

NEW YORK FOREST OWNERS ASSOCIATION

BY-LAWS

ADOPTED FEBRUARY 25, 2006

**New York Forest Owners Association
By-Laws**

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**NEW YORK FOREST OWNERS ASSOCIATION
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ARTICLE I

Name, Territory and Office

Section 1. Name - The Corporation shall be known as the New York Forest Owners Association herein referred to as “NYFOA” or “the Association”.

Section 2. Territory - The Association shall conduct activities primarily in New York State.

Section 3. Office - The location of the principal office of the Association shall be determined by the Board of Directors. This office shall be the depository for all Association records. The Association may also have offices at such other places within the State as the Board may from time to time determine or as the business of the Association may require.

ARTICLE II

Mission and Purposes

Section 1. Mission - The mission of the Association is to promote sustainable woodland practices and improved stewardship of privately owned woodland in New York State.

Section 2. - The Purposes of the Association include:

1. Encourage forest land owners to identify their individual objectives, to use natural resource professionals in developing management plans with practices to help achieve those objectives, and to support owners in their implementation activities;
2. Promote public understanding of the benefits derived through sound forest stewardship, including cleaner water, improved wildlife habitat, continued recreation opportunities, and the wood products essential to meet society’s every day needs;
3. Support economically sound use of privately owned forest lands through studies and education to allow enjoyment of forest benefits today without compromising the ability of future generations to also meet their needs;
4. Provide resources and information to the public to increase their understanding of the concepts and importance of sound principles of forest management; and

5. Foster communication and cooperation with other organizations and agencies with similar purposes and among and between all participants in the forest product cycle, such as landowners; harvesters; saw mills and processors; pulp mills and manufacturers; wildlife, recreation and other natural resource interests; industrial, commercial and domestic consumers; and others.

ARTICLE III

Membership and Membership Meetings

Section 1. Eligibility

Section 1.1. Membership – Any person, family or group, or firm, interested in the general welfare of forestlands and forest land owners in New York and in sympathy with the purposes and mission of the Association is eligible to be a member.

Section 1.2. Suspension – A member may be temporarily suspended from the membership or expelled from membership for violation of the by-laws of the Association or for conduct prejudicial to the best interest of the Association by a two-thirds vote of board members present at a regular or special meeting.

Section 2. Rights and Limitations of Members – Members shall have the right to vote at all meetings of members, to hold office, to participate in the benefits of the Association and receive notices or reports issued by the Association.

Section 3. Honorary Members – Honorary members may be appointed by the Board of Directors. The Board will determine rights, privileges and tenure associated with each appointment at the time of appointment.

Section 4. Membership Dues – Annual membership dues are determined by the Board of Directors and are payable upon becoming a member and thereafter on the anniversary of joining NYFOA, or in accordance with Board of Directors' policy. Any member failing to pay Association dues within three months following the due date may be dropped from the membership list. Honorary members are not subject to membership dues.

Section 5. Membership Meetings

Section 5.1. Annual Membership Meeting – An annual meeting of the Association membership shall be held each year within the State at a location, time and place designated by the Board of Directors.

Section 5.2. Special Membership Meetings – Special meetings of the Association membership may be called by the Board of Directors at a location, time and place of its

choosing, or by direction of the President, or by the President upon written request of at least 50 members, at a location, time and place designated by the President.

Section 5.3. Notice of Membership Meetings - Notice of Annual and Special membership meetings shall be made in writing to all members at least 30 days prior to the meeting. For Special meetings the notice shall specify the purpose of the meeting. Under extraordinary circumstances, the 30-day written notice may be waived for Annual and Special meetings.

Section 6. Quorum – A quorum at meetings of the membership shall be 35 members.

Section 7. Meeting Conduct – Membership meeting shall be governed by and conducted according to the latest edition of “Robert’s Rules of Order”.

ARTICLE IV

Board of Directors

Section 1. General Management – The governance of the Association, direction of its work and control of its property shall be vested in a Board of Directors. To carry out its responsibilities the Board of Directors is authorized to do all acts necessary, incidental or convenient to the purposes, affairs or business of the Association except as specifically prohibited by law or the By-Laws of the Association, provided that the Board of Directors may not permit any part of the net earnings or capital of the Association to inure to the benefit of any private individual. The Board of Directors may appoint, hire or contract for such employees, agents and services as it may deem appropriate to carry out the purposes of the Association.

Section 2. Numbers of Directors – The Board shall consist of a member designated from each chapter, twelve Directors-at-large and any Ex Officio members each selected as set forth in Section 3 below.

Section 3. Selection and Terms of Office

Section 3.1. Chapter Designated Director – Each NYFOA Chapter shall designate an individual as a member of the Board of Directors in accordance with its operational guidelines.

Section 3.2. Directors-at-large – Directors-at-large shall be elected by mail ballots sent to all members at least 30 days prior to the annual membership meeting. The President shall appoint a teller who is not a member of the Board and not a candidate for election to count ballots and report the results to the members. Directors will be elected on the basis of voting plurality.

Section 3.3. Terms of Office - A full term for a Director (Chapter designated and Directors-at-large) is three years. Directors may serve no more than two consecutive three-year terms, except in cases in which they have been first elected to complete an unexpired term prior to the first full three-year term, in which case they may serve the unexpired term followed by two consecutive three-year terms. After losing eligibility for one year they may again be elected Director.

Section 3.4. Ex-Officio - The Board of Directors may designate individuals to serve as Ex Officio members of the Board of Directors. The Board determines the term of office for each member so designated. Ex Officio members of the Board shall be entitled to all the rights and privileges of Directors, except that they shall be ineligible to vote at meetings of the Board of Directors or hold elected office.

Section 4. Vacancies – Vacancies caused by death, resignation or inability of Directors-at-large to serve may be filled by the Board of Directors until the next annual meeting. Vacancies of chapter-designated directors may be filled by the respective chapter. Three successive unexcused absences from Board meetings may be interpreted as inability to serve.

Section 5. Compensation – No Director or Officer of the Association shall receive directly or indirectly any salary or compensation for his or her service as a director or officer or in any other capacity, unless specifically authorized by the Board of Directors, except that Directors and Officers may be reimbursed for reasonable and necessary expenses incurred in the performance of their official duties.

Section 6. Meetings

Section 6.1 Time, Place and Location - The Board of Directors shall meet at a time, place and location as determined by the Board.

Section 6.2. Quorum – A quorum for a Board of Directors meeting is 50% of the Directors currently holding office. When determining a quorum the presence or absence of Ex-Officio members is not considered.

Section 6.3. Participation – Directors and/or members of a committee of the Board may participate in a meeting of the Board of Directors or committee by means of a conference telephone call or other communications equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in-person at a meeting.

Section 6.4. Mail Vote – If a majority of the Directors or committee members, after having received notice, consent in writing to any action whether before or after such action is taken, such action shall be as valid as if authorized at a meeting and a record of the consent shall be filed with proceedings of the Board or committee. For the purposes

of the By-Laws, mail notice and written notice may be made by electronic means.

Section 6.5. Meeting Conduct - Board of Directors meetings shall be governed by and conducted according to the latest edition of “Robert’s Rules of Order”.

Section 7. Duty of Loyalty and Conflict of Interest –

Section 7.1. Loyalty – No Officer or Director shall engage in or condone any conduct that is disloyal, disruptive, damaging or competes with the Association. No Officer or Director shall take any action, or establish any interest, that compromises his/her ability to represent the Association’s best interest.

Section 7.2. Conflict of Interest Definition - A conflict of interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Director of the Association, or business or agency from which such Director derives an income or has authority in governance.

Section 7.3. Abstention – A member of the Board of Directors shall abstain from voting or attempting to influence the vote on any matter before the Association that places him/her in a conflict of interest.

Section 7.4. Disclosure – A member of the Association shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Association President or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Association desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Board to determine whether the challenged Board member is in conflict of interest. If a majority of the Board present votes to require abstention of the challenged Director, that Director shall not be permitted to vote.

ARTICLE V

Officers

Section 1. Officers, Election, Terms – The Board of Directors shall elect a President, Vice President, Secretary and Treasurer from their own number for one year terms and may elect or appoint other officers, assistant officers and titled positions as deemed appropriate. One person may hold more than one office in the Association, except that one person may not hold both the offices of President and Treasurer. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Removal, Resignation – Officers serve at the discretion of the Board of Directors. Any Officer elected by the Board may be removed from office by a majority vote of all Board members properly in office at the time of the vote. In the event of death, resignation or removal of an Officer, the President shall appoint a successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the Board at the next regular meeting.

Section 3. President – The President presides at all meetings of the members, the Board of Directors, and the Executive Committee; generally supervises the affairs of the Association; appoints committee members and chairs; freely consults with the Board and keeps its members fully informed; may sign for and speak for the Association; recommends actions likely to increase the effectiveness of the Association; and performs other duties incident to the office.

Section 4. Vice President – In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors

Section 5. Secretary – The Secretary shall keep the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with provisions of these by-laws or as required by law, and be custodian of the records of the Association. The Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President and or the Board of Directors. In addition, the Secretary shall notify members of their election to office or their appointment to committees and keep a record of the transactions of the Association.

Section 6. Treasurer – The Treasurer shall be responsible for the supervision of an accounting of all monies received or expended by the Association and preparation of annual budgets. The Treasurer shall perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. He/she shall report to the Board at all meetings, according to a format prescribed by the Board of Directors.

ARTICLE VI

Committees

Section 1. Executive Committee – There shall be an Executive Committee of the Board composed of the President, Vice President, Secretary and Treasurer and one or more Board members designated by the Board to make a total of five Executive Committee members, three of whom shall constitute a quorum to meet between meetings of the Board of Directors whenever the business of the Association requires it, and which may

exercise all the powers of the Board of Directors except as may be limited by the board and the By-Laws.

Section 2. Standing – The Board of Directors may designate standing committees to carry out the work of the Association, assign areas of responsibility, and grant needed powers and authority. The President appoints the members and chair of all committees. Committee members need not be on the Board of Directors, but each standing committee shall have at least one member who is a member of the Board of Directors.

Section 3. Temporary Committees – The President may designate temporary committees, and name the members and chair thereof as may be deemed appropriate or convenient to carry out the purposes of the Association.

Section 4. Ex-officio Members – The President and Vice President shall be ex-officio members of all committees.

ARTICLE VII

Chapters

Section 1. Number and Boundary – The number and boundaries of chapters shall be determined by the Board of Directors in consultation with interested parties.

Section 2. Financial Assistance – Chapters will receive financial assistance from the Association based upon membership with the amount to be determined by the Board of Directors upon periodic review.

Section 3. General Management – Chapter operations: a) must be consistent with the agreement required by the Internal Revenue Service outlining a defined relationship between the Central Organization (NYFOA) and the Affiliate (Chapter), b) must offer services to members and the public consistent with the mission, purposes, by-laws and policies of NYFOA, c) must report to the Board on meetings and other activities in a timely manner and furnish a calendar year financial report on or before each subsequent February first, and d) may adopt such other guidelines as it deems appropriate.

Section 4. Consultation – Chapters will consult the Board prior to undertaking any activities which may affect the Association's tax exempt status or liability exposure, or be inconsistent with the By-Laws, and thereafter shall be guided by the Board's advice.

Section 5. Officers – Chapters shall elect or otherwise designate a Chair, Treasurer, and a member of the Board of Directors in accordance with these By-Laws and the Chapter Operational Guidelines, and such other officers as may be desired to manage chapter affairs.

ARTICLE VIII

Fiscal Management

Section 1. Fiscal Year – The Association’s fiscal year shall be the calendar year.

Section 2. Financial Management Authority and Responsibility – The Board of Directors, in consultation with the Treasurer, may assign financial authority and responsibility, providing that the individual with day-to-day responsibility for receiving and depositing funds is not the same individual with day-to-day responsibility for disbursing funds.

Section 3. Annual Audit - The Board of Directors shall ensure an audit is conducted annually.

Section 4. Bank Selection – The Board of Directors may select such banks and depositories as may be needed.

Section 5. Signing Authority – The Board of Directors shall determine who is authorized to sign checks, notes or other financial and legal instruments.

Section 6. Budget – Each year, the Treasurer shall submit a budget of anticipated revenues and expenses for the upcoming fiscal year to the Board for its review and approval prior to the start of the year to which the budget applies.

Section 7. Professional Services – The Treasurer has the responsibility to advise the Board when professional services are needed to assist in carrying out the responsibilities of that office.

ARTICLE IX

Indemnification

Section 1. Indemnification – The Association to the fullest extent now or hereafter permitted by law, may indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that she or he (or a person of whom she or he is the legal or personal representative or heir or legatee) is or was a director, officer, employee or other agent of the Association, or of any organization served by him or her in any capacity at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees.

ARTICLE X

Dissolution

Section 1. Resolution – The Association may be disbanded by resolution of the Board of Directors at a regular or special meeting of the Association, providing written notice of the intended action on such resolution, together with the basis for action, is provided to each Director at least thirty (30) days before the action is to be taken on such resolution. Passage of the resolution to dissolve the Association shall require approval of two-thirds of all Board members properly in office at the time of the vote. The resolution may be initiated either by members, through the submission of a petition to the Board containing signatures of 10 members requesting such action, or directly by the Board.

Section 2. Continuation for Purposes of Discharge – Upon dissolution of the Association by resolution of the Board of Directors, the Association shall continue for the purpose of discharging any existing obligations and doing all other acts required to adjust and finalize its affairs.

Section 3. Distribution of Assets – In the event of dissolution of the Association, all of the assets and property of the Association remaining after proper payment of expenses and the satisfaction of all liabilities shall be distributed, in accordance with Section 1102 of the New York State Not-for-Profit Corporation Law, as it may be amended, to further the not-for-profit purposes of the Association and/or to such charitable and educational organization as shall qualify under Section 501(c)3 of the United States Internal Revenue Code.

ARTICLE XI

Conflicts

Section 1. Conflicts – If there are any conflicts between the provisions of the certificate of incorporation and the By-Laws, provisions of the incorporation shall govern.

ARTICLE XII

Amendments

Section 1. Any article or section of these Bylaws may be amended, repealed or changed by a two thirds vote of members present and voting at any annual or special meeting of the Association provided that notice of the wording of such proposed amendment, repeal, or change shall have been made to all members of the Association at least 30 days prior to date of such meeting.

Adopted February 25, 2006