

**BYLAWS**  
**OREGON GEOGRAPHIC ALLIANCE**  
**As of July 11, 2008**

**ARTICLE I - ORGANIZATION**

Section 1. The Oregon Geographic Alliance ("Alliance") is organized exclusively to improve geographic education and awareness in the State of Oregon.

Section 2. The Oregon Geographic Alliance is organized exclusively for charitable and educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code.

Section 3. It is the policy of the Oregon Geographic Alliance that discrimination or harassment on the grounds of race, color, sex, marital status, religion, age or handicap will not exist in any area, activity or operation of the organization.

**ARTICLE II - THE STEERING COMMITTEE**

Section 1. The Steering Committee shall serve as the policy-setting body for the Alliance.

Section 2. The Steering Committee shall be composed of 15 voting members, appointed or elected for a term of four years each, as follows:

- a. Three members shall be appointed, as needed, by the Steering Committee at the first meeting of the Steering Committee following the annual election of Steering Committee members.
- b. Twelve members of the Steering Committee shall be elected on a rotating basis such that in each year three members of the Steering Committee rotate off the committee and three members are elected to the committee.
- c. Each member of the Steering Committee may appoint a Teacher Consultant as an alternate to attend one Steering Committee meeting per year. The Steering Committee member must notify the Alliance (by phone, e-mail, or letter) prior to the Steering Committee meeting of the name of the alternate. The alternate shall exercise all voting and other rights of the Steering Committee member during the meeting.
- d. Steering Committee members are required to attend all meetings. If a member of the Steering Committee misses two meetings in a single year of appointment, then at its discretion, and with the vote of a simple majority of the voting members present at a meeting of the Steering Committee, the Steering Committee may remove the absent member from the Steering Committee and designate another Teacher Consultant as a replacement for the balance of that member's term.

**ARTICLE III - MEMBERSHIP**

Section 1. The membership shall consist of: (1) graduates of the Alliance's summer institutes; (2) former Coordinators; and (3) the Director of Summer Programs.

## ARTICLE IV - MEETINGS

Section 1. The Steering Committee shall meet three (3) times per year at a time and place to be specified at prior meetings.

Section 2. The membership shall meet once a year at a time and place to be specified by the Steering Committee. Meetings will be announced in the Alliance newsletter.

Section 3. Special meetings may be called at the request of the Coordinator(s) or a majority of the Steering Committee.

Section 4. The act of a majority of the Steering Committee present at a meeting at which a quorum is present shall be the act of the Steering Committee. A quorum shall be constituted by a simple majority of appointed and elected members.

Section 5. Meetings of the Steering Committee, and any votes of the Steering Committee may be held by telephone conference call, electronic mail, posted mail, or any combination of these.

## ARTICLE V - OFFICERS

Section 1. The Coordinator(s) shall serve as the Executive Officer(s) of the Alliance, being duly appointed by the National Geographic Society, Washington D.C. and confirmed by the majority vote of the Steering Committee. The functions of Secretary and /or Treasurer will be filled by these Executive Officer(s) or their appointee(s). The coordinator(s) may appoint a Director of the summer Programs and such other agents to assist in the carrying out of the purposes of the organization.

## ARTICLE VI - CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. The Steering Committee may authorize the Executive Officer(s), agent or agents to enter into and contract or execute and deliver any instrument in the name and on the behalf of the organization. Such authority may be in general or confined to specific instances.

Section 2. No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued except by the resolution of the Steering Committee.

Section 3. All checks, drafts or other orders of payment of money shall be signed by the Executive Officer(s) or their agents in such a manner as shall from time to time be determined by resolution of the Steering Committee.

Section 4. All funds of the organization shall be deposited in the Alliance accounts.

## ARTICLE VII - INDEMNIFICATION OF EXECUTIVE OFFICERS

Section 1. Each officer now or hereafter serving the organization and each person who at the request of or on behalf of the organization is now serving or hereafter serves, whether for profit or not for profit, and his or her respective heirs, executors, and personal representatives, shall be indemnified by the organization against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in the which he or she is made a party by the reason of being or having been a Steering Committee member or Coordinator or officer, except in relation to matters as which he or she shall be adjudged to be liable for the negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may otherwise be entitled.

## ARTICLE VIII - MISCELLANEOUS

Section 1. The fiscal year end of the organization shall be June 30th.

Section 2. The rules of procedure at the meetings of the membership and Steering Committee shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure newly revised, so far as applicable and when not inconsistent with these Bylaws.

Section 3. The organization shall keep current and complete books and records of account and shall keep minutes of the proceedings of its meetings. All books and records of the organization may be inspected by any member, his or her agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE IX - AMENDMENTS

Section 1. The power to alter, amend, or repeal these Bylaws or adopt new Bylaws shall be vested in the Steering Committee. The Bylaws may be altered, amended, or repealed or new Bylaws adopted at any meeting called for that purpose, upon due notice of its object, by a majority vote of the Steering Committee.

## ARTICLE X - OREGON GEOGRAPHIC ALLIANCE BY-LAWS

Section 1. The Oregon Geographic Alliance is committed to a co-coordinators structure. To meet institutional and financial agreements with OGA's host institution, Portland State University, as well as to insure geographic and institutional balance, it is strongly suggested that:

- a. One co-coordinator position be affiliated with Portland State University and
- b. The second co-coordinator position be an at-large position, filled by a person affiliated with another institution of higher education, or the Oregon Department of

Education, or a teacher-consultant from the K-12 establishment, AND who reside outside the Portland metro area.

Section 2. In the event of a leadership change in the Oregon Geographic Alliance, the coordinator wishing to step down shall, under normal circumstances, give notice at least six months in advance, preferably by March 1 of the program year.

Section 3. In the event of a vacancy of the Portland State University co-coordinator position, nominations for a new coordinator shall be made by the existing coordinators, in consultation with the Steering Committee and the host university, Portland State University, and be presented for consideration at the Spring Meeting of the Steering Committee. At the Spring Meeting, the Steering committee shall recommend a candidate and forward the name to the National Geographic Society for approval.

Section 4. In the event of a vacancy in the at-large coordinator position, the existing coordinators shall call for and gather applications by posting a vacancy notice with the geography departments and the schools of education at Oregon institutions of higher education, at the Oregon Department of Education, and to all teacher-consultants in the State of Oregon. The deadline for applications shall allow for timely review by the existing coordinators. The current coordinators will present the names and applications of qualified candidates to the Steering Committee at the Spring Meeting. The Steering Committee shall recommend a candidate and forward the name to the National Geographic Society for approval.

Section 5. Final decision for coordinator appointments rests with the National Geographic Society.

Section 6. Coordinator appointment is indefinite and subject to biannual (every two years) review by the Steering Committee, or if requested by three (3) members of the Steering Committee.