

WASHINGTON COUNTY SMALL WOODLANDS ASSOCIATION
BYLAWS

Proposed for Adoption November 22, 2014

ARTICLE 1: NAME AND LOCATION

The name of this association shall be Washington County Small Woodlands Association (the Association). Its principal place of business and principal office shall be in Washington County, State of Oregon.

ARTICLE 2: OBJECTIVES

- 2.1 OBJECTIVE 1 - Educate, recruit and support small woodland owners as they address the challenges of small woodland management, including:
- 2.1.1 Encouraging the sustainability of small woodlands within Washington County as viable economic and socially responsible components of the community.
 - 2.1.2 Providing a medium for exchange of ideas concerning woodlands by landowners, public agencies, consultants and timber industry personnel.
- 2.2 OBJECTIVE 2 - Represent the interests of owners of small woodlands before legislative bodies and administrative agencies especially as they relate to property rights. Submit issues to the Oregon Small Woodlands Association for their consideration for legislative or other action.
- 2.3 OBJECTIVE 3 - Educate and inform the general public regarding the challenges of small woodland management.
- 2.4 OBJECTIVE 4 - Represent the Oregon Small Woodlands Association within Washington County.

ARTICLE 3: MEMBERSHIP

Members of the Washington County Small Woodlands Association are automatically members of the Oregon Small Woodlands Association (OSWA), as the county association is an affiliate of the state organization.

3.1 VOTING MEMBERSHIP

- 3.1.1 QUALIFICATIONS - Any person, firm or corporation owning or managing not more than 5,000 acres of land in Washington County, Oregon may be admitted to membership.
- 3.1.2 REGULAR MEMBERSHIP - Any person, firm or corporation under the classification of Section 3.1.1 owning or managing land in Washington County, Oregon may become a voting member. In addition, up to two

additional members may be added as voting members at the same mailing address.

3.2 ASSOCIATE MEMBERSHIP. Non-forest landowners who are interested in forestry or who are associated with forestry activities such as professional foresters, county agents, state and federal foresters, teachers, employees of member firms and other interested persons may become associate members. Associate members shall have all privileges of membership except for holding office and voting.

3.3 DUES. Annual dues are established and collected by OSWA for each membership category. The Association's share is then remitted to the local chapter.

3.4 VOTING. Each voting member in good standing shall be entitled to one vote.

3.5 TERMINATION OF MEMBERSHIP. Membership may be terminated by the written withdrawal of a member delivered to a member of the WCSWA Board of Directors. A member may be involuntarily terminated from the Association for any of the following reasons.

3.5.1 Failure to pay dues by the end of a three month grace period.

3.5.2 Failure to observe and conform to the bylaws of this Association or the written policies of the Board of Directors.

3.6 MEMBER RIGHTS UPON TERMINATION. When any individual, firm or corporation ceases to be a member of the Association for any cause, they shall receive no remuneration for any interest which they may claim in the property of the Association. The termination of membership will also terminate a member's interest in, or claim to, any property of the Association.

ARTICLE 4: OFFICERS AND DIRECTORS

4.1 GOVERNMENT. The affairs of this Association shall be controlled by an Executive Board of six directors representative of the membership in the Association plus the elected officers.

4.2 ELECTION OF DIRECTORS. There shall be six directors. Two directors shall be elected each year. A nominating committee shall designate which director positions shall be open for election 90 days prior to the annual meeting and seek nominations to be published in the newsletter 30 days prior to the annual meeting. Nominations may also be made from the floor at the annual meeting. Terms of office shall be three (3) years. Directors may serve successive terms upon approval of the nominating committee and election by the members. Directors may be elected from the membership at large or from the officers of the chapter. Directors shall be elected through an appropriate voting process (vote by mail,

annual meeting or other) with the successful candidates to be announced in the newsletter within 60 days following the annual meeting.

4.3 OFFICERS OF THE ASSOCIATION. The officers of the Association shall consist of a president or co-presidents, a vice-president and a treasurer. A nominating committee shall solicit nominations 90 days prior to the annual meeting to be published in the newsletter 30 days prior to the annual meeting. Nominations may also be made from the floor at the annual meeting. The officers shall be elected by voting members for a one (1) year term of office. Officers may serve successive terms upon approval of the nominating committee and election by the members. Officers shall be elected through an appropriate voting process (vote by mail, annual meeting or other) with the successful candidates to be announced in the newsletter within 60 days following the annual meeting.

4.4 OSWA BOARD MEMBER. The president or other appointee of the Washington County Small Woodlands Association shall be the Oregon Small Woodlands Association Board Member representing Washington County. An alternate board member may be appointed by the Executive Board. The OSWA Office shall be notified of any and all changes in persons holding or elected to any chapter office or directorship.

4.5 VACANCIES. The Board of Directors shall appoint incumbents to temporarily fill vacancies for any unexpired terms. The vacancy shall be permanently filled by election at the next regularly scheduled election of the Association for the remaining portion of the unexpired term.

4.6 MEETINGS OF THE EXECUTIVE BOARD. There shall be at least one meeting of the Executive Board per calendar year. Additionally, meetings of the Executive Board may be held at any time, with seven days prior notice, upon the call of the president, or a majority of the Executive Board at which time any business of the Association may be transacted. The seven day prior notice may be waived by a majority approval of the Executive Board.

4.7 QUORUM AT EXECUTIVE BOARD MEETINGS. A quorum at any Executive Board meeting shall consist of a majority of the regularly elected members of the Board of Directors and Officers.

4.8 DUTIES OF OFFICERS.

4.8.1 The president, co-presidents, or the vice-president in his/her absence, shall issue notice for and preside at all meetings and, subject to the control of the Board of Directors, shall have general supervision and management of the affairs of the Association, and shall perform all acts and duties usually required of an executive and presiding officer, including such other duties as may be required of him/her by the Board of Directors. The president or co-presidents shall keep minutes of all meetings or assign another board

member to this duty to keep a fair and correct record of all official business of the Association.

4.8.2 The vice-president, in the absence of the president, shall have all powers and be subject to all duties as may from time to time be assigned him/her by the president or the Executive Board.

4.8.3 The treasurer shall be a signatory on all accounts of the organization along with the president or designated co-president. He/she shall provide monthly accounting of all transactions on these accounts to the president or co-presidents and present these documents to the full Board at scheduled Board meetings. He/she shall perform all duties incident to his/her office and such other duties as may be required of him/her by the Executive Board.

4.9 EXECUTIVE BOARD MEMBERS DUTIES AND RESPONSIBILITIES.

4.9.1 Executive Board members will establish policy, set goals, plan and organize activities for the good of the organization, affirm financial accountability, and assume general decision-making practices not reserved for the general membership.

4.9.2 Executive Board members are responsible for making a significant time commitment to WCSWA including attendance at Executive Board meetings, committee meetings, and activities sponsored by the Association.

4.9.3 Executive Board members will keep themselves informed about general small woodland forestry issues and forestry issues in Washington County.

4.9.4 Executive Board members are encouraged to bring topics for discussion to the Executive Board meetings.

4.9.5 Each Executive Board member may be asked to be a liaison to one or more active committees. Duties will include regular communication with the committee chair and providing an update report at board meetings.

4.10 REQUIREMENTS OF ATTENDANCE FOR OFFICERS AND

DIRECTORS. Any officer or director of the Association, who misses three (3) or more consecutive meetings, including general and Board of Director meetings, may be subject to forfeiture of the elected office. The position shall be declared vacant by unanimous vote at a regularly scheduled meeting of the directors.

Emergency or other types of absences shall be considered if the officer or director informs the president prior to the meeting. Vacancies shall be filled according to established policy stated in these bylaws.

ARTICLE 5: MEMBERSHIP MEETINGS

5.1 ANNUAL MEETING. The annual meeting of this Association shall be held each year (typically during the month of November) at such time and place as the Executive Board directs.

5.2 SPECIAL MEETINGS. Special meetings may be called by the president, by a majority of the Board of Directors, or by 25% of the voting membership.

5.3 QUORUM. Those members present in person shall constitute a quorum for the transaction of business at any regularly called meeting of the membership.

5.4 NOTICE OF MEETINGS. Written notice of the annual meeting and any special meeting of the members shall be given to each member at his/her last known address not less than seven (7) days prior to such meeting.

ARTICLE 6: COMMITTEES

6.1 APPOINTMENT AND PURPOSE. The Executive Board may elect, or with its consent, the president may appoint any temporary or permanent standing committees to meet the objectives of the Association. The Executive Board may charge each committee with a mission statement and provide any pertinent direction.

6.2 PLANNING. Committees develop, and submit to the Executive Board for approval, annual action plans and budgets to meet their goals.

6.3 FUNDING. At the committee's request the Executive Board may budget funds to support committee activities.

6.4 A list of committees and description of their function is included in Addendum A which is not an official part of the By-laws and may be revised or reviewed as needed.

ARTICLE 7: AMENDMENTS

These bylaws may be amended, repealed or altered in whole or in part, or new bylaws may be adopted, by a majority vote of the members of the Association in attendance at any regular meeting, or at any special meeting where such action has been announced in the call and notice of such meeting.

ARTICLE 8: DISSOLUTION

In the event of dissolution, the assets of this corporation shall first be allocated to authorized debts. Any remaining assets shall be dispersed to the Oregon Small Woodlands Association.

ARTICLE 9: RULES OF ORDER

Robert's Rules of Order, most recent edition, shall resolve any questions of parliamentary procedure.

ADDENDUM

CURRENT COMMITTEES.

1. Advertising Committee. This committee seeks advertising to support the costs of the Forest Forum and the Annual Meeting. This committee's action plan may include advertising to recruit new members or promote association activities.
2. Annual Meeting Committee. This committee plans and implements an annual meeting to summarize the efforts of the Association during the past year, elect officers, meet new members, and exchange ideas.
3. Legislative Committee. This committee works with the Oregon Small Woodland Owner's government affairs committee.
4. Native Plant Sale Committee. This committee plans and implements the spring plant sale, held in an urban environment in Washington County. Sales promote the use of native plants, with profits dedicated to educational purposes.
5. Newsletter Committee. This committee writes and mails the Forest Forum to association members to keep them informed about activities.
6. Nominating Committee. This committee recruits members to serve as chapter officers to meet all association goals.
7. Program Committee. This committee plans monthly programs that educate and inform members.
8. Scholarship Committee. This committee coordinates scholarship funding with the Department of Forestry at Oregon State University, scholarship recipients and the association.
9. Seedling Sales Committee. This committee contracts with a local nursery to grow local seedling stock for sale to association members, and other forest landowners.
10. Tree Farmer of the Year Committee. This committee selects a tree farm, which is certified under the American Tree Farm System, to compete as the Washington County entrant for the state tree farmer of the year.