

## Explanation of proposed changes to bylaws 6/25/21

These proposed changes to the MPSWA bylaws are intended to bring the bylaws back into alignment with current circumstances and practices. Three main articles of the bylaws are affected: Membership, Officers and Directors. First, we summarize the current practice in MPSWA and then we describe the proposed changes to the bylaws to make the bylaws consistent with current circumstances. The edited version of the bylaws themselves, with the changes, is in a separate document.

### ARTICLE III. MEMBERSHIP

How MPSWA has operated in recent years. Membership in the Marion-Polk Small Woodlands Association (MPSWA) is now tied to membership in the statewide Oregon Small Woodlands Association (OSWA). County chapters have agreed to a common set of membership rules, and these rules appear in the bylaws of the statewide OSWA. The rules themselves are approved by the OSWA Board, which has a representative from every county chapter. However, the OSWA membership bylaws that we are referencing are unfortunately a patchwork of changes and not particularly well organized. Table 1 is our interpretation of the OSWA membership rules under which MPSWA is currently operating.

Proposed revisions. Because details of membership (types of membership, dues, termination) are effectively governed by the OSWA bylaws, in the proposed revision to the MPSWA bylaws, the out-of-date MPSWA details have been removed and replaced by a reference to the OSWA bylaws. The revision follows closely the membership article of the Benton County chapter's bylaws, which were revised in January, 2021, so it has been vetted by at least one other chapter.

### ARTICLE IV. OFFICERS

How MPSWA has operated in recent years. MPSWA has three officers: President, Vice President and Secretary-Treasurer. All officers are voting members of MPSWA, and all officers are unpaid volunteers. The Board serves de facto as the nominating committee for the election of officers. Officers are elected to one-year terms at the annual meeting, and they do serve consecutive terms. De facto, there has been no limit to the number of consecutive terms because officers shall "hold office until their successors are elected and qualified."

#### Proposed revisions.

1. Eliminate the provisions for a secretary-treasurer who is not a voting member; eliminate the related text on the number of directors as related to the membership status of the secretary-treasurer. Eliminate the provision for a secretary-treasurer to be paid. These provisions have been irrelevant for years.
2. Eliminate the provision "No person shall be eligible to serve more than two consecutive one-year terms in a single office position" since it is in effect overridden by the provision "hold office until their successors are elected and qualified" and is contrary to the way MPSWA currently operates.
3. Move the reference to the election of directors, and the discussion of the number of directors, from Article IV on Officers to Article V on Directors.

4. Specify that the Board prepares a list of nominees for officers (i.e., the Board serves as the nominating committee), since that's what we've found works well in view of the paucity of willing candidates.

#### ARTICLE V. DIRECTORS

How MPSWA has operated in recent years. MPSWA has for many years held open director meetings and has emphatically encouraged any member with interest to attend the directors' meetings and to contribute to the discussion. The planning of events for the upcoming quarter that is often associated with a "program committee" is regularly done at the quarterly directors meeting. Diverse ideas and perspectives are helpful and welcome. In recent years the MPSWA Board has been composed of the three officers and six directors who are not officers. The MPSWA bylaws call for the immediate past president to be an ex officio director, but the immediate past president has not participated as a director for years. Others who are not directors have attended the meetings. Directors are formally elected each year at the annual membership meeting. As a matter of practice, the current directors are nominated and re-elected each year unless one wants not to continue, in which case, a nominee for a replacement is sought.

#### Proposed revisions.

1. The current MPSWA bylaws call for just seven voting members and includes the immediate past president as an ex officio member of the board. In the proposed revision, to simplify matters and to align the bylaws with current practice, we propose setting the *minimum* number of directors to seven, but not setting a definite number of directors nor specifying a maximum number of directors. We also propose eliminating the immediate past president as an ex officio director; if it is deemed important that the immediate past president be a director, he or she can always be elected to a director position.

2. The procedure for the election of directors in the current MPSWA bylaws is an incomplete appendage to the ELECTION OF OFFICERS in the Officers article. In the proposed revision, we add a section specifically about election of directors in the Directors article.

#### ARTICLE VI. MEMBERSHIP MEETINGS

Proposed revision. Eliminate the special reference to January meetings because MPSWA has not had a membership meeting in January for years.

#### ARTICLE IX.

Proposed revision. In the current MPSWA bylaws it appears that the title of Article IX was omitted; we propose adding the title, Article IX. DISSOLUTION.

#### ARTICLE X.

Proposed revision. In the current MPSWA bylaws it appears that the title of Article X was omitted; we propose adding the title, Article X. CONDUCT OF MEETING.

Type of membership	Eligibility requirements	Mechanics	Privileges
Voting Member	Any person, firm or corporation owning not more than 5,000 acres of forestland in Oregon are eligible to become Voting Members of OSWA and MPSWA. Any person, firm or corporation owning more than 5,000 acres of forestland in Oregon may be declared eligible for voting membership by a majority vote of the OSWA Executive Committee and ratification at the next Board of Directors meeting.	Anyone meeting the eligibility requirements becomes a Voting Member of OSWA by submitting an application and paying the specified dues. When joining OSWA or renewing membership, one may declare membership in one chapter, and one may declare membership in additional chapters by paying supplemental dues. Up to two additional individuals residing at the same mailing address may be included as voting members without paying supplemental dues.	Voting members may vote, hold office, attend events and will receive notices and publications from OSWA and MPSWA.
Associate Member	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 are eligible to become Associate Members.	Anyone meeting the eligibility requirements becomes an Associate Member of OSWA by submitting an application and paying the specified dues. When joining or renewing OSWA membership, one may declare membership in one chapter, and one may declare membership in additional chapters by paying supplemental dues.	Associate members may attend events and will receive notices and publications from OSWA and MPSWA.
Subscription Member	Children and grandchildren of Voting Members who are interested in the family forest property but do not live at the same address as the parent or grandparent member and who have no ownership of the member's property are eligible to become Subscription Members (referred to as Subscription Members on the renewal form and Family Members in the OSWA bylaws.)	Any Voting Member of OSWA and MPSWA may enroll eligible children and grandchildren as Subscription Members of OSWA and MPSWA when joining OSWA or renewing OSWA membership or by contacting OSWA and by paying specified dues.	Subscription members may attend events and will receive notices and publications from OSWA and MPSWA.

Table 1. Description of the different types of OSWA/MPSWA memberships.

**Amended bylaws for ratification at the Annual Membership Meeting August 14, 2021**

BYLAWS

of the

SMALL WOODLANDS ASSOCIATION  
of  
Marion and Polk counties

ARTICLE I. NAME, LOCATION

The name of this association shall be MARION POLK SMALL WOODLANDS ASSOCIATION. Its principal office and principal place of business shall be in the City of Salem, County of Marion, State of Oregon.

ARTICLE II. OBJECTIVES

The objectives of this association are:

- (1) To study the problems of managing, protecting and improving small forested tracts chiefly suitable for tree farming.
- (2) To disseminate information on the establishment, growth, harvesting, and marketing of forest crops produced on such lands.
- (3) To educate and inform the owners of woodlands and the public regarding the problems of small woodland management and to foster the protection of growing trees and the development of better forestry methods and practices.
- (4) To represent the owners of small woodlands before legislative bodies and administrative agencies.
- (5) To affiliate with the Oregon Small Woodlands Association.
- (6) To submit problems and resolutions to the Oregon Small Woodlands Association for their consideration and legislative or other action.

ARTICLE III. MEMBERSHIP

Membership in the Marion-Polk Small Woodlands Association (MPSWA) is open to dues-paying members of the statewide Oregon Small Woodlands Association (OSWA). Terms of membership shall be in accordance with OSWA bylaws and policies. MPSWA membership shall terminate in the event such member fails to pay annual dues in accordance with OSWA policies. Each voting OSWA member who is also a member of MPSWA, shall be entitled to the same voting right in MPSWA as they have in OSWA. Any MPSWA member's voting right or other right shall cease upon termination of their membership in MPSWA.

## ARTICLE IV. OFFICERS

Section 1. OFFICERS OF THE ASSOCIATION. The officers of the association shall consist of a president, a vice president, and a secretary-treasurer.

Section 2. ELECTION OF OFFICERS. Elections shall be held at the annual meeting of the membership. The Board of Directors shall prepare a list of nominees for action at the annual meeting. Additional nominations may be made from the floor. Officers shall be elected from the membership at large by a majority vote of those present at the annual meeting for a term of one year but shall hold office until their successors are elected and qualified.

Section 3. DUTIES OF OFFICERS.

(a) The president, or vice president in his absence, shall preside at all meetings and subject to the control of the board of directors have general supervision and management of the affairs of the association. The president shall sign and execute all authorized bonds, contracts, deeds, mortgages, and other instruments of the association and shall perform all acts and duties usually required of an executive and presiding officers, including such other duties as may be required of him by the board of directors.

(b) 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 to him by the president or the board of directors.

(c) The secretary-treasurer shall issue notice for and keep minutes of all membership meetings, and shall keep a fair and correct record of all official business of the association. He or she shall have custody of all moneys of the association and shall keep regular books of account and balance the same each month. He or she shall annually prepare and submit a budget covering operating expenses and make such periodical financial reports as the board of directors may authorize and shall perform all duties incident to his or her office and such other duties as may be required of him or her by the board of directors. He or she may be bonded.

## ARTICLE V. THE BOARD OF DIRECTORS

Section 1. GOVERNMENT. The affairs of this association shall be managed by the board of directors.

Section 2. SIZE OF THE BOARD. The Board shall include the officers of the organization and at least four directors who are not officers.

Section 3. MEETINGS OF THE BOARD. Meetings of the board of directors may be held at any time upon call of the president, the secretary-treasurer when authorized by the president, or a majority of the board with seven days prior notice, at which time any business of the association may be transacted.

Section 4. QUORUM AT BOARD MEETINGS. A majority (or at least four directors) shall constitute a quorum at any meeting of the board of directors. A majority of such quorum shall decide any question that may come regularly before the meeting except to the extent otherwise expressly provided herein.

Section 5. ELECTION OF DIRECTORS. Elections shall be held at the annual meeting of the membership. Directors must be voting members of the association and shall be elected by a majority of the voting members present at the annual meeting. All directors serve one-year terms. Vacancies arising before the annual membership meeting may be filled by a vote of the Board. Such appointed directors shall serve until the next annual membership meeting. Directors may be elected to successive terms.

#### ARTICLE VI. MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETINGS. The annual meeting of this association shall be held at such date, time and place as the board of directors may direct.

Section 2. SPECIAL MEETINGS. Special meetings may be called by the president, majority of the board of directors, or twenty-five percent of the voting membership.

Section 3. NOTICE OF MEETINGS. Written notice of meetings shall be given to each member at his last known address not less than seven days prior to such meeting.

#### ARTICLE VII. COMMITTEES

The board of directors may elect, or with its consent, the president may appoint any temporary or standing committees that may seem best for the interest of the association.

#### ARTICLE VIII. 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 at any regular meeting or at any special meeting where such action has been announced in the call and notice of such meeting. Any such amendment of the bylaws of the association shall be effective upon the enactment thereof.

#### ARTICLE IX. DISSOLUTION

In the event of the dissolution, the assets of this association shall first be allocated to authorized debts. Any remaining assets shall be granted to the OSU Foundation designated to a Scholarship Fund of the College of Forestry.

#### ARTICLE X. MEETING CONDUCT

All meetings, general and board meetings, of this association shall be conducted in accordance with Robert's Rules of Order, revised.