

# BY-LAWS OF THE ILLINOIS FORESTRY ASSOCIATION

## **PURPOSE OF THE ASSOCIATION AS TAKEN FROM THE ARTICLES OF INCORPORATION**

The Illinois Forestry Association is an independent, non-profit, non-partisan group organized for the purposes of providing a statewide voice for common interests of Illinois forestry; to act as a clearinghouse of information on important issues related to rural and community forests and forestry in Illinois; connect people to available technical and forestry management training; facilitate a cohesiveness among local forestry groups and their activities to make a greater impact on forestry programs in Illinois.

The Illinois Forestry Association is organized exclusively for charitable, agricultural, educational, scientific, research, professional, commercial, industrial, or trade association purposes as set forth in Section 103.35 of the General Not For Profit Corporation Act.

## **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 levels include: Individual or Family with e-mail address, Individual or Family with no e-mail address, Business, Supporting, Sustaining, Student, Associate, Hunting Group and Life.

**Section 2.** Each membership level, except Student and Associate 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 on the member's anniversary renewal date. Hunting Group memberships are renewable for one year only; Life Memberships obviate renewal.

**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.

**Section 8.** Supporting and Sustaining Members can add Associate Members linked to their membership by payment of dues for themselves and their Associates, and by supplying a valid e-mail address for each Associate.

#### **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 and may be eligible for re-election. The term of office for the President, Vice President, and Immediate Past President shall be for one (1) year in each office and for three (3) years taken as a whole. Specifically, each year a candidate shall be elected to fill these three offices in succession as follows:

- Year one – Vice President,
- Year two – President,
- Year three – Immediate Past President

The Secretary and Treasurer shall be elected for a two (2) year term and may be eligible for re-election.

- 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. There shall be up to five (5) directors in each Region who are duly elected by the members of that Region, 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 directors from each Region will serve staggered terms of either one (1) year or two (2) years. Regional directors may be eligible for re-election.

**Section 4.** Voting for Officers 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 shall be appointed by the Board with the exception of the President and Immediate Past President. A vacancy in the office of President shall be filled by the current Vice-President if he/she wishes, with the Board appointing a replacement for the Vice-President until the next annual meeting. A vacancy in the office of Immediate Past President shall not be filled. Vacancies of regional directors shall be nominated by the remaining directors for that region and then appointed by the Board. All replacement appointments shall serve until the Board meeting following the next annual meeting.

**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. The Board may also approve a modest stipend for the Secretary for efforts expended above and beyond that expected of a volunteer.

#### **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, September 25, 2010, September 24, 2011 & September 21, 2013.