



## **KANSAS FORESTRY ASSOCIATION BY-LAWS**

### **ARTICLE I - NAMES:**

- A. The name shall be Kansas Forestry Association (hereafter called “Association”)
- B. Kansas Chapter Walnut Council (hereafter called “Chapter”)  
The “Association” shall hold a charter as an affiliate of the Walnut Council (hereafter called “Council”) upon such terms, conditions and requirements as mutually agreed upon by the “Council” and “Association”
- C. Kansas Tree Farm Committee (hereafter called “Committee”)  
The “Association” shall also hold a charter as an affiliate of the American Forest Foundation (hereafter called “Foundation”) upon such terms, conditions and requirements as mutually agreed upon by the “Foundation” and “Association”

### **ARTICLE II - OBJECTIVES:**

- A. To improve Kansas forest and agro-forestry management through support of education, advocacy, research, and forest stewardship. To promote clean water, recreational opportunities, wildlife habitat, and Kansas forest industry and products.
- B. To promote the culture and use of black walnut (*Juglans*) species and other fine hardwoods, as well as assist in carrying out the objectives of the “Council”.
- C. To improve the management and utilization of hardwood and softwood species through sustainable forestry best management practices.
- D. The “Association” will be organized as a non-profit L. L. C. in the State of Kansas and in compliance with the I. R. S. Code section 501 (c) 3, with funds for the “Association” being obtained from dues, donations, grants and fundraising activities approved by the “Association’s” Board of Directors.

### **ARTICLE III - MEMBERSHIP:**

- A. “Association” members must be:
  - 1. An Affiliate Member
    - i. An owner of a Kansas certified tree farm through the American Tree Farm System or
    - ii. A member in good standing of the “Chapter”
    - iii. An appointed organizational representative
  - 2. A Full Member
    - i. A member in good standing of the “Association”
    - ii. A member of the “Committee” and the “Chapter”
    - iii. An Affiliate member who has upgraded their membership
  - 3. A Lifetime Member
    - i. “Association” members who have donated at least \$1000 for one year during their membership



## B. Dues

1. “Chapter” and “Council” annual membership dues shall be established by the “Chapter’s” and “Council’s” Board of Directors respectively. The total assessment of dues paid to the “Council” annually will include “Chapter” dues.
2. “Association” annual membership dues for other interested individuals or organizations shall be a Full membership fee annually, to be paid in January of each year.
3. Affiliates in good standing can upgrade to Full membership for an additional fee annually, to be paid in January of each year.
  - i. “Chapter” dues are provided to the “Association” treasurer,” by the “Council”.
  - ii. “Committee” contributes affiliate membership dues to the “Association” for each certified tree farm owner/operator of record.
4. “Association” members have an opportunity to increase their giving at additional donations levels
5. The “Association” Board of Directors may set dues annually, but any increase in dues may not exceed 50% with only Board approval. Any increase in dues paid to the “Association” greater than 50% must be ratified by a 2/3 vote of “Association” members present and voting. “Association” annual membership dues received prior to October 1 each year shall be applied to “Association” membership for the current fiscal year. “Association” annual membership dues received after September 30 each year shall be applied to “Association” membership for the succeeding fiscal year.
6. Individuals failing to pay dues for one (1) calendar year shall be removed from the “Association” rolls. These individuals will lose their rights to participate in “Association” board meetings, hold any “Association” office and voting privileges.
7. Members who are delinquent may be reinstated by payment of current dues, without penalty

## **ARTICLE IV - OFFICERS:**

### A. Officers

1. “Association” officers shall consist of a President, Vice-President, Kansas Forest Service Rural Forestry Coordinator, KSU Extension Representative, Chairperson of the “Committee,” President of the “Chapter” and two (2) or more at large officers. A minimum of eight (8) Officers/Directors.
2. “Association” officers shall function as the “Association” Board of Directors.
3. All Board of Directors members must be “Association” members, in good standing.
4. The Board of Directors shall direct and supervise the actions and activities of the “Association”.
5. “Association” Board of Directors members will receive no salary, but may be reimbursed for Board authorized expenses.



## B. Officers' Duties

1. President shall be responsible for guiding “Association” activities and presiding at “Association” board meetings.
2. Vice-president shall assist the President and serve as President in the President’s absence. The Vice-president shall automatically succeed to “Association” President and a new Vice-president will be elected.
3. Secretary shall be appointed by the Board of Directors. He/she shall keep and distribute minutes of “Association” business meetings and have custody of “Association” records. He/she will not be required to be an “Association” member and will serve as a non-voting member of the “Association” Board.
4. Treasurer shall be appointed by the Board of Directors. He/she shall be responsible for the fiscal affairs of the “Association”, including authorized disbursements, maintaining financial records and completing required financial reports. He/she will not be required to be an “Association” member and will serve as a non-voting member of the “Association” Board.
5. Kansas Forest Service representative shall be appointed by the Kansas State Forester and is a non-elected voting board member.
6. Kansas Forest Service Rural Forestry Coordinator is a non-elected, voting Board member.
7. “Chapter” President shall represent the Kansas Chapter Walnut Council on the “Association” Board of Directors.
8. “Committee” Chairperson shall represent the Kansas Tree Farm Committee on the “Association” Board of Directors.
9. Directors: Two (2) or more Directors may be elected and serve as at large Board members.
10. Officers shall perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the “Association”.

## C. Terms of Service

1. “Association” Board Officers shall be elected from among the “Association” membership. “Association” Board officers shall be elected for a two (2) year term of office.
2. The “Association” Secretary and Treasurer will serve at the pleasure of the “Association” Board of Directors without term limits.

## D. Nomination and Election of Board Officers

1. Thereafter elections shall be conducted to replace Directors as needed.
2. The procedure for electing Directors shall be:
  - i. Prior to October 1, the “Association” Board of Directors shall develop a slate of qualified candidates to fill upcoming vacancies on the “Association” Board of Directors.
  - ii. Ballots shall be provided to the “Association” membership, by November 15th.



- iii. Completed ballots shall be returned to the secretary and counted by December 1 of that year. Determination of the new director(s) shall be made on or before December 15 for the succeeding year. Balloting ties will be resolved by coin toss between tied candidates.
  - iv. New Directors shall begin their term of service effective January 1 of the succeeding year, following the election.
3. If a Board member, for any reason, is unable to complete his/her term, the Board shall either:
- i. Appoint a member to serve the remainder of the vacated term, or
  - ii. Call for a special election of a new Director by the “Association” membership.

#### **ARTICLE V - MEETINGS:**

- A. The “Association” Board of Directors will meet a minimum of three (3) times annually. All meetings shall be open to the general “Association” membership. If a Board Director misses 2 consecutive board meetings, the “Association” Executive Committee will review to determine if that position could be considered vacated.
- B. Additional agenda items may be added if received at least two (2) weeks prior to the scheduled Board meeting.
- C. A quorum shall consist of a simple majority of elected Officers/Board members.
- D. Review or Reconsideration of Board Action(s)
  1. Any “Association” Board action may be challenged by “Association” membership, upon receipt of a challenge petition signed by fifteen percent (15%) or more “association” members.
  2. Reconsideration of a Board action will require either:
    - i. Two-thirds majority of members present and voting at any “Association” meeting, provided the membership is given clear notice of the issue to be reconsidered at least fifteen (15) days in with a quorum present or;
    - ii. Two-thirds majority of “Association” members voting.

#### **ARTICLE VI - COMMITTEES:**

- A. Ad hoc Committees may be formed by the “Association” Board of Directors as needed.  
(i. e. Audit/Trustee Committee, Nominating Committee, and etc.)
- B. Committees and their Chairpersons will be appointed by the “Association” Board of Directors. Chairpersons are responsible for submitting Committee reports as requested by the “Association” President or Board of Directors.
- C. “Association” Executive Committee shall be composed of the “Association” President and Vice-president, Kansas Forest Service Rural Forest Coordinator, “Chapter” chair, “Committee” chair, and “Association” Program Director.

#### **ARTICLE VII - PARLIAMENTARY AUTHORITY:**

- A. The “Association” shall use “Robert’s Rules of Order Simplified and Applied”, “Second Edition” as its parliamentary authority.



#### **ARTICLE VIII - AMENDMENTS:**

- A. These By-laws may be amended at any “Association” meeting by either:
  - 1. Two-thirds vote of the “Association” membership present and voting, provided such amendment(s) have been sent to all “Association” members of record at least fifteen (15) days in advance of the meeting; or
  - 2. Two-thirds majority of “Association” members voting by mail or online application.

#### **ARTICLE IX - ADDITION OR WITHDRAWAL OF ORGANIZATIONS REPRESENTED ON THE “ASSOCIATION” BOARD OF DIRECTORS:**

- A. Addition of an organization may occur as follows:
  - 1. Other Kansas forestry organizations desiring to join the “Association” Board of Directors may petition the “Association” Board of Directors for a seat on the “Association’s” Board.
    - i. Petition shall be in writing, including forestry interests, current membership roster and financial condition report of organization, at a minimum.
    - ii. “Association” Board of Directors will evaluate the petition at a regular “Association” Board of Directors meeting and vote upon acceptance or rejection of petition.
    - iii. A simple majority vote with a quorum present and voting is sufficient for acceptance or rejection of the petition.
  - 2. If accepted by the “Association” Board of Directors, the “Association By-laws will be amended to include the new organization and placed before the membership as outlined in Article VIII, A of these “Association By-laws.
- B. Withdrawal of an organization, from the “Association” Board of Directors may occur as follows:
  - 1. Withdrawal of any organization from participation in the “Association” will require the organization desiring to withdraw to submit a petition to the “Association” Board of Directors.

#### **ARTICLE X - TERMINATION OF ASSOCIATION:**

- A. Should the “Association” terminate existence for any reason:
  - 1. Assets of record, minus any termination expenses, shall surrender to the Kansas Forest Service, and
  - 2. Kansas Tree Farm Committee assets of record shall surrender to the “Foundation”, and
  - 3. Kansas Chapter Walnut Council assets of record shall surrender to the “Council”.



**Article IX - LIMITATIONS:**

- A. Neither the “Committee” nor the “Chapter” shall have authority to make commitments for, or on behalf of, the “Foundation” or the “Council” respectively.
- B. The “Association” Board of Directors or its officers shall in no case obligate the “Committee” or the “Chapter” financially beyond the available funds in the “Association’s”, “Committee’s” and/or “Chapter’s” treasuries.
- C. “Association” By-laws and Board of Directors decisions may not conflict with either “Council” or “Foundation” By-laws.