

# BY-LAWS OF THE ILLINOIS FORESTRY ASSOCIATION

## **ARTICLE I – NAME**

**Section 1.** The name of this Organization shall be THE ILLINOIS FORESTRY ASSOCIATION.

## **ARTICLE II – MISSION STATEMENT**

**Section 1.** The mission of the Illinois Forestry Association is to act on issues that impact rural and community forests and to promote forestry in Illinois.

## **ARTICLE III – MEMBERSHIP AND DUES**

**Section 1.** Membership in this organization shall be open to any person or entity (such as an organization, company, firm, or unit of government) engaged or interested in furthering the mission of the Association, is willing to subscribe to the By-laws of the Association, and the rules and regulations adopted by the Board of Directors. Membership categories include: Individual, Family, Not-for-Profit, Business, Sustaining, Student, and Life.

**Section 2.** Each membership category, except Student members who have non-voting status, shall have one vote at meetings of the Association or by mail if so provided by the Board of Directors. An entity as described in Section 1 must designate a representative who shall have the power to cast its vote. However, this does not preclude individual members of the Association who are employees of a member entity from voting. An individual and spouse who apply for a Family membership by payment of the then current amount of annual dues shall become Family members of the Association. All individuals who have paid the then current amount of dues set for a Life member shall be considered a Life member of the Association.

**Section 3.** The annual dues of the Association shall be set by the Board of Directors. Dues are payable in January for the calendar year.

**Section 4.** No dues or fees shall be refunded upon severance of membership from the Association.

**Section 5.** Each member shall receive evidence of membership in the Association. Any membership may be cancelled and the members suspended or expelled for failure to pay dues according to the dues schedule when such dues become due and payable, or for good and sufficient cause shown, by vote of a majority of the members of the Board of Directors present at any meeting of the Board, provided said member was given written notice of said meeting.

**Section 6.** Membership shall be transferable only with consent and approval of a majority of the Directors present and voting at any meeting of the Board of Directors.

**Section 7.** Honorary membership may be given to special persons by vote of the Board of Directors.

## **ARTICLE IV – OFFICERS OF THE ASSOCIATION & BOARD OF DIRECTORS**

**Section 1.** The officers of the Association shall be the President, Vice-President, Immediate Past President, Secretary, and Treasurer. All officers shall be elected from the membership for a two (2) year term, and may be eligible for re-election to a second term.

- A. The duties of the President shall be to preside at all meetings of the Association and the Board of Directors. The President shall appoint committee chairpersons, call meetings and furnish guidance to the other officers of the Association.
- B. The duties of the Vice-President shall be to preside at all meetings of the Association and/or the Board of Directors in the absence of the President, plus such other duties as directed by the President.
- C. The duties of the Immediate Past President shall be to assist the President and Vice-President with meetings of the Association and the Board of Directors, plus other duties as directed by the President.
- D. The duties of the Secretary shall be keeping the records of the Association and the Board of Directors, recording minutes of all meetings of the Association and Board of Directors, and performing such correspondence and duties as may be prescribed by the Association and the Board of Directors.
- E. The duties of the Treasurer shall be to act as custodian of the funds of the Association and to provide supervision over financial affairs of the Association. The Treasurer will provide for financial audits and reports to the Association at the annual meeting and at any time at the request of the Board of Directors.

**Section 2.** The Board of Directors (hereafter referred to as the Board) shall be composed of the officers of the Association, two directors of each Region that is part of the Association, and duly elected by the Regional Association, and two directors-at-large elected by the membership of the Association, all of whom shall be qualified members of the Association. Regional directors shall live within the region they represent. Ex officio members may be appointed by the Board to serve in a non-voting status.

**Section 3.** The term of office for the regional directors shall be so structured that one director from each Region will serve a two (2) year term and the other representative will serve a one (1) year term. The directors-at-large shall be a two (2) year term. Regional directors and directors-at-large may be eligible for re-election to a second term.

**Section 4.** Voting for Officers and directors-at-large of the Association shall be by mail ballot approved by the Board. The President shall appoint a nominating committee with the Secretary serving as an ex-officio member. The function of the nominating committee will be to see that one or more candidates for each vacancy are nominated and that such nominees accept the responsibility to serve if elected. Ballots shall be sent via U. S. mail to all Association members at least thirty (30) days prior to the scheduled annual meeting. Ballots shall be received by the Secretary and counted by three election judges appointed by the President. Newly elected officers of the Association will begin their term of office at the first Board meeting following the annual meeting.

**Section 5.** Vacancies of Officers and directors-at-large shall be appointed by the Board until the next annual meeting. Vacancies of regional directors shall be appointed by the Regional Association.

**Section 6.** The Board shall have supervision, control, and direction of the affairs of the Association. The Board may adopt rules and regulations for the conduct of 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.

**Section 7.** The Board shall meet at least twice annually at locations chosen by the Board. Special meetings of the Board shall be called by the President, or shall be called by the Secretary when requested in writing by five Board members. In the case of special meetings, at least five days written notice shall be given. At any meeting of the Board, the majority of the Board members present shall constitute a quorum for the transaction of business.

**Section 8.** The officers of the Association shall constitute the Executive Committee, which shall be empowered to take actions during the interim between Board meetings.

**Section 9.** All officers and members of the Board shall serve without compensation.

## **ARTICLE V – MEETINGS**

**Section 1.** The Association shall meet annually at a time and place as designated by the Board. Notice of said meeting shall be given to the membership in writing at least thirty (30) days prior to said meeting.

**Section 2.** Special meetings of the membership may be called by action of the Board provided the membership is given thirty (30) days written notice. A special meeting may also be called by ten (10) percent of the voting members by a notice signed, dated, and delivered to the President or Secretary describing the purpose for which it is to be held, notice of such meeting shall then be mailed to the membership at least ten (10) days before such meeting.

**Section 3.** At the annual meeting, the majority of the voting membership present and voting shall constitute a quorum for the transaction of business.

**Section 4.** Meetings of the Association, Board of Directors, Executive Committee, and any committee of the Association may be held in person or by electronic means, such as but not limited to teleconference, computer net meetings, or video conference.

## **ARTICLE VI – FISCAL YEAR**

**Section 1.** The fiscal year for the Association shall begin January 1 and end December 31.

## **ARTICLE VII – DISBURSEMENTS AND FUNDS**

**Section 1.** Disbursement of funds of the Association shall be by check signed by the Treasurer and one other Board member selected by the Board.

**Section 2.** Operating funds of the Association shall be accounted for in the designated General Fund.

**Section 3.** There shall be kept separately from the General Fund of the Association, an Endowment Fund. Special membership dues and other income designated by the Board shall be deposited in this fund. This shall be invested under the direction of the Board and only interest earned may be used for current operating expenses of the fund.

**Section 4.** Any funds received or accepted by the Association for special purposes shall be kept separate from the General Fund and the Endowment Fund and accounted for separately.

## **ARTICLE VIII – OFFICIAL PROCEDURE**

**Section 1.** Robert's Rules of Order shall govern all parliamentary procedure.

## **ARTICLE IX – AMENDMENTS**

**Section 1.** Any article or section of the By-Laws of the Association may be amended, altered, or repealed at the annual meeting or special meeting of the Association provided that notice of such proposed amendment, alteration, or repeal shall be mailed to all members of the Association at least thirty (30) days prior to the date of such meeting. Adoption of the proposed amendment(s) shall require the favorable vote of two-thirds of those members present and voting.

## **ARTICLE X – FINANCIAL OVERSIGHT**

**Section 1.** The Association shall use its funds only to accomplish the objectives and purposes specified in these By-laws. No part of said funds shall inure or be distributed to members of the Association except for such items as travel reimbursement approved by the Board for a member or members of the Association while on official Association business.

## **ARTICLE XI - DISSOLUTION**

**Section 1.** 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.

Adopted December 13, 2005; Amended October 20, 2007 & August 23, 2008