



# **OHIO FORESTRY ASSOCIATION, INC.**

## **BYLAWS**

## Table of Contents

Article I	Name and Description	Page 3
Article II	Mission Statement	Page 3
Article III	Purpose, Core Beliefs And Guiding Principles	Page 3
Article IV	Longevity of the Association	Page 4
Article V	Membership in the Association Section 1 – Composition Section 2 – Qualifications Section 3 – Requirements Section 4 – Privileges Section 5 – Termination	Page 4
Article VI	Dues Section 1 – Establishment Section 2 – Payment Section 3 – Delinquency Section 4 – Use Section 5 – Refunds	Page 5
Article VII	Meetings of Members Section 1 – Annual Meetings Section 2 – Special Meetings Section 3 – Notice of Meetings Section 4 – Quorum Section 5 – Voting Section 6 – Conduct of Business	Page 5
Article VIII	Organizational Structure Section 1 – Board of Trustees Section 2 – Officers Section 3 – Executive Committee Section 4 – Committees Section 5 – Ex Officio Groups Section 6 – Executive Director and Staff	Page 6
Article IX	Indemnification	Page 14
Article X	Financial Oversight	Page 14
Article XI	Dissolution	Page 15
Article XII	Limitations	Page 15
Article XIII	Amendments	Page 15

## **OHIO FORESTRY ASSOCIATION, INC.**

### **ARTICLE I – NAME AND DESCRIPTION**

The Ohio Forestry Association, Inc. (the “Association”) is a non-profit corporation under Internal Revenue Code 501(c)(6) and is organized and operated under the laws of the State of Ohio. The Association is an alliance of businesses and individuals engaged in forestry-related industries and enterprises.

### **ARTICLE II – MISSION STATEMENT**

The Association supports the management of Ohio’s forest resources and improvement of business conditions for the benefit of its members in their endeavors to engage in forestry-related industries and enterprises.

### **ARTICLE III – PURPOSE, CORE BELIEFS AND GUIDING PRINCIPLES**

The purpose for which the Association exists is to benefit of Ohio forestry-related industry within the meaning of Section 501(c)(6) of the Internal Revenue Code and any successor statute including, but not limited to, establishing and maintaining business relations and ethical practices between and among enterprises in such industry, promoting the use of forestry-related products, encouraging conservation, development and protection of forests and wildlife resources, encouraging research in the science of management and utilization of forests and related resources, and engaging in any other activities for the benefit of the Ohio forestry-related industry that an Ohio non-profit corporation may engage in under 501(c)(6) of the Internal Revenue Code and any successor statute .

Without limiting the generality of the foregoing, to the extent not inconsistent with the requirements of Section 501(c)(6) of the Internal Revenue Code, the Association’s further purposes are to serve its members, to promote the protection of and sustainable use of forest resources and to create a positive image for forestry. The Association also encourages through education and safety programs, the common interest of its membership. The Association’s core beliefs and guiding principles are:

- that a broad and diverse membership is healthy and necessary;
- that Ohio’s forestry community be unified in purpose;
- that forest management is good, right and necessary;
- that forest management is the sustainable use of forest resources;
- all members have an obligation to manage Ohio’s forests for the common good;
- that the members benefit from management of Ohio’s forest resources;
- that safety information and training is beneficial to the membership;
- that scientific research focused on forests, water and soils is beneficial; and
- that every member should promote and provide education on multiple use forest management.

## **ARTICLE IV – LONGEVITY OF THE ASSOCIATION**

The duration of the Association is that time as deemed appropriate by the membership.

## **ARTICLE V – MEMBERSHIP IN THE ASSOCIATION**

### **Section 1 – Composition**

Any and all persons and legal entities that are members of the Ohio Forestry Association Foundation, Inc. as of the date of incorporation of the Association shall be members of the Association. Further, membership in this Association shall be open to any person, organization or company interested in promoting the objectives of the Association, willing to subscribe to the Bylaws of the Association and otherwise qualified under provisions set forth in these Bylaws.

### **Section 2 – Qualifications**

Membership in the Association is open to any person, organization or company that desires to become a member. Membership is open at all times to those qualified.

### **Section 3 – Requirements**

- Submission of a membership application to the Executive Director and approval by the Board of Trustees;
- Subscribe to the Bylaws of the Association;
- Payment of annual dues.

### **Section 4 – Privileges**

All members are entitled to:

- Participate in all Association functions and programs;
- Vote on all matters properly submitted to the membership
- Each person, organization or company will have one (1) vote;

### **Section 5 – Termination**

Membership in the Association shall be terminated:

- By voluntary withdrawal;
- For failure to timely pay annual dues;
- For violation of rules, policies or procedures adopted by the Association.

Whenever, the Board of Trustees proposes to terminate membership for violation of rules, policies or procedures, the Board of Trustees shall provide the party with an opportunity for a hearing at a regular or special meeting. Any decision to terminate membership shall be decided by majority vote of the Trustees.

## **ARTICLE VI – DUES**

### Section 1 – Establishment

Membership dues for all classes of membership shall be established by majority vote of the Board of Trustees at a regularly scheduled meeting.

### Section 2 – Payment

- All membership dues shall be made payable to the OHIO FORESTRY ASSOCIATION, INC.;
- Payable in January of each year;
- Payable in full for each new membership;
- Dues will be prorated on a monthly basis the following year for all new members joining February through December of the preceding year.

### Section 3 – Delinquency

Any member of the Association who is delinquent in the payment of dues for a period of three (3) months from the time dues become payable shall be terminated.

### Section 4 – Use

Membership dues will be used to cover Association activities and commitments as deemed appropriate by the Board of Trustees.

### Section 5 – Refunds

No dues shall be refunded to any member without the approval of the Board of Trustees.

## **ARTICLE VII – MEETINGS OF MEMBERS**

### Section 1 – Annual Meeting

The Annual meeting of the members of the Association shall be held at such place and on such dates as may be determined by the Board of Trustees.

### Section 2 – Special Meetings

Special meetings of the Association may be held upon the call of the Board of Trustees, or the President of the Association. Special meetings of the Association shall be called upon a written demand signed by at least fifty (50) members of the Association.

### Section 3 – Notice of Meetings

Written notice of any meeting of the Association shall be sent to each member at least thirty (30) days prior to the date of the meeting. Notice of a special meeting shall specifically state the

purpose or purposes of the special meeting.

#### Section 4 – Quorum

At an annual or special meeting of the membership of the Association, those members present in person shall constitute a quorum to transact business.

#### Section 5 – Voting

- All matters will be decided by a majority vote.
- An organization or company may designate an employee as its representative who shall have the power to vote on its behalf.
- No member shall vote by proxy.

#### Section 6 – Conduct of Business

All meetings of the Association shall use Roberts Rules of Order as the standard for the conduct of meetings.

### **ARTICLE VIII – ORGANIZATIONAL STRUCTURE**

The Association's organizational structure is as follows:

- a Board of Trustees;
- Officers (President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer);
- an Executive Committee;
- an Executive Director;
- Committees designated by the Board of Trustees, such as Finance, Annual Meeting, Membership, Nominating, Paul Bunyan Show, Forestry Camp, Ohio Woodlands Editorial Committee.
- Ex Officio Advisory Groups;

The composition, purpose, and authority of each of the above are defined in the following sections:

#### Section 1 – Board of Trustees

##### A: Authority and Responsibility

The governing body of the Association shall be the Board of Trustees. The Board of Trustees shall have supervision, control and direction of all affairs of the Association. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility, as it deems appropriate.

##### B: Composition and Qualifications

The Board of Trustees shall consist of the President, First Vice President, Second Vice President, Third Vice President plus twenty-one (21) members to be elected from the membership of the

Association totaling 25. Each of the following membership categories shall have a representative on the Board of Trustees:

- Three At-Large member representatives from any of the following categories;
- One Educational institution member representative;
- Three Logger member representatives;
- Two Professional forester member representatives;
- Two Pulp and Paper member representatives;
- Three Sawmill member representatives;
- Three Secondary manufacturing member representatives;
- One Forest Industry Equipment member representative;
- Two Tree Farmer member representatives; and
- One Woodland owner member representative.

C: Term of Office

The elected members of the Board of Trustees shall be elected for a term of three (3) years or until their successors have been elected and qualified. The Trustees shall be elected in accordance with the provisions hereinafter set forth.

The term of office for a member of the Board of Trustees shall begin upon installation at the next annual meeting following election and shall end at the annual meeting three (3) years later at which their successors are installed.

D: Tenure

The elected Trustees shall be limited to a total of two consecutive three (3) year terms. To serve additional terms, a one-year waiting period must be observed.

E: Nominations for Trustee

After the initial board is established, each year thereafter at least one third of the Board members will be replaced or reelected.

- The Nominating Committee shall meet each year and solicit candidates, willing to stand for election, to fill the vacancy created due to the expiration of the term of a Board member in the specific membership categories (Article VIII, Section 1-B).
- The candidates will constitute the slate of candidates for each category.
- The Nominating Committee is responsible for assuring that this nomination and election process is completed before the Annual Meeting.

F: Elections of Trustees

Each member of the Association shall be mailed a ballot containing the names solicited by the Nominating Committee representing the slate of candidates for each membership category. Each ballot shall provide a place for indicating the member's vote for one candidate from each membership category being voted upon. Accompanying each ballot shall be an envelope bearing the printed address of the Association for the use of the member in returning his the member's marked ballot. Each ballot shall contain appropriate instructions that any ballot to be counted in the election shall be received at the OFA office (or such other place as determined by the Nominating Committee) by the time and date specified. The envelopes containing the ballots shall be opened and the ballots counted in the presence of no less than one member and one officer of the Association. The officer shall then certify the results of the election to the

membership at the next annual meeting. Candidates are permitted to have an observer present at the opening and counting of the ballots.

**G: Meetings of the Board of Trustees**

Meetings of the Board of Trustees shall be held no less than four (4) times during each calendar year at such time and at such place as the Board may designate. Special meetings of the Board may be called by the President or at the request of any three (3) Trustees. Sufficient notice shall be given to each member of the Board before the meeting is held.

**H: Quorum**

At any meeting of the Board of Trustees, majority of the Board members present shall constitute a quorum for the transaction of business.

**I: Voting**

All matters will be decided by a majority vote of the members present.

**J: Voting by Mail/Fax/Electronic Means**

Meetings of the Trustees may be held by telephone or any other video or audio communications equipment if all persons participating can hear each other and such participation in a meeting pursuant to this provision shall constitute presence at such meeting.

Trustees may also use facsimile or e-mail transmissions to register votes for a meeting at which Trustees are not physically present or to allow the Trustees to vote on matters instead of meeting together in person, by telephone, or by any other video or audio communications equipment by which all participants can hear each other.

**K: Vacancies**

Any vacancy occurring on the Board of Trustees between annual meetings shall be filled by Board appointment. A Trustee so appointed to fill a vacancy shall serve the unexpired term of the predecessor.

**L: Compensation**

All Trustees shall serve without compensation.

**Section 2 - Officers**

There will be five officers of the Association elected by the Board of Trustees. Officers of the Association are elected from the membership of the Board of Trustees, with the exception of the Treasurer. The Treasurer need not be a member of the Board of Trustees. The Treasurer shall be elected from the membership of the Association.

- A President, a First Vice President, a Second Vice President, a Third Vice President, and a Secretary shall be elected by the Board of Trustees.
- Candidate(s) for Third Vice President shall be nominated by the Executive Committee.
- When a vacancy occurs on the Executive Committee, the remaining Officers will nominate a candidate from the Board of Trustees to serve the term of the departed member. The Board of Trustees will approve this nomination at the next regularly

scheduled meeting.

#### A: Authority and Responsibility of Officers

The authority and responsibility of the officers shall be as below, however the duties of the officers, or any part thereof, may be delegated to the Executive Director by action of the Board of Trustees.

##### 1. President

The authority and responsibilities of the President are as follows:

- Serve on the Executive Committee and the Board of Trustees.
- Preside at the Annual Meeting of the membership.
- Preside at all meetings of the Board of Trustees.
- Oversee the long range programs of the Association.
- Supervise the Ohio Forestry Association and all trusts, grants and general external support opportunities.
- Report on goals and program matters to the Board of Trustees.
- Serve as Chair of the Administration and Finance Committee.
- Serve as an ex officio member with voting privileges of all committees established by the Board except the nominating committee.
- Appoint such committees as authorized and approved by the Board of Trustees.
- Vote or abstain on Board motions to make or break a tie vote.

##### 2. First Vice President

The authority and responsibilities of the First Vice President are as follows:

- Serve on the Executive Committee and the Board of Trustees.
- Preside at all meetings of the Board of Trustees and of the membership in the absence of the President.
- Perform all duties as may be assigned by the Board of Trustees or the President.
- Vote on all Board motions.

##### 3. Second Vice President

The authority and responsibilities of the Second Vice President are as follows:

- Serve on the Executive Committee and the Board of Trustees.
- Serve as Chair of the Annual Meeting Committee.
- Perform all duties as may be assigned by the Board of Trustees or the President.
- Vote on all Board motions.

##### 4. Third Vice President

The authority and responsibilities of the Third Vice President are as follows:

- Serve on the Executive Committee and the Board of Trustees.
- Perform all duties as may be assigned by the Board of Trustees or the President.
- Vote on all Board motions.

##### 5. Treasurer

The Board of Trustees shall elect the Treasurer who will be the chief fiscal officer of the

Association. The Treasurer shall serve a term of four (4) years or until a successor is duly appointed. The Treasurer is not a member of the Board of Trustees and does not have a vote. The authority and responsibility of the Treasurer is as follows:

- Reports to the Executive Committee.
- Maintain knowledge of all accounts and of the receipts and disbursements.
- Shall cause all monies and valuable effects to be deposited in the name of the Association and to the credit of the Association in such depositories as may be designated by the Board of Trustees.
- Shall present to the Board of Trustees, as it shall require, an accounting of the finances for all sponsored programs and functions of the Association.
- Shall assist the Executive Director in the preparation of the budget.
- Submit regular quarterly and annual financial reports to the Board and to the membership.
- On a monthly basis, review all notes and checks issued.
- At the end of each fiscal year, shall submit the Association's accounts for audit by a certified public accountant, approved by the Board. The findings of the audit shall be presented to the Board at its first meeting of the new fiscal year.
- At the annual membership meeting, shall make complete and full report of receipts and disbursements of past year, suitably classified, and of all outstanding obligations and summary of same published in Association's magazine
- At expiration of term of office, shall deliver over to successor all books, monies, and other properties of the Association.

#### 6. Secretary

The authority and responsibilities of the Secretary are as follows:

- Serve on the Executive Committee and the Board of Trustees.
- Perform all duties as may be assigned by the Board of Trustees or the President.
- Vote on all Board motions.

#### B: Qualifications for Office.

Officers of the Association are elected from the membership of the Board of Trustees. Any member of the Board of Trustees shall be eligible for nomination and election to any elected office of the Association.

#### C: Nomination and Election of Officers

At the Annual Meeting, the Board of Trustees shall meet and elect the officers of the Association.

#### D: Term of Office

The term of office for officers except the Treasurer shall be for one (1) year and shall begin when elected at the Annual Meeting by the Board of Trustees and shall continue until the next succeeding Annual Meeting at which their successors are elected and installed. The term of office for the Treasurer shall be for four (4) years and shall begin when elected at a Annual Meeting by the Board of Trustees and shall continue until an Annual Meeting four (4) years later at which time his/her successor is elected and installed.

E: Re-election

Officers' terms shall be limited to one (1) term in each position except for the Treasurer.

F: Vacancies

Vacancies in any elected office may be filled for the balance of the term by the Board of Trustees at any regular or special meeting.

G: Recall of Officers

The Board of Trustees may remove any officer from office for reason of misconduct, incompetence or neglect of duty provided such removal is approved by a two-thirds (2/3rds) vote of all of the Trustees, provided, however, any person being considered for removal shall not be entitled to vote on the subject.

H: Compensation

All officers shall serve without compensation.

Section 3 – Executive Committee

A: Composition

The Executive Committee shall consist of five (5) voting members and one (1) nonvoting member. The five voting members shall be the officers of the Association. The one (1) nonvoting member shall be the individual who served as President during the previous year.

B: Authority

The Executive Committee represents the Association with review and approval of the Board of Trustees. The Executive Committee shall possess and may exercise all powers of the Board of Trustees during intervals between the meetings of the Board of Trustees as the Executive Committee shall deem to be in the best interests of the Association, provided that where specific policies have been established or directions given by the Board of Trustees, the actions of the Executive Committee shall be in accord with such policies or in compliance with such directions and, provided further, that the Executive Committee may not act in those matters wherein action of the Board of Trustees is specifically required by law.

C: Responsibilities

The Executive Committee shall be responsible for the following:

- Direct the activities of the Association with oversight from the Board of Trustees.
- Bring recommendation for action to the Board of Trustees on matters of the Association.
- Supervise the activities of the Executive Director.
- Supervise the performance of the Treasurer.
- Assist the Executive Director in the hiring, compensation and discharge of all employees, staff, counsel and consultants.

D: Meetings

- Meetings of the Executive Committee shall be held no less than four (4) times during each calendar year at such time and at such place as the Executive Committee may

designate.

- Sufficient notice shall be given to each member of the Executive Committee before the meeting is held.
- Special meetings of the Executive Committee may be called by the President or at the request of any two (2) members of the Executive Committee.

E: Quorum

At any meeting of the Executive Committee, three (3) members shall constitute a quorum for the transaction of business.

F: Voting

All matters will be decided by a majority vote.

G: Voting by Mail/Fax/Electronic Means

Meetings of the Executive Committee may be held by telephone or any other video or audio communications equipment if all persons participating can hear each other and such participation in a meeting pursuant to this provision shall constitute presence at such meeting.

Members of the Executive Committee may also use facsimile or e-mail transmissions to register votes for a meeting at which Executive Committee members are not physically present or to allow the Executive Committee members to vote on matters instead of meeting together in person, by telephone, or by any other video or audio communications equipment by which all participants can hear each other.

Section 4 – Committees

A: Nominating Committee

The Board of Trustees shall appoint every year a nominating committee consisting of no less than three members of the Association. The Committee shall be responsible for implementing the nomination and election process for Trustees as described in Article VIII, Section 1-F.

B: Finance Committee

The Finance Committee consists of the President, the Treasurer, the Executive Director, the Financial Manager and one member selected from the Board of Trustees. The President will serve as the Chair of this committee. The Finance Committee will be responsible for the preparation of the annual budget to be submitted to the Board of Trustees for action. The Finance Committee may appoint a Compensation Sub-Committee to research and advise on compensation of employees, staff, counsel and consultants.

C: Annual Meeting Committee

The Annual Meeting Committee will be responsible for planning and organizing the Association's Annual Meeting. The Second Vice President will serve as the Chair of the committee. The committee will be appointed by the Second Vice President.

D: Membership Committee

The Membership Committee is responsible for monitoring and promoting the membership of the

Association. Chair and membership of the committee shall be appointed by the President.

E: Editorial Committee

The Executive Director serves as Editor of the Ohio Woodlands Magazine and the Association's Newsletter. The Editorial Committee shall provide leadership for general publication content and be appointed by the President.

F: Paul Bunyan Show Committee

The Paul Bunyan Show Committee shall have the responsibility to plan and prepare a financial budget for the annual trade show. The President shall appoint the Chair of the committee. Members of the committee will be appointed by the President.

G. Logging Standards Council

Bylaws of The Logging Standards Council, provides the basis for administration and organization of the Council. The Council operates under the auspices of the Board of Trustees of The Ohio Forestry Association, Inc.

H: Other Committees

Other Committees, standing or special, shall be appointed by the President as the Association or Board of Trustees shall from time to time deem necessary to carry on the work of the Association.

Section 5 – Ex Officio Groups

Ex Officio Groups can be formed by the Board of Trustees to function in an advisory capacity to the Association. Ex Officio Groups shall serve at the pleasure of the Board and may be formed and dissolved as required. Individuals serving in an Ex Officio capacity are not considered for quorum purposes and such person or persons are not given a vote.

Section 6 – Executive Director and Staff

A: Appointment

The Board of Trustees shall employ an individual who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by a contractual agreement.

B: Authority and Responsibility

The Executive Director shall be the Chief Operating Officer of the Association responsible for all management functions and all other activities conducted by the Association.

The duties of the Executive Director shall be as follows:

- Shall act under the direction of the Executive Committee and perform such duties as may be assigned.
- Shall be responsible to provide recommendations to the Executive Committee pertaining to the hiring, compensation and discharge of all employees, staff, counsel, and consultants.
- To authorize disbursements, and take action in accordance with current Association policies to accomplish the objectives of the Association;

- Shall purchase supplies and equipment and arrange for office and other facilities for operating purposes;
- Shall be custodian of all records and files of the Association;
- Serve as ex officio member of all committees;
- Shall, in cooperation with the Finance Committee, prepare an annual budget to be submitted to the Board of Trustees for action;
- Shall supervise collection of annual dues and other revenues made available to the Association;
- Shall sign checks drawn against funds of the Association, subject to direction and limitations established by the Board of Trustees;
- On termination of employment, shall surrender all monies, books, papers, and other property of the Association.

### **ARTICLE IX – INDEMNIFICATION**

Each person who at any time is or shall have been a Trustee, officer, employee or agent of the Association, or is or shall have been serving at the request of the Association as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his/her heirs, executors and administrators, shall be indemnified by the Association in accordance with and to the full extent permitted by the Ohio Non- Profit Corporation Act Chapter 1702 of the Ohio Revised Code is in effect at the time of the adoption of these Bylaws or as amended from time to time thereafter. The foregoing right of indemnification shall not be deemed exclusive of their rights to which any director, trustee, officer, employee, agent, or other person may be entitled in any capacity as a matter of law or under any Regulation, agreement, note of membership or trustees, or otherwise and shall not extend to those who have acted illegally. If authorized by the Board of Trustees; the Association may purchase and maintain insurance against liability on behalf of any such person to the full extent permitted by law in effect at the time of the adoption of these Bylaws or as changed from time to time.

### **ARTICLE X – FINANCIAL OVERSIGHT**

#### **Section 1 – Application of Funds**

The Association shall use its fund only to accomplish the objectives and purposes specified in these Bylaws. No part of said fund shall inure or be distributed to the members of the Association.

#### **Section 2 – Authorization of Funding Expenditures**

The Board of Trustees must approve the expenditure of all funds in the amount of five thousand dollars (\$5,000) or more. Such approval shall be by a majority vote of the Board of Trustees at a scheduled meeting. The Executive Director may approve the expenditure of all funds less than five thousand dollars (\$5,000) provided they are line items in the annual budget or approved by the Executive Committee.

### Section 3 – Bond

The Board of Trustees shall require a Fidelity Bond from any person responsible for the Funds of the Association. The amount of bond shall be determined annually by the Finance Committee. The Association shall pay the premium on such bond.

### **ARTICLE XI – DISSOLUTION**

On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be recommended by the Board of Trustees.

### **ARTICLE XII – LIMITATIONS**

The Association is not organized for profit. No part of its net earnings shall inure to the benefit of any private individual.

### **ARTICLE XIII – AMENDMENTS**

These Bylaws may be amended, supplemented or repealed by a majority vote of the members voting by mail ballot.

22412\Trade Association\176 OFA TA Bylaws 2007.doc