

**Oregon Association of Railway Passengers**  
**aka/ Association of Oregon Rail and Transit Advocates**  
**BLAWS**  
as amended January 2017

**ARTICLE I - Name, Purpose and Membership**

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3 1. **Name**. The name of this organization shall be the Oregon Association of Railway Passengers  
4 (OreARP), also doing business as Association of Oregon Rail and Transit Advocates (**AORTA**).  
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6 2. **Purpose**. The purpose of OreARP shall be to encourage the development of a balanced and  
7 integrated system of transportation for people and freight within and beyond the State of Oregon,  
8 and to educate the public about the need for sustainable, fiscally responsible, environmentally sound  
9 transportation.  
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11 3. **Membership**.  
12  
13 3.1 **Member**. A person is a member if they have contributed to the organization within the  
14 previous four years.  
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16 3.2 **Active Member**. An active member is a person whose dues are current. An active member is  
17 entitled to all the benefits of membership, including voting and all other benefits established by  
18 the board. Only active members may vote.  
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20 3.3 **Inactive Member**. Any member whose dues are not current shall be considered to be an  
21 “inactive member,” and shall not be entitled to vote in any membership, chapter or board  
22 meeting.  
23  
24 3.4 **Honorary Member**. The Board may establish, and designate benefits for, honorary members.  
25  
26 3.5 **Dues**. The rate of dues shall be established by the Board of Directors. Unless otherwise  
27 specified by the Board, dues shall be based upon a twelve month period.  
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29 3.6 **Discrimination**. OreARP offers membership, programs, activities and materials without  
30 regard to race, color, national origin, gender, sexual orientation, age or disability.  
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**ARTICLE II - Meetings**

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35 1. **Annual Meeting**. The Annual Fall Membership Meeting of OreARP shall be held on the second  
36 Saturday of October each year, unless the Board of Directors approves another date.  
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38 2. **Special Meetings**. A special membership meeting shall be held when called by a majority of the  
39 Board of Directors after reasonable advance notice to the membership. A special membership  
40 meeting may also be called by petition to the Board signed by at least 10% of the active membership  
41 (“active” members).  
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1 **ARTICLE III - Board of Directors**

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- 3 1. **General Powers.** The business and property of OreARP shall be managed and controlled by the
- 4 Board of Directors. The Board shall have the power and authority to make resolutions consistent
- 5 with the laws of the State of Oregon and the Bylaws of OreARP to:
- 6
- 7 1.1 Guide the officers and committees of OreARP in the transaction of OreARP's business;
- 8
- 9 1.2 Adopt an annual budget and to expend funds for lawful OreARP purposes;
- 10
- 11 1.3 Adopt policy, recommend policy to the membership, and interpret and implement policy; and
- 12
- 13 1.4 Exercise all powers necessary for the transaction of OreARP's business, except as reserved by
- 14 the membership.
- 15
- 16 2. **Make up.** The Board shall consist of six Directors-at-Large, Chapter Directors, and any Officer
- 17 who is not a Director at time of election.
- 18
- 19 2.1 **Directors-at-large.** Three Directors-at-Large shall be elected by the membership to serve on
- 20 the Board of Directors for two year terms at each annual membership meeting.
- 21
- 22 2.1a Directors-at-Large shall be elected by the membership to serve on the Board of Directors
- 23 for two years at each Annual Fall Membership Meeting.
- 24
- 25 2.1b Directors-at-Large shall qualify and begin their term of office on the first of January
- 26 following the annual membership meeting. Exception: When appointed to fill a vacancy,
- 27 the person shall immediately qualify.
- 28
- 29 2.2 **Chapter Directors.** Chapter Directors shall be elected at the local Chapter (see Article V)
- 30 meeting to serve one year terms.
- 31
- 32 2.2a Chapter Directors shall be elected by a majority of active members in the chapter present
- 33 at the Chapter meeting held in September, or at such other time designated by the local
- 34 chapter. *[NOTE: The intent is that Chapter Directors be elected prior to the Annual*
- 35 *Membership Meeting.]*
- 36
- 37 2.2b Chapter Directors shall qualify and begin their term of office on the first of January
- 38 following the annual membership meeting.
- 39
- 40 2.2c Each local Chapter shall be entitled to one Director, except that the Portland Area Chapter
- 41 shall be entitled to qualify two Directors, should a Portland Chapter be qualified.
- 42
- 43 3. **Qualifications.** In order to serve as a Director or Officer (see Article IV) , a person must be an
- 44 active member of OreARP.
- 45
- 46 4. **Vacancies.** Whenever a vacancy occurs on the Board of Directors by death, resignation,
- 47 disqualification or from any other cause, the vacancy shall be filled at a regular or special meeting of
- 48 the membership or a meeting of the local chapter, whichever elected the Director. The Director so
- 49 elected to fill the vacancy shall hold office for the unexpired term of the Director for whom he or she
- 50 succeeds, and until his or her successor shall have been elected and shall have been qualified.
- 51 Vacancies may be filled on an interim basis by the President with the consent of the Board.

- 1 5. **Removal.** A Director may be removed by the Board of Directors if such Director fails to attend  
2 three consecutive meetings of the Board of Directors, unless excused by the President for good and  
3 sufficient cause prior to the meeting so missed. A Director shall be removed if such Director fails to  
4 qualify as a Director or for good and sufficient cause. Removal of a Director shall be by 2/3 vote of  
5 the Board.  
6
- 7 6. **Meetings.** The Board of Directors shall meet on the fourth Saturday of January of each year, unless  
8 the Board votes otherwise, and shall meet again at intervals not to exceed three months, except that  
9 any membership meeting shall substitute for the requirement for a Board meeting. Meetings of the  
10 Board shall be held only after reasonable notice is given to each Director and Officer when called by  
11 the President or any two Directors. A special meeting of the Board shall be held after reasonable  
12 advance notice is given to each Director and Officer when called by the President. All meetings of  
13 the Board shall be open to the membership.  
14
- 15 7. **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum.  
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- 17 8. **Proxy.** If a board member is unable to attend a board meeting, the board member may designate a  
18 proxy. In order to designate a proxy the absent board member must communicate the designation  
19 with a signed and dated statement, specifying the date of the meeting for which the proxy is valid, or  
20 communicate the designation of the proxy by telephone to the President or Vice President, and at  
21 least one other board member. The person designated as proxy must be an active member and must  
22 not be another board member.  
23
- 24 9. **Meeting Locations.** Board of Directors meeting may be held in various locations to encourage  
25 participation by members and prospective members throughout the state, or by telephone or by mail.  
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#### 28 **ARTICLE IV - Officers and Officer Duties**

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- 30 1. **Officers.** The officers of OreARP shall consist of a President, one or more Vice-Presidents, a  
31 Secretary, and a Treasurer, all of whom shall serve as members of the Board of Directors.  
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- 33 2. **Election and Term of Office.**  
34
- 35 2.1 The term of office shall begin on the first of January following the Annual Membership  
36 Meeting. Beginning 2018, the term of office for each Officer shall be two years, and shall be  
37 elected in even numbered years.  
38
- 39 2.2 The President shall serve no more than two consecutive years. However, if a person serves as  
40 President for less than 18 months following the resignation, removal or death of the previous  
41 President, that person is eligible for re-election as President for an additional two years. No  
42 person shall simultaneously hold more than one statewide office of OreARP.  
43
- 44 3. **Vacancies.** When a vacancy occurs in an office the vacancy shall be filled by the Board at the next  
45 regular or special meeting of the Board of Directors. An officer so elected shall fill the vacancy for  
46 the unexpired term of the officer succeeded.  
47
- 48 4. **Removal.** An officer shall be removed by the Board of Directors if such officer fails to attend a total  
49 of three consecutive membership of Board of Directors meetings, unless excused by the President  
50 for good and sufficient cause. An officer shall be removed if such officer fails to qualify or for good  
51 and sufficient cause.

1 5. **President.** The President shall preside at all meetings of the Board of Directors and all meetings of  
2 the membership and shall perform such other duties as either the Board of Directors or the  
3 membership may authorize or are required or authorized by the Bylaws. The President shall appoint  
4 the editorial board of the OreARP newsletter, committees and such committee chairs as deemed  
5 necessary.

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7 6. **Vice-President.** The Board shall elect at least one Vice-President.

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9 6.1 **Portland Area Vice President.** The Board may elect one Vice-President who resides in  
10 Multnomah, Washington or Clackamas County.

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12 6.2 **Western Oregon Vice President.** The Board may elect one Vice-President who lives in  
13 Clatsop, Columbia, Tillamook, Yamhill, Polk, Marion, Lincoln, Benton, Linn, Lane, Douglas, Coos,  
14 Curry, Josephine or Jackson County.

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16 6.3 **Eastern Oregon Vice President.** The Board may elect on Vice-President who resides in an  
17 Oregon county not listed above.

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19 6.4 The Vice-President, prioritized in the order listed above, shall perform the duties of the  
20 President in the President’s absence or unavailability.

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22 7. **Secretary.** The Secretary shall record and maintain the minutes of all membership and Board of  
23 Directors meetings, and shall perform other duties as assigned by the Board.

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25 8. **Treasurer.** The Treasurer shall have charge of all funds belonging to OreARP and shall keep and  
26 deposit same for and on behalf of OreARP in an insured bank or banks in such manner as designated  
27 by the Board of Directors. The Treasurer shall make a financial report, verbally or in writing, to the  
28 President each month and at each membership meeting and Board of Directors meeting. The  
29 Treasurer shall maintain a roster of all active OreARP members.

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31 9. **Past-President.** The most recent past President may be an officer and serve on the Board of  
32 Directors unless otherwise not qualified.

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34 10. **Funds.** All funds of OreARP shall be under the supervision of the Board of Directors and shall be  
35 handled and disposed in such manner and by such officers and agents or OreARP as the Board of  
36 Directors may authorize by resolutions from time to time.

37  
38 11. **Bills, Checks, etc.** All bills, payable notes, checks, drafts, warrants, agreements and other  
39 instruments or contracts shall be signed by the Treasurer and, unless directed by the President,  
40 countersigned by the President or Vice-President.

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42 12. **Committee Chairs.** The committee chairs, in conjunction with the President, may name such  
43 members of the committee as they deem necessary and appropriate. The committee members shall  
44 be subject to the ratification of the President of OreARP. The committee chairs or members of the  
45 committee need not be members of OreARP or qualify as an officer or director.

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1 **ARTICLE V - Local Chapters**

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- 3 1. A local Chapter shall qualify each year on the anniversary date of its original qualification after
- 4 certifying to the President that:
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- 6 1.1 There has been elected a local Chapter Chair and such other officers as deemed necessary by
- 7 the Chapter; and
- 8
- 9 1.2 There are at least five members of OreARP actively participating in the affairs of the local
- 10 chapter.
- 11
- 12 2. A local Chapter shall plan and carry out projects and activities consistent with and in furtherance of
- 13 the purpose of OreARP.
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15 **ARTICLE VI - Fiscal Year**

16 The fiscal year of OreARP shall be the calendar year.

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18 **ARTICLE VII - Amendments to Bylaws**

19 The Bylaws may be modified or repealed and new bylaws be adopted by the Board of Directors by a two-

20 thirds majority vote of the Directors present at any Board of Directors meeting, provided that the Board of

21 Directors has provided reasonable notice of any change to the membership preceding the meeting at

22 which the action is to be taken. Upon such action by the Board of Directors, a referendum may be held

23 upon the written petition of not less than ten members, and the Board of Directors' action may be nullified

24 by a two-thirds majority vote of all membership in the referendum taken at any membership meeting or

25 by mail.

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27 **ARTICLE VIII - Dissolution**

- 28 1. The organization may be dissolved by 2/3 vote of the membership present at a special meeting called
- 29 for the purpose of dissolution. Notice of the meeting shall specify that dissolution shall be
- 30 considered. Notice must be mailed to members at least two weeks before the meeting.
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- 32 2. In the event of dissolution, the assets of OreARP shall first be granted to the National Association of
- 33 Railroad Passengers or other IRS 501(c)(3) nonprofit entity as may be agreed by majority of the
- 34 membership present.

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