

IDAHO FOREST OWNERS ASSOCIATION BY-LAWS

ARTICLE I -- NAME

The name of this organization shall be the "IDAHO FOREST OWNERS ASSOCIATION" and may be referred to herein as the "Association."

ARTICLE II -- OBJECTIVES

The objectives of this Association shall be to:

- Encourage the multiple-use concept of forest management,
- Preserve the rights of private forest owners to practice forest management,
- Educate the public on the value of the state's forest resources and the need to manage them,
- Cooperate with forest industry, state and federal agencies in all areas that further the Association's objectives,
- Educate the public and forest landowners about the economic and environmental benefits of sound forest management, and
- Inform and educate members about legislative issues pertaining to forest land.

ARTICLE III -- MEMBERSHIP

Section 1. Membership Classifications

a) **ACTIVE MEMBERSHIP** - Any owner of forestlands in the State of Idaho shall be eligible for Active membership in the Association. The definition of forestlands shall be the same as that used by the Idaho State Tax Commission. Lesser amounts of acreage will be taken into consideration by the Board of Directors (may be referred to herein as the "Board"). These members shall have all privileges and be entitled to one vote of the Association.

i) Each paid membership of the Association shall designate one person who shall be eligible to hold an office in the Association, and to cast the vote to which that membership is entitled. Provided, such person shall not vote in an individual capacity, but shall cast the vote to which the membership entity is entitled.

ii) A member may designate an agent, in writing, to represent the landowner's interests in the Association and vote on the landowner's behalf.

b) **PARTICIPATING MEMBERSHIP** - Non-forest landowners directly employed in forestry work or associated with forest activities such as consulting foresters, teachers, County Extension, State and federal foresters, employees of member firms, and other interested persons may become Participating members. Participating members shall have all privileges of membership except holding office and voting on Association issues. These members, however, shall be encouraged to express their opinions on all issues coming before the Association.

Section 2. Dues

a) Dues shall be payable at the time of admission to membership and thereafter by calendar year.

b) Dues shall be established by the Board of Directors. The Board may not increase dues more than twenty-five (25) percent during any one (1) year period without the consenting vote of the general membership.

c) Any member may be suspended from the Association, for cause, by the Board of Directors and shall automatically be suspended if dues remain unpaid for more than forty-five (45) days after the due date. During the period dues are unpaid, the voting privileges of such member shall be revoked.

ARTICLE IV -- BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of eleven (11) members and shall manage and conduct the affairs of the Association. Each membership shall be eligible to hold only one position on the Board of Directors.

Section 2. Members of the Board shall be installed as follows:

1st Election: Four (4) Directors for three (3) yrs, Four (4) Directors for two (2) years and Three (3)

Directors for one (1) year. The following annual meeting thereafter, three (3) Directors will be elected for three (3) years. For the next two (2) consecutive years, four (4) Directors will be elected for three (3) year terms.

Section 3. Fifty percent (50%) or more of the current number of members of the Board of Directors shall constitute a quorum.

Section 4. If a vacancy occurs due to death, resignation, or suspension, the Board shall appoint a replacement Director to fill the term of vacancy. Three (3) unexcused absences per year from Board meetings constitute cause for suspension from the Board of Directors.

Section 5. There shall be at least one (1) meeting of the Board of Directors per quarter year.

Section 6. Executive Session: An Executive Session of the Board of Directors may only be called for by a Director, with a majority vote of the present quorum, to discuss matters of IFOA member discipline, dismissal, contract deliberations, or personnel compensation. Only Directors may attend an Executive Session. Executive Sessions may be held immediately before, during, or after regular Board of Director meetings. Any decisions of the Executive Session will be noted in the regular Board of Director Meeting Minutes.

Section 7. Indemnification: The Association agrees to indemnify and hold the Directors of the Association harmless for any liability they may incur while performing duly authorized acts by and on behalf of the Association. Director liability is limited as provided by the federal Volunteer Protection Act.

Section 8. Directors shall conform to the Conflict of Interest policy as outlined in "Policies and Procedures" of the Association.

ARTICLE V -- MEMBERSHIP MEETINGS

Section 1. There shall be an annual general membership meeting of the Association to address Association business that may be presented. The meeting shall be held annually at a location designated by the President or the Board of Directors.

Section 2. Notice of the time and place of the annual meeting shall be mailed at least thirty (30) days before the meeting to each member at the address on the records of the Association.

Section 3. Special meetings of the membership of the Association may be called at any time by a majority vote of the Board of Directors.

ARTICLE VI-- ELECTIONS AND REFERENDUMS

Section 1. The annual election of Directors shall be held by mail ballot. Ballots and nominee profiles shall be mailed to all Active members of record a minimum of fifteen (15) days before the date the votes are counted.

Section 2. Decisions of special importance will be decided by a vote of the Active membership. The question, the Board's recommendation, and the Board's rationale for that recommendation will be mailed to all Active members of record a minimum of fifteen (15) days before the date the votes are counted. If the vote is to be at a meeting, either regular or special, ballots cast by mail must be received no later than three (3) business days before the scheduled meeting. Ballots may also be received by the Executive Vice President at least fifteen (15) minutes before the scheduled meeting. One (1) ballot, whether by mail or hand delivered to the meeting, will be accepted per membership.

Section 3. The Nominating Committee shall, with input from the general membership, propose a slate for

the Directors election from the Active member roll. The slate shall be submitted to the President and Executive Vice President a minimum of thirty (30) days prior to the date the votes are counted.

ARTICLE VII -- OFFICERS

Section 1. The Association shall have a President, Vice President, Secretary, and Treasurer. All officers shall be elected from and by the Board of Directors for a term of one (1) calendar year.

Section 2. Duties of Officers

- a) The President shall preside at all meetings of the membership and Board of Directors. The President shall appoint standing committee chairs, call meetings, and furnish guidance to the officers. The President shall be the Chief Executive Officer of the Association with the authority to carry out all duties assigned by the Board.
- b) The Vice President shall assume the duties of the President when necessary, plus other duties assigned by the Board.
- c) The Secretary shall have the responsibility for keeping records of the Association, recording minutes of the meetings of the Board of Directors and the annual membership meetings, and performing other correspondence duties prescribed by the Board. The Secretary shall provide copies of the minutes to the Board of Directors, and to the membership at the request of the President.
- d) The Treasurer shall act as custodian of Association funds and provide supervision over the financial affairs of the Association. The Board is authorized to require and provide bonding for all signators on Association accounts. The Treasurer will receive regular financial reports from the Executive Vice President, provide for financial audits, and report to the Association at the annual meeting and any other time by request of the Board of Directors.

ARTICLE VIII -- EXECUTIVE OFFICER

The Board of Directors, immediately after taking office, or as soon thereafter as practical, may select an Executive Officer of the Association to be called the Executive Vice President, determine compensation and define responsibilities. Duties of the Executive Vice President shall be to serve as the Chief Administrative Officer of the Association and conduct the day-to-day business as directed by the Board. The Executive Vice President shall: be responsible for solicitation, collection and disbursement of funds under the supervision of the Treasurer; keep necessary records; and, at the direction of the Board, hire and supervise other employees needed to operate the affairs of the Association. The Executive Vice President shall report to and be responsible only to the Board of Directors and shall serve at the pleasure of the Board.

ARTICLE IX -- COMMITTEES

Section 1. The Board of Directors shall authorize standing committees which shall include, but not be limited to, By-Laws, Financial Review & Tellers, Forest Seedling Program, Legislative, Membership, Nominating, and Patron Program.

Section 2. Ad hoc or temporary committees or project managers needed to achieve Association goals may be established by the President and/or the Board of Directors.

ARTICLE X – BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws is hereby vested in the Board of Directors.

ARTICLE XI -- PROCEDURE

All meetings, general and Board, of this Association shall be conducted according to Robert's Rules of Order.

ARTICLE XII -- DISBURSEMENTS

Disbursements of Association funds shall be made by any one (1) of the following authorized

persons: Treasurer, Executive Vice President, or one other member of the Board of Directors designated by the Board of Directors.

ARTICLE XIII -- DISSOLUTION

In the event of dissolution, the assets of this Association shall first be allocated to authorized debts. Any remaining assets shall be disbursed to an organization within the State of Idaho that has similar objectives. Dissolution will take place according to the law of the State of Idaho.

ARTICLE XIV -- CHAPTERS

Section 1. Formation

Chapters of the Association may be recognized upon approval by the Board of Directors. Requests for chapter formation must be in writing and endorsed by at least four (4) of the Association memberships residing or owning forestland within the geographic boundaries of the proposed chapter. Chapter boundaries must include at least one full Idaho county.

Section 2. Chapter Dues

Chapter membership dues shall be at the discretion of the chapter. Collection and disbursement shall be the responsibility of the chapter.

Section 3. Chapter Officers

Chapters shall elect from their membership a Chair, Vice Chair, Secretary, and Treasurer. All officers shall be elected for a term of one (1) calendar year.

Section 4. Duties of Chapter Officers

- a) A Chapter Chair shall preside at all meetings of the chapter membership. The Chapter Chair shall appoint any chapter committees, call meetings, and furnish guidance to the chapter officers.
- b) A Chapter Vice Chair shall assume the duties of the Chapter Chair when necessary, plus other duties as directed by the Chapter Chair.
- c) A Chapter Secretary shall have the responsibility for keeping records of the chapter, recording minutes of the meetings of the chapter, and performing other correspondence duties prescribed by the Chapter Chair. The Chapter Secretary shall provide copies of the minutes to the chapter, and to the Board of Directors at the request of the President.
- d) A Chapter Treasurer shall act as custodian of chapter funds and provide supervision over the financial affairs of the chapter. The chapter is authorized to require and provide bonding for the Chapter Treasurer. The Chapter Treasurer will provide regular financial reports to the chapter and Executive Vice President, provide for financial audits, and report to the Association at the annual meeting and any time by request of the Board of Directors.

Section 5. Disbursements

Disbursements of chapter funds shall be by check, signed by the Chapter Chair and Chapter Treasurer.

Section 6. Conduct of Business

Chapter business shall be conducted in accordance with Association By-laws, objectives, and policies.

Section 7. Dissolution

In the event of chapter dissolution, the assets of that chapter shall first be allocated to authorized debts. Any remaining assets shall be disbursed to the Association.

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