

# **IDAHO FOREST OWNERS ASSOCIATION BY-LAWS**

## **ARTICLE I -- NAME AND LOCATION**

The name of this organization shall be the "IDAHO FOREST OWNERS ASSOCIATION" and may be referred to herein as the "Association." The principal place of business shall be in Coeur d'Alene, Idaho.

## **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,
- Enlarge markets for forest products,
- Cooperate with forest industry, state and federal agencies in all areas that further the Association's objectives, and
- Educate forest landowners of the economic returns available from sound forest management.

## **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) In cases of partnerships, every member of the partnership shall be deemed a member for the purpose of holding an office in the Association; provided, such members shall not vote as individuals, but shall cast as a partnership "the vote" to which the partnership as a member entity is entitled.

ii) Corporations that are members 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 the corporation is entitled. Provided, such person shall not vote in an individual capacity, but shall cast the vote to which the corporation as a member entity is entitled.

iii) A member may designate an agent, in writing, to represent the landowner's interests in the Association and vote in 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 policies. These members, however, shall be encouraged to express their opinions on all matters coming before the Association.

Section 2. Dues

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

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 ninety (90) 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. No more than one (1) employee of a corporate entity with a vested interest in the policies and activities of the Association or one (1) member of a multiple ownership group may be a member of the Board of Directors at the same time.

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. Six (6) 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.

## **ARTICLE V -- MEMBERSHIP MEETINGS**

Section 1. There shall be an annual general membership meeting of the Association to install new Directors and address other Association business that may be presented.

The meeting shall be held annually at the principal place of business of the Association or other 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 resolution of a majority of the Board of Directors.

## **ARTICLE VI-- ELECTIONS AND REFERENDUMS**

Section 1. The annual election of Directors shall be held by mail ballot and be concluded at the annual membership meeting. Ballots and nominee profiles shall be mailed to all active members of record a minimum of thirty (30) days before the annual membership meeting. Receipt of ballots returned by mail will not be later than one (1) business day before the scheduled meeting. Ballots may also be received at the annual membership meeting before the business session. One (1) vote, whether by mail or hand delivered to the meeting, will be accepted per membership.

Section 2. Decisions of special importance will be decided by a referendum 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 thirty (30) days before the date the final votes are counted. If the final vote is to be at a general membership meeting, either regular or special, the cutoff date for receipt of votes by mail will not be later than three (3) business days before the scheduled meeting to allow for counting of mail votes and inclusion of them in the final vote.

One (1) signed mail vote will be accepted per membership, and members voting by mail will be ineligible to vote on the same question at the meeting. Except for amendments to the By-laws, a simple majority of the total mail votes received, plus votes cast at the meeting will decide the question.

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-five (35) days prior to the annual membership meeting.

## **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) 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 committees, 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 members 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 the Treasurer. 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 at the annual meeting, 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; maintain an office; 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 President shall appoint standing committees, which shall include, but not be limited to, Nominating, By-Laws, Legislative, and Membership.

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

#### ARTICLE X – AMENDMENTS

Amendments to these By-Laws may only be adopted upon a two-thirds (2/3) approving vote of the active membership, such vote to be the aggregate of votes cast by mail and at any general membership meeting at which the amendment is presented for a vote. Amendments must be submitted to the Secretary in writing, in time to include the same in a notice or call for said meeting.

#### 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 by check, signed by two (2) of the following: President, Treasurer, Executive Vice President, or such others as the Board may authorize.

#### 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.

#### 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 fifty percent (50%), or four (4) - (whichever is greater), of the Association memberships residing 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) 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 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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**IDAHO FOREST OWNERS ASSOCIATION**

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