responsibility for GEO website administration (or other appropriate social media).
- Handle other duties as assigned by the President.

#### **Sub-section C Treasurer**

The GEO Treasurer shall:

- Be responsible for all income and expenses.
- Keep accurate financial records.
- Be responsible for membership sign up at all GEO meetings.
- Make timely deposits of all monies received.
- Pay duly authorized expenses.
- Make available financial records to Board for inspection and audit when requested.
- Maintain an up-to-date record of finances within GEO records (not on personal computers or personal storage devices).
- Make an annual report to the members at November's general meeting.
- Recommend a budget to the Board.
- Make sure all taxes are filed.
- Maintain a file of financial and legal documents within GEO records (not on personal computers or personal storage devices), and make these documents viewable and available to Board members when requested.
- Maintain the list of active members and their membership status.
- Maintain an inventory of GEO property and coordinate the reorder of such inventoried items as necessary to insure adequate materials are available at events and functions.
- Make sure all State and Federal Incorporation papers are filed in a timely manner to insure continued incorporation.
- Handle other duties as assigned by the President.

#### **Sub-section D Secretary**

The GEO Secretary shall:

- Record minutes of all meetings within GEO records (not on personal computers or personal storage devices), and make these documents viewable and available to Board members at all times.
- Record and receive all copies of contracts and agreements consummated by GEO.
- Provide written notice of the date, time, and location of meetings to the membership at least two weeks prior to the meetings, including, as needed, notice of elections.
- Be responsible for the sign in table (including trackable exchange, collection of donations for raffle) at all GEO meetings.
- Conduct and respond to correspondence as required.
- Work with the Treasurer to complete and file all tax and other forms as necessary to remain in compliance with not-for-profit status.
- Respond to all email inquiries directed to the GEO organization.
- Handle other duties as assigned by the President.

#### **Sub-section E Event Coordinator**

The GEO Event Coordinator shall:

- Establish general annual GEO event calendar by end of Q1.
- Schedule and post all monthly general meetings.
- Be responsible for any special activities at all GEO meetings (e.g. guessing game).
- Schedule and post any other GEO sponsored events.
- Coordinate volunteers.

#### **Section 3 Term of Office**

The term of office for Board members is Jan 1 through Dec 31. A Board member may resign at any time with written 30 days notice provided to GEO Board members.

#### **Section 4 Executive Voting**

All members of the Board shall have one (1) vote per position. Unless otherwise indicated, Board resolutions require a simple majority of board members present. In the event of a tie, the President's vote will serve as tiebreaker. Board of Directors business that requires a vote may be conducted via telephone or electronic means for issues that require immediate action, provided that a reasonable attempt is made to notify all Board of Directors members of the vote.

#### **Section 5 - Board Vacancies**

Any vacancy occurring among the Board shall be filled until the next annual election, at the discretion and decision of the Board; except that the Vice President shall automatically fill the vacancy in the office of President.

If it is necessary to remove a current Board member from office, this may be done with a simple majority vote of the Board. The vacancy will be filled as described above.

If an entire Board resigns at the same time, or if such events happen to create a scenario where there are no current Board members filling at least 1 position, a current member of GEO will call a special meeting of members to hold an election for new Board members. In the event that only

1 Board member is present with no other willing members to fill the additional positions, two (2) additional GEO members shall be appointed by the membership as voting non-Board parties for any Board actions until such Board positions have been filled.

If there are no willing members to fill Board positions, and a scenario exists where there is no acting Board, a current GEO member shall call a special meeting of members to hold a special election for the purpose of appointing three (3) Board Member Emeritus who will maintain minimal activities for GEO while an elected Board can be coordinated, or to facilitate dissolution. Board Member Emeritus shall at minimum: follow by-laws for Board election, maintain financial records and activities, maintain GEO property, and provide communication and support to the current membership.

## **Article V Meetings**

### **Section 1 Parliamentary Authority; Robert's rules of order**

All meetings will follow Robert's rules of order.

### **Section 2 Board Meetings**

Shall be held at a minimum of once per month.

### **Section 3 General Association Meetings**

Shall be held at a minimum of once per quarter.

## **Article VI By-laws**

### **Section 1 Responsibility and Changes**

The Board is responsible for the bylaws of GEO. Any member may recommend a change by presenting the change in writing to the Board. The Board will vote to present any requested change to the membership. A two-thirds majority vote of members present is required to make any change(s) to the bylaws permanent. Any bylaw changes to the election rules will not take effect until after the next elected Board has taken office.

The Bylaws will be reviewed each year to ensure that they still meet the requirements of the association.

## **Article VII Association Logo**

The association logo is owned by GEO and usage rights are given to members for any personal and non-commercial purpose. Any other use of the GEO logo is prohibited in any manner, except as approved by the Board. Board may address any inappropriate use of the GEO logo, and has permission to revoke the rights of any member to use the logo based on Executive Voting.

## **Article VIII Code of Conduct**

### **Section 1 General Code of Conduct**

All members of GEO will conduct themselves respectfully in all things related to the association and geocaching. This includes areas such as: events, emails, cache logs, social media, and actions taken while wearing or using any item that has a GEO logo on it.

## **Section 2 Non-discrimination clause**

GEO shall not discriminate against people on the basis of race, color, sex, religion, national origin, age, disability, sexual orientation, or any other legally protected characteristic.

## **Section 3 Conflict of interest**

All Board officers and members shall avoid any conflict between their individual, professional, or business interests and the interests of GEO. Upon any deemed conflict of interest by a member, notice shall be given to the Board and that member shall then refrain from discussing or voting on any related issue.

## **Article IX Dissolution**

### **Section 1 – Property**

The association may be dissolved at any time by a member vote of not less than 2/3 of members present at a meeting that is specific for the dissolution. This meeting must be advertised, through GEO electronic media (i.e. website, Facebook or other social media), to members at least 30 days prior to the meeting date and time. In the event of dissolution of the association, other than for purposes of reorganization, whether voluntary or involuntary, or by operation of law, none of the property of the association, nor any proceeds thereof, nor any assets of the association, shall be distributed to any members of the association after payment of all debts. Any remaining association property and assets shall be given to a charitable organization selected by the Board.

### By-law Revision History

9 Oct 2009: Complete re-write

[added when voted approved]: Re-Write and Update