

BYLAWS  
OF  
VERMONT WOODLANDS ASSOCIATION

As adopted by the  
Board of Directors  
On January 29, 2001

Mission Statement amendment adopted  
by the Board of Directors  
On September 19, 2003

DEFINITIONS amendment adopted  
by the Board of Directors  
On December 18, 2009  
And December 16, 2011

ARTICLE I  
Purpose and Definitions

Section I. DEFINITIONS

As used herein, the following definitions shall control:

- (a) The “Company” and the “Corporation” shall mean Vermont Woodlands Association
- (b) “Member” shall mean an individual person. “Member” shall also mean an entity such as a partnership, association or other organization, and such entity is considered a single member and shall have one vote. The corporation shall have no obligation or authority to determine how such vote was chosen by the entity.
- (c) “Member” shall also include a category of Certified Consulting Foresters. This category shall include all members of the former Consulting Foresters Association of Vermont who are in good standing as of November 1, 2009. Each VWA CCF member shall comply with the former CFAV’s standards existing as of 11/1/09, related to formal education, work experience, and continuing education, (see Appendix 1), or as such standards may be modified subsequent to 11/1/09. A VWA CCF Membership Standards Committee is hereby established, consisting of five persons, at least three of whom are VWA Certified Consulting Foresters. The VWA Board shall contain at least three (3) VWA CCF members. VWA CCF members shall be individually listed as a separate category in the VWA list of members.

Section 2. MISSION STATEMENT.

The Vermont Woodlands Association (VWA) is a nonprofit organization 501(c)(3) which includes woodland owners, managers, foresters, wood processors, organizations and others, and advocates management, sustainability, perpetuation, and enjoyment of forests. VWA also advocates the practice of excellent forestry employing highly integrated management practices that protect and enhance both tangible and intangible forest values for this and future generations. These values include clean air and water, forest products, wildlife habitat, biodiversity, recreation, scenic beauty, and other resources.

VWA’s objectives are to: (1) encourage sound forest-use decisions within the context of a long-term plan of objectives that are, at once, economically expedient, but conserving of the resource and socially, environmentally, and ecologically responsible; (2) promote timber management practices that maximize both forest health and current and future product values; (3) communicate to other forest owners, children, and the public at large the ecological, financial, psychological, spiritual, and societal benefits of working forests shared by VWA members; (4) recognize and reward exemplary actions of woodland owners, managers and users who consistently meet or exceed VWA’s expectation; (5) further the cause of forest stewardship by providing educational opportunities for its members and others; and (6) represent our membership before governmental bodies.

ARTICLE II  
Meetings of Members

Section 1. PLACE

Meetings shall be held at such place within the State of Vermont as shall be designated by the President.

Section 2. QUORUM

A quorum shall consist of members present at a duly warned meeting of members.

Section 3. ANNUAL MEETING

The annual meeting of the members shall be held as directed by the board, the date, time, and place of such meeting to be designated by the President. At such annual meeting the members shall elect such directors as may be required hereunder and shall transact such other business as shall properly come before them.

Section 4. NOTICE OF ANNUAL MEETING

A notice setting up the date, time, and place of such annual meeting shall be mailed to each member of record at said member’s address as the same appears on the books of the corporation, or, if no such address appears, at the

member's last known address. Notice of such meeting shall be given not more than thirty (30) nor less than fifteen (15) days prior to the meeting.

#### Section 5. SPECIAL MEETINGS

Special meetings of the members shall be held at such place as is designated by the president of the corporation. Such meetings may be called at any time by the president, by any five (5) directors, or by a petition signed by twenty-five (25) members of the corporation who shall, in writing, advise the secretary of the meeting so called and the object thereof. Notice of such call shall be mailed by the secretary to each member of the corporation not more than thirty (30) nor less than fifteen (15) days prior to the meeting.

#### Section 6. VOTE.

Each member shall be entitled to one vote. Voting shall be in person or by proxy. All proxies shall be in writing and properly signed.

### ARTICLE III Board of Directors

#### Section 1. ORGANIZATION.

The Board of Directors of the corporation shall be composed of not less than twelve (12) nor more than twenty-four (24) members. Board members shall be elected to three year terms, with the goal being that 1/3 of the directors' terms shall expire each year.

#### Section 2. FUNCTION OF BOARD.

The business and affairs of the corporation shall be controlled and managed by a Board of Directors.

#### Section 3. QUALIFICATIONS OF DIRECTORS.

Except for the ex officio directors, each director must be a dues-paying member or an employee, or officer of a dues-paying organization.

#### Section 4. COMPENSATION.

The directors may be reimbursed for their reasonable expenses in performing their duties as directors; but shall receive no other compensation as directors.

#### Section 5. LIABILITY OF DIRECTORS.

The directors shall not be held personally liable for damages resulting from: (1) any act or omission within the scope of the directors' official functions or duties which is done in good faith, unless it constitutes gross negligence or intentional tort (however this sub-section shall not protect a person from liability for damages which result from the operation of a motor vehicle); (2) any act or omission of an employee of the corporation; or (3) any act or omission of another director or officer.

#### Section 6. NOMINATION OF DIRECTORS.

The Nominating Committee shall report to the president at least thirty (30) days before the date of the annual meeting of members a slate of director-nominees required to be elected by the members, and the president shall thereupon give prompt notice thereof to the members in writing at the time the notice of the annual meeting is mailed to members. Other candidates for the Board of Directors to be elected by the members shall be nominated by the filing of a petition therefore at the main office of the corporation at least ten (10) days prior to the annual meeting of members. Each petition must be limited to one (1) candidate and must be signed by not fewer than ten (10) members. No nomination shall be permitted from the floor.

#### Section 7. ELECTION AND APPOINTMENT OF DIRECTORS AND TERM THEREOF.

One-third of the directors shall be elected at the annual meeting of members. Upon request of any member, election shall be by secret ballot.

#### Section 8. VACANCIES.

Vacancies in the Board of Directors shall be filled by vote of the remaining directors for the balance of the term for which there is a vacancy.

Nominations for the filling of such vacancies shall be sent to the Board of Directors in writing by the Executive Committee at least fifteen (15) days prior to the date at which such vacancy shall be filled.

Section 9. CALL AND NOTICE OF MEETINGS.

The Board of Directors shall provide by resolution for the call, notice, and holding of its regular and special meetings and for the order of business at such meetings, as it shall deem desirable.

Section 10. QUORUM AND NUMBER OF DIRECTORS REQUIRED TO ACT.

A majority of the Board of Directors shall constitute a quorum. Except as otherwise herein expressly provided, or provided in the corporation's charter, an affirmative vote by a majority of the directors present shall be necessary for the board to act on any matter.

Section 11. ACTION BY CONSENT WITHOUT MEETING

The Board of Directors may, as allowed by statute, act upon any matter by consent in writing.

Section 12. REMOVAL OF DIRECTORS

The members shall have the power by a majority vote of the members of the corporation to remove any director from office at any regular or special meeting of members provided that notice of the meeting shall state such purpose.

ARTICLE IV  
Officers and Committees

Section 1. PRESIDENT

The president shall be annually elected by the Board of Directors. He/she shall preside at meetings of the members and at meetings of the directors and of the Executive Committee. The president shall direct and carry on the affairs of the corporation subject only to the control of the Board of Directors. He/she may employ an executive director or other person(s) as needed for carrying on the business and affairs of the corporation as authorized by the board.

Section 2. VICE PRESIDENT

One or more vice presidents shall be elected annually by the Board of Directors and shall have such duties and authority as may be delegated to them by the board from time to time. A vice president shall fill the role of the president in his/her absence.

Section 3. SECRETARY

The Board of Directors shall annually elect a secretary. The secretary shall make and keep the records of the votes, doings, and proceedings of all meetings of the members and of the directors of the corporation. The secretary shall have custody of, and be keeper of, the members, the books, and records of the corporation. The secretary shall transmit to the members and directors required by these bylaws.

The secretary may delegate any of the responsibilities enumerated in this section to an Executive Director duly elected by the Board of Directors. The secretary/executive director shall also be responsible for filing all reports with the Secretary of State.

Section 4. TREASURER.

The Board of Directors shall annually elect a treasurer who shall be responsible for the funds and other assets of the corporation.

The treasurer may delegate any of the responsibilities of this office to an assistant treasurer duly elected by the Board of Directors.

Section 5. EXECUTIVE COMMITTEE.

The Board of Directors may appoint from its membership an Executive Committee of not less than five (5) nor more than seven (7) members, three (3) of whom shall be the president, secretary and the treasurer. The Executive Committee shall have full authority to manage the business and affairs of the corporation between meetings of the Board of Directors and all lawful acts of the Executive Committee shall be approved, confirmed, and ratified by the Board of Directors. The Executive Committee shall have such other authority as the Board of Directors may delegate to it except that the Executive Committee shall have no authority to amend or alter these bylaws.

Section 6. EXECUTIVE DIRECTOR.

The executive director of the VWA is the primary staff for the organization, and is responsible for working with the Board of Directors to develop a long range plan and implement its programs. He/she manages all aspects of the workings of the Tree Farm Program, including organizing inspections and re-inspections, maintaining communications with the national program, establishing regional Tree Farm groups, and working with the board to implement programs and education efforts.

The executive director is also responsible for maintaining communications with members, Tree Farmers and others, primarily through editing and producing an organization newsletter.

Section 7. NOMINATING COMMITTEE.

There shall be a Nominating Committee consisting of three (3) persons appointed by the president with the approval of the Executive Committee.

Section 8. OTHER COMMITTEES AND OFFICERS, TERMS OF APPOINTMENT, ETC.

The Board of Directors may appoint such standing and special committees and such other officers as it finds the affairs of the corporation may require, including finance, Tree Farm, personnel, program, and nominating. The president shall be an ex officio member of all committees other than the Nominating Committee, with the right to vote, but he/she shall not be required to attend any committee meeting and shall not be counted for purpose of determining a quorum for any committee meeting.

ARTICLE V

Dues

Section 1. The funds of the corporation shall be raised by dues of the members of the association, by grants and any other legal fund raising methods. The budget for the ensuing year shall be recommended by the Board of Directors, and the total amount necessary approved by the membership at the Annual Meeting.

Section 2. The dues shall be based upon membership fee and/or the total acreage of timberlands of members, whether such lands are owned in fee simple or not. Each member shall share in meeting the association's approved annual operating budget based on a dues schedule set by the directors.

Section 3. The dues of new members are payable upon application, and annually thereafter.

ARTICLE VI

Amendments

These bylaws may be amended by a majority vote of all the members of the Board of Directors present.

ARTICLE VII

Dissolution

The corporation may be liquidated by a two-thirds vote of the members at any regular or special meeting upon notice in writing given to each member as to the purpose of said meeting. Upon dissolution of the corporation, any remaining assets will be distributed to an organization exempt from Federal Income Tax under Section 501(c)(3) or to a governmental unit, but under no circumstances may any individual receive directly or indirectly, any of the assets liquidated by such action.

(a) Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent Federal tax laws; (b) no part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization, or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization; and (c) no substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) and does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

## APPENDIX I

VWA CCF membership qualifications: Members shall have a Bachelors and/or Masters degree in Forestry or an equivalent degree obtained from an SAF accredited institution and shall have two years of forest management work experience, or those with a two year degree in forestry from an SAF accredited institution shall have five years of forest management work experience.

The minimum skill and work experience standards are:

- Preparation of five Forest Management Plans that meet Vermont Use Value Appraisal standards
- Administration of five forest product sales
- Promotion of sound forest management by presentation of at least three public communications.

Equivalent/similar skill and work experience may be considered and approved by the membership committee. Foresters not meeting the membership standards may become candidate members, but will not have voting privileges. A member will be considered in good standing if he/she fulfills the obligations of the Continuing Education requirements and pays their membership dues on time. If a member fails to comply with either requirement then the Executive Board will notify that member in writing that he/she is a member in poor standing. That member has 12 months from the date of the letter to be reinstated as a member in good standing. If the member does not comply within 12 months than that member will be dropped from the membership.