

OREGON SMALL WOODLANDS ASSOCIATION

BYLAWS

ARTICLE I – NAME AND LOCATION

The name of this association shall be Oregon Small Woodlands Association. Its principle office and principle place of business shall be in Salem, Oregon.

ARTICLE II - OBJECTIVES

To provide a medium for the exchange of ideas about woodlands by landowners, public agencies, consultants and timber industry personnel.

To serve as a forum and to make recommendations for solving problems, improving forest management, harvesting and marketing.

To disseminate information on the establishment, growth, harvesting and marketing of forest crops produced on small woodlands, and to foster the wise use and protection of forests and development of better forestry practices.

To educate and inform the owners of forested tracts and the public regarding forestry and small woodland management issues.

To represent the owners of small woodlands to the general public and before legislative bodies and regulatory agencies.

To comply with ORS Chapter 65 and as authorized by ORS 65.061

ARTICLE III - MEMBERSHIP AND DUES

SECTION 1 - VOTING MEMBERSHIP

- a) **QUALIFICATIONS.** Any person, firm or corporation owning not more than 5,000 acres of forest land in Oregon shall be eligible for voting membership in the Association. Any person, firm or corporation owning more than 5,000 acres of forest land in Oregon may be admitted to voting membership subject to approval by a majority vote of the Board of Directors. Membership in the Association is not transferable.
- b) **MEMBERSHIP** Any person, firm or corporation under the classification of Section 1 (a) owning or managing land in Oregon may become a voting member. In addition, up to two additional members may be added as voting members at the same mailing address regardless of location or acreage owned.

- c) LIFE MEMBER - An Honorary Life Membership may be bestowed, at the discretion of the Board of Directors and only at the Annual Meeting, upon any individual demonstrating outstanding support to the benefit of the Oregon Small Woodlands Association. This type of membership is an honorary appointment only and it does not carry with it any membership benefits or voting privileges.

SECTION 2 - ASSOCIATE MEMBERSHIP. Non-forest landowners who are interested in forestry or who are associated with forestry activities such as technical 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.

SECTION 3 - SUSTAINING MEMBERSHIP. As an addition to other categories of membership, a sustaining membership level shall be available to anyone who desires to contribute further to the Association.

SECTION 4 - DUES. The Board of Directors shall develop a dues structure by membership category. The Board shall be responsible for changing this dues structure from time to time in order to meet the financial obligations of the Association.

SECTION 5 - VOTING. Each Voting Member in good standing, 30 (Thirty) days prior to a meeting, shall be entitled to one vote.

SECTION 6 - TERMINATION OF MEMBERSHIP. Membership may be terminated by the written withdrawal of a member delivered to the Executive Director or by death or expulsion, provided that termination of membership shall not relieve such member of liabilities to the Association then existing or incurred. All terminations, expulsions or suspensions will be carried out consistent with ORS 65.167. A member may be involuntarily terminated from the Association for any of the following reasons:

- a) Failure to pay dues owing to the Association, upon expiration of a three-month grace period.
- b) Failure to observe and conform to the bylaws of this Association.
- c) Failure of a member to properly delineate personal opinion from OSWA policy by intentionally representing contrary personal opinions as OSWA policy.
- d) The Board of Directors shall have the power to expel members upon a majority vote of all the Directors. Such expulsion must be for cause as defined in Section 6a, 6b, and 6c above and if requested the member shall be provided an opportunity to be heard by the Board of Directors.

SECTION 7 - 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 and the termination of membership terminates such member's interest in, or claim to, any property of the Association.

ARTICLE IV – CHAPTERS

The Board of Directors shall have the authority to approve creation and dissolution of chapters. Each chapter shall have a representative to the Board of Directors and Bylaws compatible with those of the Association.

ARTICLE V OFFICERS

SECTION 1 - OFFICERS OF THE ASSOCIATION. The officers of the Association shall be Voting Members and consist of a President, a First Vice President, four (4) Second Vice Presidents, and the immediate past President.

SECTION 2 - EXECUTIVE COMMITTEE OF THE ASSOCIATION. The officers of the Association, as specified in Section 1 above, shall constitute the Executive Committee. The Association should strive to have the Executive Committee generally represent the different geographical areas of the state.

SECTION 3 - ELECTION OF OFFICERS OF THE ASSOCIATION. The President shall appoint a nominating committee consisting of four members not less than 60 days prior to the annual meeting. The nominating committee is to prepare a list of nominees for each expiring office prior to the annual meeting. Additional nominations may be made from the floor. Any additional nominee who is not in attendance at the annual meeting shall provide the President with a signed statement indicating his/her willingness to serve. The officers of the Association shall be elected from the membership-at-large through a vote-by-mail process. Officers' term of office shall begin on July 1st following the election.

a) Vote-by-mail requirements and conditions are as follows:

1. Ballots shall be prepared and mailed to qualified voters following the annual meeting.
2. A plurality of the votes cast shall determine the successful candidate in the event three or more candidates are running for the same office.
3. In the event of a tie, a flip of the coin shall determine the successful candidate. The candidates or designated representative(s) shall be present.
4. Vacancies established as a result of the election process shall be filled as provided in Article V, Section 3, and subsection d).
5. The Executive Committee shall serve as the oversight committee for the purpose of refining and defining other election requirements such as due dates, vote-by-mail format, teller committee, etc.

b) The following shall be elected to two-year terms every even numbered year: President, First Vice President and Second Vice President position number four.

- c) The following shall be elected to two-year terms every odd numbered year: Second Vice President positions number one, two, and three.
- d) Any elective office, which becomes vacant during a regular term shall be filled by appointment of the Executive Committee. Said appointment shall be approved by the Board of Directors at the next regular meeting of the Board of Directors and shall be for the remainder of such regular term.

SECTION 4 - DUTIES OF OFFICERS.

- a) The President, or, when required, the First Vice President shall preside at all meetings and, subject to the approval of the Board of Directors, shall have general supervision and management of the affairs of the Association. The President shall perform all acts and duties usually required of a presiding officer, including such other duties as may be required by the Board of Directors.
- b) The First Vice President, in the absence of the President, shall have all powers of the President and be subject to all duties as may from time to time be assigned by the President or the Board of Directors.
- c) The Second Vice Presidents shall serve to advise the other officers of the Executive Committee, the Board of Directors, committee chairs and each other concerning all matters and concerns of individual members and groups relevant to promoting the objectives and policies of the Association.
- d) The Executive Committee's duties shall primarily be those of a central steering committee of the Board of Directors for the purpose of formulating broad or specific operational proposals for the attention of the Board of Directors. However, when time is of the essence the committee may act to resolve any situation to the extent such resolution is within the limits of the Association's policy and approved budget.
- e) The Executive Committee shall serve as the oversight committee for the annual budget preparation and for any unanticipated financial or policy matter.
- f) The Executive Committee shall have the responsibility for the supervision and annual evaluation of the executive director and in collaboration with the Board of Directors shall annually establish attainable goals and management programs for the Executive Director.

ARTICLE VII -THE BOARD OF DIRECTORS

SECTION 1 - GOVERNMENT. The affairs of this Association shall be managed by the Executive Committee and a Board of Directors representing local chapters.

SECTION 2 - SIZE OF THE BOARD. The Board of Directors shall be made up of members in good standing and consist of one (1) representative from each local chapter, one (1) representative from the Oregon Forest Industries Council (OFIC) Board of Directors, and all members of the OSWA executive committee. The Board of Directors will appoint to the Board one additional member.

SECTION 3 - ELECTION OF DIRECTORS. One Director shall be elected by and from each local chapter as defined in Article VI. In such areas a Director may be elected only through the local chapter. Each local chapter may elect a single alternate board member who may represent the local chapter at board meetings if the director is unable to attend. The Board of Directors shall act as inspector of elections and certify those chapter members who are elected as Directors. The person holding the Oregon Forest Industries Council (OFIC) Representative Board position shall be an OSWA member and shall be appointed by and serve at the pleasure of the OFIC Chairperson.

SECTION 4 -TERMS OF DIRECTORS. Directors from local chapters shall serve terms as determined by such organizations. Appointed Directors shall serve two-year terms.

SECTION 5 - MEETINGS OF THE BOARD. There shall be at least one meeting of the Board of Directors per calendar year. Additionally, meetings of the Board of Directors may be held at any time, with seven days prior notice, upon call of the President, the 1st Vice President when authorized by the President, or a majority of the Executive Committee, at which time any business of the Association may be transacted. Voting by proxy at Board meetings is prohibited pursuant to ORS 65.231(1).

SECTION 6 - QUORUM AT BOARD MEETINGS. A quorum at any meeting of the Board of Directors shall consist of one-third (1/3) of the entire membership of the Board of Directors. A majority of such quorum shall decide any questions that may come regularly before the meeting, except to the extent otherwise expressly provided herein.

ARTICLE VIII - EXECUTIVE DIRECTOR

SECTION 1 - APPOINTMENT. The Executive Director shall serve at the pleasure of the Board of Directors.

SECTION 2 - DUTIES. The Executive Director shall perform all duties incident to this office and such other duties as may be required, in this capacity, by the Board of Directors.

SECTION 3 - EVALUATION. The Executive Director shall receive an annual written evaluation by the Executive Committee.

ARTICLE IX - MEMBERSHIP MEETINGS

SECTION 1 - ANNUAL MEETINGS. The annual meeting date of the members of the corporation shall be established by the Board of Directors at such time, and on such date as it deems appropriate. It is not necessary that said annual meeting be on the same day of each year. The annual meeting shall be held in the principal office and place of business of the corporation, unless a different place shall be designated in the meeting notice, and shall be for the purpose of electing officers for the ensuing year, considering a report of the President, and for the transaction of such other business as may be brought before the meeting.

SECTION 2 - SPECIAL MEETINGS. Special meetings may be called by the President, a majority of the Board of Directors, or by a verified petition to the Executive Committee of five (5) percent of the voting membership.

SECTION 3 - QUORUM. Those members present in person shall constitute a quorum for the transaction of business at any special or regularly called meeting of the membership. Voting by proxy is prohibited pursuant to ORS 65.231(1).

SECTION 4 - NOTICE OF MEETINGS. Written notice of the annual meeting of the members shall be given to each member as defined in Article III Section 5 at the member's last known address not less than ten (10) days prior to such meeting. Special meetings shall require not less than 30 days notice with the purpose of the meeting specified in the notice.

ARTICLE X - COMMITTEES

The President may appoint any temporary or standing committee required to serve a particular situation or expedite the business and interest of the Association. Appointment of said committees shall be with the knowledge of the Executive Committee. The President, or designated representative, shall be a voting member of all committees.

ARTICLE XI – RESOLUTIONS

Any resolution submitted by a voting member of this Association recommending a position on any issue must be submitted to the Executive Director at least thirty (30) days prior to the next meeting of the Board of Directors.

Such resolution if approved by the Board of Directors will be acted upon in either (1.) the course of the regular business of the Annual Meeting of the Association or (2.) by a vote by mail ballot in the next regular mailing to the membership, the results of which shall be a majority of ballots returned within 30 days of the mailing.

The Board of Directors may create rules and policies for the Association by majority vote.

ARTICLE XII - INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS

SECTION 1 - An officer of the corporation is entitled to mandatory indemnification under ORS 65.394, and is entitled to apply for court-ordered indemnification under ORS 65.401 in each case, to the same extent as a director under ORS 65.394 and 65.401.

SECTION 2 - The Corporation may indemnify and advance expenses under ORS 65.387 to 65.411 an officer, employee or agent of the corporation who is not a director to the same extent as to a director.

ARTICLE XIII - 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 Board of Directors of the Association at any meeting of the Board, provided this agenda item and the specific proposed changes have been announced in the call at least 30 days prior to the meeting. Any such amendment of the bylaws of the

Association shall be effective upon enactment thereof, but if the same be not ratified at the annual meeting of the members of the Association next following such amendment, the same shall thereafter be of no further force of effect.

ARTICLE - XIV DISSOLUTION

In the event of dissolution, the assets of this corporation shall first be allocated to authorized debts. Any remaining assets shall be granted to the scholarship fund of the College of Forestry at Oregon State University.

ARTICLE XV - RULES OF ORDER

All meetings, general and Board meetings, of this Association shall be conducted in accordance with Sturgis Standard Code of Parliamentary Procedure, most recent edition.