

Delaware Forestry Association BYLAWS

Article I - MISSION

1.01 The Delaware Forestry Association, a non-profit corporation of the State of Delaware (1982), hereinafter referred to as the 'Association', functions to support and protect private forest landowners and the forest industry's right to practice forestry through public policy and educational efforts.

Article II - OFFICES

2.01 Principal Office: The principal office of the Association shall be maintained at a location selected by the current President.

2.02 Registered Office and Registered Agent: The Registered Agent shall be appointed by the current President of the Association.

Article III - CORPORATE SEAL

3.01 Description: The corporate seal shall have inscribed thereon the name of the Association, the year of its incorporation and the words "Incorporated, Delaware".

3.02 Use of Corporate Seal: The Association's Corporate Seal will not be embellished or altered. It will serve to introduce the Association on letterhead, marketing tools and publications supported by the Association's mission. The Corporate Seal may be affixed to marketing items upon approval of by the majority of the Board of Directors.

Article IV - MEMBERS

4.01 Membership Application: Any individual, group or organization, which meets the following criteria shall be eligible to apply as a member of the Delaware Forestry Association: (i) the Applicant must be interested in supporting the Associations' mission for sustainable forest management in the State of Delaware, (ii) the Applicant is either a forest landowner; forester; logger; private forestry-related industry, organization or agency; or environmental educator, (iii) the Applicant is a student who is currently attending high school and/or college classes.

4.02 Election of Members: An application of membership in the Delaware Forestry Association shall be reviewed by the Board of Directors prior to the Applicant being accepted as a member.

4.03 Voting Rights: Voting members must have dues paid in full prior to the Annual Business meeting of the Delaware Forestry Association. Each member shall be entitled to one vote on matters submitted to a vote of the members.

4.04 Resignation: Any member may resign from membership in the Delaware Forestry Association at any time.

Article V - MEETINGS OF MEMBERS

5.01 Annual Meeting: An annual meeting of the Association membership will be held to conduct business of the Association and provide for educational opportunities.

5.02 Special Meeting: Special meetings of the members may be called as set forth in the Certificate of Incorporation (Item #14).

5.03 Place of Meeting: the annual meeting and all 'special' meetings of the Association shall be held in the boundaries of the State of Delaware.

5.04 Notice of Meetings: Notice of meetings shall be communicated (i.e., mail, phone, email, fax or media outlet) by the Secretary of the Association to each current member at their last known address.

5.05 Quorum: 25% of the members shall constitute a quorum. A Quorum vote in favor of a motion shall deem the motion adopted.

5.06 Attendance: Members are encouraged to attend Association meetings, but are not required to attend.

Article VI - BOARD OF DIRECTORS

6.01 General Powers: The affairs, property and business of the Association shall be managed and controlled by its Board of Directors.

6.02 Election of Board of Directors: The Board of Directors will be elected at the Association's annual business meeting, except that if there be a vacancy in the Board by reason of death, resignation or otherwise, such vacancy shall be filled for the un-expired term by an Association member, by election from the Board.

6.03 Board of Directors Representation: The Association's Board of Directors shall include, but not be limited to: (i) member private forest landowner, (ii) member Delaware Tree Farm Committee, (iii) member forestry industry, (iv) member 'practicing' forester, and (v) member government agency.

6.04 Number, Tenure and Qualifications: The Board of Directors shall consist of no fewer than six (6) members and no more than twelve (12) members. The immediate Past-President will be an 'exofficio' member of the Board.

6.05 Regular Meetings: Meetings of the Board of Directors may be held on a quarterly basis. The Annual Business Meeting shall be considered one of the quarterly regular meetings.

6.06 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the State of Delaware for holding any special meeting of the Board of Directors called by them. All members of the Board of Directors shall be notified of special meetings as indicated by Section 5.04.

6.07 Requirement to Attend Meetings: Members of the Board of Directors are encouraged to attend 75% of all regularly scheduled Board meetings.

6.08 Notice: All members of the Board of Directors shall be notified of special meetings. Notice of any special meeting of the Board of Directors shall be given at least two days previously as per Section 5.04.

6.09 Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than an majority of the Board members are present at said meeting, a majority present may adjourn the meeting without further notice.

6.10 Compensation: Board of Directors shall not receive any stated salaries for their services.

Article VII - OFFICERS

7.01 Officers. The officers of the Delaware Forestry Association shall be a President, Vice-President, Secretary and Treasurer. One person may hold the offices of Secretary and Treasurer, or Vice-President and Treasurer, or Vice-President and Secretary, but not the offices of Vice-President, Secretary and Treasurer, together, or President and Vice-President, together.

7.02 Nomination of Officers: Officers shall be nominated by the Nominating Committee and presented as a 'slate of officers' to the membership at the Annual Business Meeting for their vote. They shall begin their term-of-office immediately following the Annual Business Meeting and shall hold office until their successor has been duly elected.

7.03 President: The President shall be the chief executive officer of the Association. It shall be their duty to preside at all meetings of the Association members and Board of Directors and to have general and active management of the business of the Association. The President shall have the general supervision and direction of the other officers of the Association and shall see that their duties are properly performed.

7.04 Vice-President: The Vice-President shall be vested with all the powers required to perform all the duties of the President in their absence or disability and shall perform such other duties as may be prescribed by the Board of Directors.

7.05 Secretary: The Secretary shall attend all meetings of the Association, the Board of Directors, the executive committee and any standing committees. The Secretary shall act as clerk thereof and shall record all of the proceedings of such meetings in a book kept for that purpose. This historical permanent record is property of the Association and will be available at all times to the Board of Directors. The Secretary shall give proper notice of meetings of Association members and meetings of the Board of Directors and shall perform such other duties as shall be assigned by the President or the Board of Directors.

7.06 Treasurer: The Treasurer shall have custody of the funds and securities of the Association and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall perform such other duties as the Board of Directors may prescribe or require.

7.07 Removal of Officers: Any officer may be removed by majority vote of the Board of Directors.

7.08 Delegation of Duties: In case of the absence or disability of any officer of the Association or for any other reason deemed sufficient by the majority of the Board, the Board of Directors may delegate powers or duties to any other officer or to any Director for a specified time.

Article VII - COMMITTEES

8.01 Committees: The Board of Directors may, from time to time, constitute committees under the direction of the Board of Directors for the management of the Delaware Forestry Association.

8.02 Members: Committee membership will consist of members of the Delaware Forestry Association.

8.03 Meetings: Committees will meet to conduct specific business of the Delaware Forestry Association.

8.04 Standing Committees: At the Annual Meeting of the Association, the Board of Directors will activate standing committees to assist with annual functions of the Association as per our mission statement. These shall be: (i) Nominating Committee, (ii) Publicity Committee, (iii) Education Committee and (iv) Legislative Committee. The Chair of a 'standing' committee must be a member of the Board of Directors and include a minimum of two (2) other Association members.

8.05 Quorum. A majority of the whole committee shall constitute a quorum and the act of the majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Article IX - CONTRACTS, CHECKS, AND DEPOSITS

9.01 Contracts/Checks: All checks, drafts or orders for the payment of money shall be signed by the Treasurer. The Board may designate a co-signer from current members of the Board. No check shall be signed in blank.

9.02 Deposits: The Treasurer of the Association shall be responsible for all timely financial deposits of the Association as per Board approval.

9.03 Financial Statements: The Treasurer shall be responsible for maintaining accurate financial status of the Association and shall provide written financial statements at each quarterly business meeting.

Article X - DUES

10.01 Annual Membership Dues: Annual dues are required for Association membership. Categories for dues are: (i) Student, (ii) Individual, (iii) Family, (iv) Forest Industry, (v) Corporation, and (vi) Non-Profit Organization.

10.02 Payment of Dues: A billing notice will be mailed by the Secretary to current and prospective Association members, at their last known address, in the last quarter of the calendar year. Payment is due by January 31st of the following year.

Article XI - MISCELLANEOUS

11.01 Fiscal Year: The fiscal year of the Association shall begin on the first day of January of each year.

11.02 Books and Records: The books, accounts and records of the Association, except as otherwise required by the laws of the State of Delaware, may be kept within or without the State of Delaware, at such place or places as may from time to time be designated by the By-laws or by resolution of the Board of Directors.

11.03 Newsletter: The Association will produce, at minimum, a bi-annual newsletter to inform Association members of current forestry-related issues in Delaware and regional issues. Production of the newsletter will be the responsibility of the Secretary in conjunction with the Education and Publicity Committees.

Article XII - AMENDMENTS TO THE BYLAWS

12.01 The By-Laws of the Association may be amended, altered, repealed or added to at any regular meeting of the members or Board of Directors or any special meeting called for that purpose by affirmative vote of a majority of the membership. All changes to the By-laws of this Association will be provided to the membership during the annual business meeting for a vote.