

BYLAWS OF THE
TILLAMOOK-CLATSOP CHAPTER
OF THE
OREGON SOCIETY OF AMERICAN FORESTERS

ARTICLE 1: NAME AND OBJECTIVES

This organization shall be known as the **Tillamook-Clatsop** Chapter of the Oregon Society of American Foresters (the state society¹), as provided in Article VI of the Constitution of the Society of American Foresters (the Society²) and Article 10 of the Oregon Society of American Foresters Bylaws.

Any and all portions of these Chapter Bylaws in conflict with the Society's Constitution or the state society Bylaws shall be rendered null and void.

The objectives shall be:

- (1) to advance the science, technology, education, and practice of professional forestry in America, and more particularly within the Chapter boundaries, which shall include Clatsop and Tillamook Counties, Oregon in entirety, (per map attached).
- (2) to use the knowledge and skills of the profession to benefit society.
- (3) to provide an opportunity for better liaison between the individual member, his or her state society representative and the Society.

ARTICLE 2: ACTIVITIES LIMITED TO EXEMPT PURPOSES

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article 1 hereof.

No substantial part³ of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the case of a written request from a government body, committee or subdivision, the Chapter shall provide technical assistance and advice providing the Chapter deems it appropriate to provide such assistance. Notwithstanding any other provision of these articles, the Chapter shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 3: MEMBERSHIP

Membership in the Chapter shall be open to all members of the Society who have established this Chapter as their domicile Chapter through residence or employment within the Chapter territory, in accordance with the Bylaws of the state society and the Society. An individual can be a voting member in his or her domicile Chapter only, but may become an associate, non-voting member of any other Chapter.

Only voting members, as defined in the Society's Constitution, in good standing, who have established this chapter as their domicile chapter shall be entitled to vote on any question and hold office in the Chapter.

¹ The term "state society" used herein refers to the Oregon Society of American Foresters.

² The term "the Society" used herein refers to the national Society of American Foresters.

³ Greater than five percent (5%) of your annual budget.

Membership in the Chapter may be terminated by (1) resignation, (2) death, (3) expulsion from the Society for unprofessional conduct, (4) transfer to another Chapter by a change of domicile, or (5) failure to pay dues.

ARTICLE 4: DUES

The annual dues of the chapter shall be due upon receipt of the invoice. Dues shall be collected by the Society concurrently with the collection of national dues and transmitted to the Treasurer of the state society.

Members who have not paid national and state society dues by March 1 shall be notified by the Society that they are in bad standing, and thus ineligible to vote, to receive the *Journal of Forestry*, to be a candidate for office, or to hold office until the dues are paid.

A special assessment to cover the expenses of projects undertaken by the Chapter may be levied upon the approval of 75 percent of the voting members of the Executive Committee. Such special assessments shall not exceed \$2.00 per member per year. The Chapter fiscal year shall be January 1 through December 31.

A member who transfers to another chapter and has paid annual dues in the chapter from which the transfer is being made shall not be required to pay additional dues for the year of transfer and shall automatically become a member of the chapter to which transferred for the remainder of the year.

New members admitted during the year shall pay pro-rata dues beginning with the quarter after the admission is accepted. No member shall be entitled to a return of fees or dues upon discontinuance of membership.

ARTICLE 5: OFFICERS

The elected officers of the Chapter shall consist of a Chair, a Chair-elect who shall be Vice Chair and who automatically shall become Chair in the subsequent term, and a Delegate-at-Large. The Secretary, Treasurer and other non-elected officers of the Chapter shall be appointed by the Chair with the approval of the Executive Committee.

All officers of the Chapter shall be voting members of the Chapter and have this Chapter as their domicile Chapter and maintain domicile during the term of office which shall be for one year beginning January 1.

The Chair-elect, upon completion of his or her term of office, shall automatically become Chair for the subsequent term. In the event the Chair is unable to complete the full term of office, the Chair-elect shall succeed and complete the unexpired term prior to serving the full term as Chair. Should this occur, the Executive Committee by a majority vote shall appoint a replacement Vice Chair who shall assume the duties of the vacant office until the next regular election of officers. In the event the Chair-elect is unable to complete the term of office and succeed to the office of Chair, the Executive Committee shall appoint an acting Vice Chair to serve until the next election at which time both a Chair and Chair-elect shall be elected.

ARTICLE 6: DUTIES AND RESPONSIBILITIES OF OFFICERS

The Chair shall be responsible for developing and continuing the Chapter activities during the term of office and for organizing the membership toward meeting the Chapter's objectives. The Chair shall preside at meetings of the Chapter; serve as Chair on the Executive Committee and ex-officio member of all other committees; oversee the business affairs of the Chapter; with the approval of the Executive Committee, appoint the standing committees and other special committees as authorized; be a member of the state society Executive Committee as provided in Article 8 of the state society Bylaws, and perform all other duties commonly incident to such office.

The Chair-elect, in the absence of the Chair, shall preside at Chapter meetings and shall act for and assist the Chair in conducting Chapter affairs as may be requested by the Chair. He or she may act as Chair or the Membership Committee and the Program Committee and conduct all necessary business pertinent to those Committees. He or she shall serve as a member of the Auditing Committee.

The Delegate-at Large shall assist the Chair as requested by the Chair of the Executive Committee.

The Secretary shall conduct all elections and referendums; keep the minutes of the Chapter; conduct its correspondence; announce its meetings; and act as custodian of its records.

The Treasurer shall keep the Chapter accounts; receive and disburse all monies on behalf of the Chapter; and perform such other duties as may be assigned by the Executive Committee or Chair of the Chapter. The Treasurer shall keep all information required for Internal Revenue Service Form 990, and if the Chapter has unrelated business income, Internal Revenue Service Form 990-T. In the event that Internal Revenue Service reporting requirements are changed, it shall be the responsibility of the Treasurer to provide the information required on any additional form required by the Internal Revenue Service.

ARTICLE 7: ELECTIONS

Nominations made by the Nominating Committee shall be transmitted to the Chapter Chair with a copy to the Secretary by the second Monday in October. Nominations by the membership-at-large, if endorsed by at least 10 voting members in good standing and presented to the Secretary in writing by the second Monday in October, shall be included on the ballot.

Election of officers shall be by ballot in October. Elections will be conducted electronically and a provision will be made for those members who are not connected to the internet so they are able to vote. The ballots shall be counted by December 1. Election results will be reported to the national office not later than December 8.

The Secretary shall determine whether all nominees are voting members in good standing, eligible to hold Chapter office, and agreeable to serve if elected. The Secretary shall report to the Chair and Nominating Committee the name of any nominee who fails to qualify. Further nominations, if necessary, shall be made by the Nominating Committee no later than October 15.

The Secretary shall provide a ballot to each voting member in good standing by the third Monday in October. The ballots shall (1) state the offices to be filled, (2) list the names of the candidates for each office in alphabetical order, (3) show the closing date for receiving the ballots, and (4) be accompanied by a brief factual professional biography of each candidate and a descriptive direction on how the ballot may be returned to the Chapter Secretary.

The outcome of all elections shall be determined by a plurality or simple majority of those voting. In the case of a tie vote, a run-off election shall be held within one month. The ballots shall be counted by a Tellers Committee who shall promptly certify the results of the election to the Chapter Chair, The executive Committee, and all candidates for office. The Chapter Chair shall also notify the state society Chair, the state society Secretary, and the Executive Vice President of the Society by January 1 of each year. The Chapter membership shall be informed of the election results as soon as possible.

ARTICLE 8: STANDING COMMITTEES

Standing committees of at least three members each, shall be Executive, Membership, Programs, Policy-Legislative, Public Affairs, Education, Nomination, Tellers and Auditing. The Chapter Chair, with the approval of the Executive Committee, shall appoint members of standing committees, except the elected members of the Executive Committee.

A quorum of any committee shall be more than half of its members in person or by proxy, and may conduct business through a plurality of those voting. Business may be conducted electronically and a provision will be made for those members who are not connected to the internet so they are able to participate.

A. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the elected officers, the Immediate Past Chapter Chair, and the chairs of the following Chapter Standing Committees: Membership, Program, Policy-Legislative, Public Affairs, and Education. The Chapter Chair shall act as Chair of the Executive Committee.

The Executive Committee shall give general supervision to the affairs and interests of the Chapter and its contacts with the state society; shall control the expenditure of all funds; and shall approve the place, date and program of all meetings. The Executive Committee also shall adopt a charter of all committees, except the Executive Committee, which shall outline the objectives, organization and activities of the committee. Each incoming Chair shall recommend to each new Executive Committee at its first meeting the additions, deletions and changes in Committee Charters as he or she deems appropriate. Action on any charter, however, may be taken at any Executive Committee meeting.

Comment [LM1]: My only concern is the timing. For example: in 2009 the second Monday in October falls on October 12. It does not leave a lot of time to get more nominations by October 15. If the chapter is comfortable with the dates, that works for us.

This committee shall fill by appointment the unexpired term of any Executive Committee member or Chapter officer. The Executive Committee shall approve or disapprove appointments by the Chapter Chair; advise the Chapter Chair on all matters which the Chair presents to the committee; and act for the Chapter on urgent matters which require immediate action in the interim between Chapter meetings. Any action of the Executive Committee shall be subject to a referendum vote by the Chapter upon petition of 10 or more members. At least one meeting of the Executive Committee shall be held annually.

The Executive Committee shall oversee each year the preparation of a report on the proceedings of the Chapter which shall be submitted to the state society Chair and Executive Vice President of the Society.

B. MEMBERSHIP COMMITTEE. The Membership Committee shall consist of the Chapter Chair-elect, who may be Chair of the Chapter Membership Committee and such other members as may be appointed by the Chapter Chair or Executive Committee. All members of this Committee shall be Fellows and/or voting members. The Committee shall actively promote membership in the Society; coordinate activities of the Chapter in recruiting and advancing members; and act for the Chapter in all other membership matters.

C. PROGRAMS COMMITTEE. The Programs Committee shall consist of the Chapter Chair-elect, who may be Chair of the committee, and other such members as the Chair or Executive Committee shall appoint. In consultation with and under the authority and direction of the Chapter Chair and Executive Committee, this Committee shall arrange for all Chapter programs, meetings and meeting places.

D. POLICY-LEGISLATIVE COMMITTEE. The Policy-Legislative Committee shall consist of the Chair of the Chapter Policy-Legislative Committee and such other members as may be appointed by the Chapter Chair or Executive Committee. This Committee and the appropriate staff members of the state society shall work in cooperation with each other. This Committee shall review and keep Chapter members informed of pending or proposed legislation. It shall be responsible for the review of forest policy issues and position statements referred to or originating within the Chapter. The Committee may recommend Chapter position on any policy issue to the Executive Committee and recommend modification, reaffirmation or termination of any existing position.

E. PUBLIC AFFAIRS COMMITTEE. The Public Affairs Committee shall consist of the Chapter Public Affairs Committee Chair and such other members as may be appointed by the Chapter Chair or Executive Committee. This Committee and the appropriate staff members of the state society shall work in cooperation with each other. This Committee shall be responsible for proper news coverage in the various media including the *WESTERN FORESTER* for all activities of the Chapter; prepare professional communications within the Society and with other organizations; and encourage the dispersal of information to gain public awareness and understanding of forestry and forestry profession.

F. EDUCATION COMMITTEE. The Education Committee shall consist of the Chapter Education Committee Chair and such other members as may be appointed by the Chapter Chair or Executive Committee. This Committee and the appropriate staff members of the state society shall work in cooperation with each other. This Committee shall be responsible for a program to interest high school and other students in the forestry profession; act as liaison on matters of educational concern and continuing education with the institutions of higher learning which offer courses in forestry; and be responsible for keeping the membership informed on modern trends in forestry education.

G. NOMINATION COMMITTEE. The Nomination Committee shall consist of a Nominating Committee Chair and two other Chapter members appointed by the Chapter Chair. This Committee shall nominate from the eligible Chapter members at least two candidates for each elective position to be filled. The nominations shall be transmitted to the Chapter Chair and Secretary by the second Monday in October. Written, electronic, fax, or telegraphic acceptance of nomination shall be obtained from each nominee and shall accompany the nominations submitted to the Chapter Chair and Secretary.

H. TELLERS COMMITTEE. The Tellers Committee shall consist of the Secretary and two other voting members of the Chapter appointed by the Chapter Chair. This Committee shall assemble at the time and place set by the Secretary to count ballots and certify the results of the election to the Chapter Chair and Executive Committee.

I. AUDITING COMMITTEE. The Auditing Committee shall consist of the Chapter Chair-elect and two other Chapter members appointed by the Chapter Chair. This Committee, at the fiscal year, shall inspect the financial records of the Treasurer. The Committee

shall certify the accuracy of the financial statements prepared by the Treasurer and shall report the results of the audit to the Chapter Chair and the membership of the Chapter.

J. SPECIAL COMMITTEES. The Chapter Chair, with approval of the Executive Committee, shall appoint members to any special committee authorized by the Executive Committee.

ARTICLE 9: MEETINGS

Meetings shall not be scheduled to conflict with the annual meeting of the state society or Society.

At least one business meeting consisting of no less than 10 of the voting membership of the Chapter shall be held during the year to consider business of sufficient importance to require careful consideration by the membership-at-large. Notification of such meeting, stating the nature of the business to be undertaken, shall be sent to the membership at least one week in advance of the meeting.

Chapter policy and resolutions shall be expressed by position statements to legislators, organizations, agencies, interested groups and individuals concerned with formulation of laws, regulations and public policies. Said position statements shall be distributed or pronounced only upon approval of the Executive Committee, and Chapter positions which are not clearly in accordance with *SAF FOREST POLICIES* shall be submitted to the state society for approval prior to adoption.

Resolutions may be adopted by a two-thirds secret ballot vote at any meeting of the Chapter. When so adopted they represent only the position of those present, and shall be so stated in the resolution, and shall not be binding on the Chapter as a whole.

Should an important and urgent issue of policy arise, the Executive Committee may, by a two-thirds vote, adopt a statement or resolution of the Executive Committee providing the Executive Committee believes the position reflects the general agreement of the Chapter 's members. The statement or resolution shall represent the position of the Executive Committee only and shall be so stated in the statement or resolution. Positions adopted by the Executive Committee shall not be binding on the Chapter as a whole.

Resolutions prepared by the Executive Committee, or proposed by the majority of members present at a Chapter meeting, or proposed by written petition of 10 or more members submitted to the Executive Committee, may, and shall when so directed, be submitted electronically and a provision will be made for those members who are not connected to the internet so they are able to participate, with a ballot to the entire voting membership. A two-thirds vote shall represent the position of the entire Chapter membership.

All positions shall be dated and will expire three years after the date of its adoption unless the Chapter approves its continuance after appropriate review.

Resolutions of gratitude, regret and other non-policy matters may be adopted by a majority vote of those present at Chapter or Executive Committee meetings.

Business matters that cannot be delayed until the next business meeting may be submitted to the voting members by a ballot electronically and a provision will be made for those members who are not connected to the internet so they are able to participate,

ARTICLE 10: RECALL

Any Chapter officer may be removed from office for reason of misconduct, incompetence, or neglect of duty provided such removal is approved by two-thirds affirmative vote of all members voting electronically and a provision will be made for those members who are not connected to the internet so they are able to participate, with a ballot. Such ballot may be initiated by the Executive Committee on its own volition or it shall be required to conduct such a ballot if it receives a petition setting forth the points of contention and signed by a least 10 voting members of the Chapter. Ballots shall be distributed and received by a member of the Executive Committee as chosen by the Committee.

ARTICLE 11: AMENDMENT OF BYLAWS

Amendments to these Bylaws may be proposed by the Executive Committee or upon written petition of 10 voting members of the Chapter to the Secretary. Proposed amendments then shall be submitted to the state society for authorization to make the proposed changes in the Chapter Bylaws. Upon receipt of this authorization, the proposed amendments shall be submitted electronically and a provision will be made for those members who are not connected to the internet so they are able to participate, with a ballot to all voting members of the Chapter. Amendments of these Bylaws shall require a two-thirds vote of the members voting.

Amendments shall become effective immediately upon appropriate two-thirds affirmative vote approval.

Amendments of Bylaws shall be reported promptly to the state society Chair, the state society Secretary, and Executive Vice President of the Society.

ARTICLE 12: DISSOLUTION

Upon the dissolution of the Chapter, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the Chapter, transfer all the assets of the Chapter to the state society or the Society, or dispose of all the assets of the Chapter exclusively for the purpose of the Chapter in such manner, or to such organization or organizations organized and operated exclusively for the for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Chapter 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine.

Adopted by the Tillamook-Clatsop Chapter society members May 4, 1981.

- Scanned/digitized 1997-1998, and adjusted May, 1998 to make necessary changes relative to voting member categories, voting member references, dues status date change and fiscal year definition, to incorporate changes required to conform with the state society and the Society Bylaws and Constitution. Chapter boundaries were coordinated with adjacent chapters and a state society map showing all chapters was attached to clarify each chapter's boundary.
- Bylaws were retyped for electronic distribution December of 2008. Adjustments were made necessary by changes relative to electronic voting by members to conform to the state society and the new Society wording involving how items of business (ballots, information, and conformations) may be dispersed and or voted upon. These changes will be submitted January 16, 2009, to the state society Chair, the state society Secretary, and Executive Vice President of the Society.

Chapter Bylaws 2-09.doc (Microsoft word document)