

Southwestern Pennsylvania Woodland Owners Association

BY-LAWS

I NAME

The name of this organization shall be: Southwestern Pennsylvania Woodland Owner's Association hereafter referred to as SWPWO.

II OFFICE

The Board of Directors shall designate a mailing address for the organization and announce that address on the organization's website.

III PURPOSE

The Southwestern Pennsylvania Woodland Owner's (SWPWO), a not for profit association, is an organization of individuals interested in sound woodland management practices which encourage the diverse use of forests for timber production, wildlife habitat, watershed protection and recreation and to promote this multiple-use philosophy through education and technical assistance for the benefit of membership and the general public.

IV MEMBERSHIP

Section 1. SWPWO shall have four classes of membership as follows:

Regular membership, including individual regular membership or family regular membership (including family partnerships), is open to landowners having 5 or more acres who support the purpose of SWPWO.

Associate membership, including individual associate membership or family associate membership is open to people who endorse and support the purposes of SWPWO.

Sponsor membership is open to public and private organizations which own forest land or have a public or commercial interest in wood products, land preservation, or wildlife conservation, and support the purposes of SWPWO.

Honorary membership for a term of one year may be conferred upon an individual by vote of the Board of Directors. Membership may be renewed annually.

Section 2. The Board of Directors shall establish annual dues for each class of membership.

Section 3. Each regular individual membership is entitled to one vote and each regular family membership is entitled to two votes at all SWPWO meetings. Associate and Sponsor members may not vote at SWPWO elections, but may serve on committees, task forces and other appointed groups. Honorary members shall be entitled to one vote at meetings of the association.

Section 4. Membership is on a calendar year basis beginning January 1 and ending December 31. Any member joining SWPWO after August of any year and paying the annual dues will be credited through Dec. 31 of the following year.

V GENERAL MEETINGS

Section 1. The annual meeting of the association for the election of directors and officers and for the transactions of other business shall be held in November of each year at such time and place as determined by the Board of Directors.

Section 2. A minimum of four (4) meetings of the association shall be held per year as determined by the board of directors.

Section 3. Special meetings of the general membership may be called by the president at such times as he/she may deem necessary to conduct business of the association; or upon written request of the majority of the members of the Board of Directors; or upon written request by 15 percent of the members of the association. Such requests shall state the time, place, and objectives of the meeting.

Section 4. Written or printed notice of every regular and special meeting of members shall be prepared and mailed to the last known address of each member, not less than 5 days before such meeting. Such notice shall state the purpose of the meeting and the date, time and place of the meeting.

No business shall be transacted at special meetings other than the purpose set forth in the notice of meeting.

Section 5. The members present at a regular or special meeting shall constitute a quorum.

Section 6. All meetings for the furtherance of this association's objectives requiring a vote of the membership shall be conducted in accordance with Roberts Rules of Order. Educational portions of the meeting will be conducted informally to foster a free exchange of information to the membership subject to the control of the presiding officer.

VI NOMINATIONS AND ELECTIONS

Section 1. The general membership shall elect the members of the Board of Directors and the officers annually at the annual meeting.

Section 2. One to three months prior to the annual meeting, the president shall appoint a nominating committee of three members in good standing to nominate a slate of officers and directors whose terms expire as of December 31 of that year.

Section 3. The nominating committee shall place in nomination for each open office, members who are in good standing. The nominating committee shall report its nominations to the association members at the meeting for annual elections. Additional nominations for any office including director may be made from the floor from any member in good standing.

Section 4. The Board of Directors shall consist of seven (7) members, three of whom shall be the elected officers, three of whom are directors at large, and one of whom is appointed Treasurer.

Section 5. The term of office shall begin in January following the annual meeting.

Section 6. The membership shall elect a president, vice-president, secretary, and three directors at large at the annual meeting. The elections will be staggered with the president, secretary and one director at large being elected for terms beginning on even years and the vice-president, and two directors at large begin elected for terms beginning on odd years. Election of these officers also shall constitute their election to

the Board of Directors. These officers will take their positions in January and shall serve a term of two years.

Section 7. Board members cannot succeed themselves for one year after their second term expires.

Section 8. Whenever a vacancy occurs in the Board of Directors, other than from the expiration of a term of office, the remaining directors shall appoint a member to fill the vacancy for the period of the unexpired term. An exception shall be upon the vacancy of the president. The vice-president shall then fill the office of the president, and the Board members shall appoint a new vice-president.

VII BOARD OF DIRECTORS MEETINGS

Section 1. The Board of Directors shall meet not less than two times per calendar year.

Section 2. The Board of Directors shall manage the business of this association.

Section 3. At the request of a member of the Board or a member of the organization, a special meeting of the Board of Directors shall be called by the president. Notification of the special meeting shall be by email to all members who have provided the organization with a current email address. Any and all business may be transacted at a special meeting.

Section 4. Oral or written notice of each meeting of the Board of Directors shall be given each director by or under the supervision of the secretary of the association not less than 72 hours prior to the time of the meeting, but such notice may be waived by all the directors, and appearance at a meeting shall constitute a waiver of notice.

Section 5. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 6. The Board of Directors may request that non-members or members of the association serve the Board in an advisory capacity at the pleasure of the Board but shall not have the right to vote in matters of the association brought before the Directors nor shall they be counted in establishment of a quorum.

VIII DUTIES OF DIRECTORS

Section 1. The Board of Directors shall have the general supervision and control of the business and affairs of the association beginning January 1 after the annual meeting and election. They shall install an accounting system, which shall be adequate for the requirement of the business, and it shall be their duty to require the proper records to be kept of all business transactions.

Section 2. The Board of Directors shall have the power to carry out all agreements of the association with its members in every way advantageous to the association representing the members collectively.

Section 3. The Board of Directors shall select one or more banks to act as depositories of the funds of the association and to determine the manner of receiving, depositing, and disbursing the funds of the association; and the form of checks and the person or persons by whom same shall be signed, with the power to change banks; and the person or persons signing such checks and the form thereof at will.

Section 4

- a) A director shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take action, unless:

- the Director has breached or failed to perform the duties of his or her office under this section; and
 - the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- b) The provisions of this section shall be deemed to be a contract with each director of the association who serves as such at any time while this section is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this section. Any amendment or repeal of this section or adoption of any bylaw or provision of the articles of the association which has the effect of increasing director liability shall operate prospectively only and shall not effect any action taken, or any failure to act, prior to the adoption of such amendment, repeal bylaw or provision.

IX DUTIES OF OFFICERS

Section 1. The PRESIDENT shall:

- 1) Preside over all meetings of the association and of the Board of Directors.
- 2) Provide at each annual meeting of the association an annual report of the work of the association.
- 3) Perform all acts and duties usually performed by an executive presiding officer.
- 4) Sign all certificates and papers of the association as he/she may be authorized or directed to sign by the Board of Directors, provided, however, that the Board of Directors may authorize any person to sign any or all checks, contracts and other instruments in writing on behalf of the association.
- 5) Prepare an annual plan of work and present this plan for adoption at the first meeting of the new fiscal year.
- 6) Appoint two members of the Board of Directors to review income and expense record for the fiscal year.
- 7) Perform such other duties as may be prescribed by the Board of Directors.

Section 2. The VICE PRESIDENT shall:

- 1) In the absence of the president, perform the duties of the president with all the rights, privileges, and powers as if he/she has been duly elected president.
- 2) Perform such other duties as the Board of Directors may prescribe.

Section 3. The SECRETARY shall:

- 1) Keep all records of the meetings of the membership.
- 2) Perform such other duties, with the approval of the Board of Directors, as may be necessary to a proper and effective administration of the affairs of the Association.
- 3) Be responsible for advertising for membership and special meetings of the Association.
- 4) Co-ordinate the publication and mailing of the newsletter approximately two week before each meeting.

Section 4: The TREASURER shall be an appointed member of the Board of Directors and shall:

- 1) Receive, receipt and account for all money paid to the Association
- 2) Pay all bills authorized by the Board of Directors.
- 3) Give an account of all receipts and expenditures.
- 4) Furnish a Financial Report at directors' meetings and the annual meeting.

- 5) Have the authority to sign checks under \$500 and co-sign checks over \$500 jointly with the President or his designate on the Board.
- 6) Cause all monies and valuable effects to be deposited in the name of the association in such depositories as may be designated by the Board of Directors.
- 7) Assist in the preparation of the budget.
- 8) Maintain a roster of all current members and the status of their payment of dues.

Section 5: The NEWSLETTER EDITOR shall:

- 1) Be appointed by the Board of Directors.
- 2) Gather and compile information to be disseminated via electronic and regular mail no less than four newsletters per calendar year.
- 3) Send the newsletter to the Webmaster for distribution to via email to current members.
- 4) Arrange for the mailing of print copies of the newsletter to paid members who request this option.

Section 6 The WEBMASTER shall:

- 1) Be appointed by the Board of Directors.
- 2) Maintain a website on behalf of the organization.
- 3) Post newsletters, schedule of events and other relevant information.
- 4) Maintain a distribution list of paid members who wish to receive electronic notification of SWPWO newsletters and other updates.

X COMMITTEES

Section 1. Nominating Committee

On or before September 1 of each year, the president shall appoint a nominating committee of three members who shall nominate at least one candidate for each office to be filled on January 1 of the following year. . The nominating committee shall submit its report to the secretary three weeks prior to the annual meeting and shall present the nominations at the annual meeting.

Section 2. Program Committee

During the final quarter of each business year, the President shall call a special meeting of the Board to plan programs for the subsequent year.

Section 3. Advisory Committee . A standing Advisory Committee appointed by the Board of Directors shall consist of individuals with expertise in Forest Sciences and/or Management as well as Past Presidents of the Organization. The Advisory Committee attends regular and special meetings of the Board of Directors.

XI AMMENDMENTS

Section 1. The Bylaws may be amended at a properly called meeting of the membership, at which a quorum shall be present, by the favorable vote of two-thirds (2/3) of the members present and voting at the meeting.

Section 2. Notice of any proposed amendment shall be given in writing by mail to the members not less than fifteen (15) days prior to the date of the meeting.

Adopted at the Annual Meeting on November 12, 2014