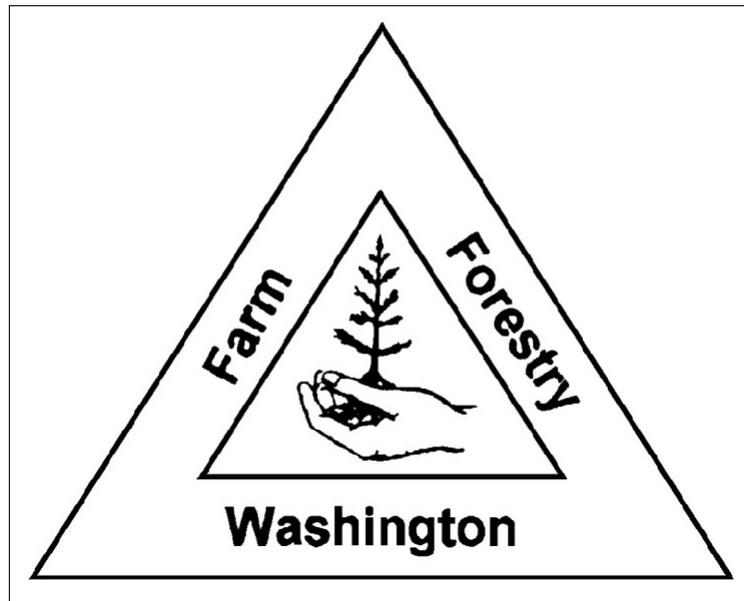


CONSTITUTION AND BYLAWS OF WASHINGTON FARM FORESTRY ASSOCIATION



STEWARDS OF THE LAND FOR GENERATIONS TO COME

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Founders' Logo

**CONSTITUTION AND BYLAWS
OF THE WASHINGTON FARM FORESTRY ASSOCIATION**

ARTICLE 1 – NAME, TERRITORY, SLOGAN, MOTTO AND CHAPTERS

SECTION 1. Name.

The name of this Association shall be **WASHINGTON FARM FORESTRY ASSOCIATION (WFFA)**, an organization of family forest landowners, hereinafter referred to as the “Association.”

SECTION 2. Territory.

Members from any state may belong, but the geographic area in which this Association represents its members at the state and national level will be the **STATE OF WASHINGTON**.

SECTION 3. Motto and Slogan.

Section 3.1. The motto of this Association shall be: - **STEWARDS OF THE LAND FOR GENERATIONS TO COME.**

Section 3.2. The slogan of this Association shall be: **A CROP TODAY -- ANOTHER TOMORROW THROUGH GOOD FOREST MANAGEMENT**

SECTION 4. Chapters.

Local chapters are affiliates of the Association and may adopt their own Bylaws that are consistent with those of the Association or operate under those of the Association.

ARTICLE 2 – PURPOSES

The purposes of this Association are to promote active stewardship of family forest lands to sustainably manage all forest benefits, including economic return, water quality, fish, wildlife, and other special forest uses by:

- (1) Providing educational meetings and tours for the exchange of ideas on farm forestry between family forest owners, other professional land managers, public agencies, and private organizations.
- (2) Providing demonstrations that illustrate the value of active family forest management in the local, state, and national economy.
- (3) Maintaining liaison with the forest industry, agricultural and forestry organizations, Indian tribes, and the general public.
- (4) Actively working with Legislators and regulatory agencies to reduce regulatory burdens that discourage family funded stewardship projects or encourage land use conversions.
- (5) Promoting and providing educational opportunities for youth in forestry and land stewardship.
- (6) Supporting activities at all local, state, and federal levels to minimize the tax burden on timber, timberlands, and family forest lands with the goal of maintaining these lands in economic family units.
- (7) Supporting activities related to the marketing of all forest commodities.

- (8) Assisting family forest owners in the clarification and evaluation of laws and regulations affecting their management decisions.
- (9) Endeavoring to maintain the private property right to manage family forests for the balance of social, economic, and ecologic values desired by the landowner.

ARTICLE 3 – MEMBERSHIP

SECTION 1. Membership Application & Dues.

Membership can be granted upon the acceptance by an authorized Officer of the Association of an application and accompanied by the designated annual dues. Members must be in good standing, including paying dues, to maintain membership and its privileges, including voting and holding office. A membership shall consist of a maximum of two people.

SECTION 2. Membership Types.

Section 2.1. Active Members.

Any owner of forest lands, whether individual, partnership or corporation in the State of Washington, may become an active member of the Washington Farm Forestry Association and any Chapter(s) of their choice.

Section 2.1.1 Voting Rights & Privileges.

Active members in good standing may vote in all elections. They may hold any elective or appointive office. Each individual named on the membership rolls may vote, up to a maximum of two per membership.

Section 2.2. Associate Members.

Anyone who does not own forest land but who supports the purposes of WFFA may apply to become an associate member.

Section 2.2.1 Voting Rights & Privileges.

Associate members shall have all the privileges of membership except for holding elective office or voting on Association business. An associate member may hold any appointive position.

Section 2.3. Special Active Members.

An Associate Member may be approved by the Executive Board to have Active Member status and privileges.

Section 2.3.1 Voting Rights & Privileges.

Special active members shall have all the voting rights and privileges of an active member.

Section 2.4. Life Members.

Life membership is available to any member. The membership term is for the life of the two designees of that membership. Any designee changes will require a new life membership.

Section 2.4.1 Voting Rights & Privileges.

Life members shall have all the voting rights and privileges of their membership category.

Section 2.5. Honorary Life Members.

Honorary life membership shall be awarded to past presidents and may be awarded to active members who have performed meritorious service for the Association. The Executive Board shall designate what meritorious service warrants honorary life memberships to be so awarded with no dues required. The membership chairperson shall keep a record of all members so designated.

Section 2.5.1 Voting Rights & Privileges.

Honorary life members shall have all the voting rights and privileges of active members.

ARTICLE 4 – MEMBERSHIP MEETINGS

SECTION 1. Annual Meetings.

The Annual Meeting shall be held within the second (2nd) or third (3rd) quarter of the calendar year, at a time and place to be approved by the Executive Board.

SECTION 2. Special Meetings.

The Executive Board may call special meetings at any time a quorum of the Executive Board deems the affairs of the Association warrant such a meeting.

SECTION 3. Notice of Meetings.

Members shall be notified of all Annual meetings at least fourteen (14) days in advance, and of special meetings, at least seven (7) days in advance.

ARTICLE 5 – COMMITTEES

SECTION 1. Committees.

The Association shall have standing committees, such as Membership, Legislative, Policy, Publications, Education, Scholarship, Investment, and such other standing or special committees as the Executive Board may establish.

SECTION 2. Duties & Activities.

The activities of the committees are indicated by their names. Their specific duties shall be governed by a Charter approved by the Executive Board.

SECTION 3. Charter.

A committee's Charter may be altered or revised at any time by the committee membership, subject to the approval of the Executive Board.

ARTICLE 6 – CHAPTERS

SECTION 1. Chapters.

The Washington Farm Forestry Association may sponsor the formation of Chapters in each County or geographic area of Washington.

Section 1.1. Chapters may choose to create their own independent legal entity and maintain affiliation with WFFA.

SECTION 2. Chapter Status.

It is within the authority of the Executive Board to take measures to assure the viability of any Chapter, excluding Chapters that are their own independent legal entity.

Section 2.1 Duties of an Active Chapter.

An “active” Chapter will hold annual elections, conduct at least one meeting annually and file the requisite financial data annually with the Association Treasurer. The data must include, but is not limited to, the following items:

- (1) Starting bank balance on January 1 and ending balance on December 31 of each calendar year.
- (2) Income from dues and other sources.
- (3) All expenses.

Section 2.2 Declaring a Chapter Inactive.

The Executive Board may declare any Chapter “inactive” that has not met all of the criteria listed in section 2.1 over a period of at least eighteen (18) months.

Section 2.2.1 Disposition of Monies.

Upon declaring a Chapter inactive, the Executive Board will determine the disposition of any monies remaining in the Chapter’s accounts.

Section 2.3 Other Executive Board Oversight.

The Executive Board may, at its sole discretion, may take action to “consolidate” or “divide” Chapters to ensure their viability.

SECTION 3. Chapter Presidents.

Section 3.1 Chapter Presidents of the Association shall:

- (1) Represent their individual Chapters on the Executive Board and may serve voluntarily as appointed chairs of special committees. Chapter Presidents shall designate a proxy if unable to attend Executive Board meetings.
- (2) Promote and coordinate Association activities in the geographic areas they represent.
- (3) Assist the State President and Vice-Presidents as their direct representatives in the geographic areas for which they serve.
- (4) Make every effort to strengthen the Association work in their geographic areas by suggesting actions that will help the Association members. Perform such other duties usually inherent in the Office.

ARTICLE 7— NOMINATION AND ELECTION OF OFFICERS

SECTION 1. Officers.

The elected officers of the Association shall consist of a President, 1st Vice-President, 2nd Vice-President, Secretary, and Treasurer.

SECTION 2. Elections.

Section 2.1. Nominations. Officers may be nominated by two processes.

Section 2.1.1 A Nominating Committee, consisting of the immediate past president and two Chapter presidents appointed by the President, shall seek a slate of Officers from the eligible members of the Association. At least sixty (60) days before the Annual Meeting, the Nominating Committee shall present the new slate of officers to the Executive Board for approval. Notification of the slate of proposed officers can be communicated via electronic or regular mail.

Section 2.1.2 Nominations can also be made from the floor at the annual meeting. Nominee's acceptance of the nomination must be verified prior to the vote.

Section 2.2 Slate of Officers.

A notice of the selected slate of Officers shall be sent out to the membership at least two (2) weeks prior to the Annual Meeting. Notification of the slate of proposed officers can be communicated via electronic or regular mail.

Section 2.3 Vote.

At the Annual Meeting, the proposed slate of Officers shall be voted on by members entitled to vote on the election of Officers. A simple majority of those members in attendance entitled to vote shall determine the winner(s) who shall take office at the close of the Annual Meeting.

ARTICLE 8 – ELECTED STATE OFFICERS

SECTION 1. Term. The elected Officers shall serve for a term from the end of one Annual Meeting through the next Annual Meeting. Any Officer may be elected to multiple terms.

SECTION 2. Duties of Officers.

(a) **President** shall:

- (1) Supervise activities of the Association under the direction of the Executive Board.
- (2) Preside over all meetings of the Association, the Executive Board and the Executive Committee.
- (3) Sign, with the Secretary and/or Treasurer, all notes, deeds, and other instruments, except checks, on behalf of the Association.
- (4) Call special meetings of the Executive Board and the Executive Committee, and perform all acts and duties usually required of a presiding officer.
- (5) Make a full report to the members on all matters and business of the Association at the Annual Meeting.
- (6) Represent, or delegate representation of, the Association on State and National Boards, and perform such other duties usually inherent in the Office.

(b) **1st Vice-President** shall:

- (1) In the absence or disability of the President, preside and perform the duties of the President.
- (2) Perform such other duties usually inherent in the Office.

(c) **2nd Vice-President** shall:

- (1) In the absence or disability of the 1st Vice-President assume the duties of the 1st Vice President.
- (2) Perform such other duties usually inherent in the Office.

(d) **Secretary** shall:

- (1) Keep complete minutes of all meetings, regular and special, of the Executive Board, the Executive Committee and of the Membership of the Association.
- (2) Sign, with the President, deeds, notes, and instruments of conveyance and other instruments of and on behalf of the Association as required.
- (3) Serve all notices required by law and these Bylaws.
- (4) The Secretary shall keep a file of past and future policy statements and the President shall be empowered to act and declare on them at any time.
- (5) Perform such other duties usually inherent in the Office.

(e) **Treasurer** shall:

- (1) Receive and disburse all funds of the Association as directed by the Executive Board. The Executive Board may, at its discretion, require the Treasurer to be bonded.
- (2) Make all reports required by law and these Bylaws and perform such other financial duties as are required of the Treasurer by the Executive Board.
- (3) Sign, with the President, deeds, notes, and instruments of conveyance and other instruments of and on behalf of the Association, as required.
- (4) Report to the Executive Committee at their quarterly meetings, and to the membership at the Annual Meeting. Provide, at a minimum, a financial summary to the Executive Board at their quarterly meetings.
- (5) Present a proposed annual budget to the Executive Board.
- (6) Perform other such duties usually inherent in the Office.

SECTION 3. Vacancies.

A vacancy in any Elected Office of the Association shall be filled by a vote of the remaining members of the Executive Board until such time as the next Annual Meeting election is scheduled.

SECTION 4. Removal from Office.

Any Officer or Member may present charges against a State Officer by filing them in writing with the Secretary of the Association. State Officers may be removed from office in the following manner:

Section 4.1. If presented by an Officer, the removal order shall be voted on at the next regular or special meeting of the Executive Board and shall be effective immediately, if approved by a vote of a majority of the Executive Board. That meeting may occur using electronic media.

Section 4.2. If presented by a Member, the charges must be accompanied by a petition signed by ten percent (10%) of the members of the Association. Such removal shall be voted on at the next regular or special meeting of the members and shall be effective immediately, if

approved by a vote of a majority of the members attending. That meeting may occur using electronic media.

Section 4.3. The State Officer against whom such charges have been presented shall be informed in writing, of such charges not later than five (5) days prior to the meeting and shall have the opportunity at such meeting to be heard in person or via counsel and to present witnesses. The person or persons presenting such charges against him or her shall have the same opportunity. If the removal of a State Officer is approved, they shall vacate their position immediately. A vacancy in any position created under Article 8, Section 4 shall be filled on an interim basis by the Executive Board from among their members. Notwithstanding any other provision of this section, in the event of exigent circumstances, the Executive Board may, by email or phone majority vote, immediately remove a State Officer from their position and authority. Under this circumstance, the Executive Board vote described in this section shall be held within 15 days of the State Officer's removal. The interim appointee shall serve the remainder of the term of State Office until the next regularly scheduled annual meeting of the entire membership.

ARTICLE 9 – EXECUTIVE DIRECTOR

SECTION 1. Executive Director.

The Executive Director shall be appointed by and serve at the pleasure of the Executive Board. Compensation of the Executive Director shall be set by the Executive Board.

SECTION 2. Responsibilities & Duties.

The Executive Director shall:

- (1) Maintain the central office and communications center for the Association.
- (2) Provide oversight of the Association's official records and business.
- (3) Promote consistency and continuity in external and internal relationships.
- (4) Perform the duties enumerated in the Executive Director job description and such other duties as determined by the Executive Board.

ARTICLE 10 – EXECUTIVE COMMITTEE

SECTION 1. Executive Committee Membership.

The Executive Committee shall consist of the President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, immediate, 2nd and 3rd Past Presidents, the Executive Director, and any others designated by the Executive Board.

SECTION 2. Meetings.

The Executive Committee shall meet no less than four (4) times annually or at such additional times that may be called by the President or the Executive Director. Meetings may be conducted by telephone, or through electronic media.

SECTION 3. Quorum & Voting.

A simple majority of the Executive Committee shall constitute a quorum and shall determine votes at meetings, whether conducted in person or electronically. Votes may also be conducted by telephone, by electronic media, or by regular mail.

SECTION 4. Duties.

The Executive Committee shall review the Executive Board agenda, provide financial and policy review to the Executive Board for official action, and communications to the membership, and conduct other such business delegated to it by the Executive Board.

ARTICLE 11 – EXECUTIVE BOARD

SECTION 1. Executive Board Responsibilities.

The Executive Board shall manage and conduct the affairs of the Association. It shall make any necessary rules and regulations for the guidance of the activities of the Association, not inconsistent with the law, these Bylaws, or the Association’s Articles of Incorporation.

SECTION 2. Executive Board Membership.

The Executive Board shall consist of the Executive Committee, the President or delegated proxy of each Chapter, and chairpersons of standing committees. Any vacancy occurring on the Executive Board may be filled by appointment of the President, subject to the advice of the Chapter from which the vacancy occurred, unless otherwise provided in these Bylaws.

SECTION 3. Meetings.

The Executive Board shall meet at least once each quarter at a time and place fixed by the Board. Special meetings may be called by the President or on written request of a majority of the members of the Executive Board. Meetings and votes may be conducted by telephone, through electronic media or by email.

SECTION 4. Quorum.

If at least 50% of full voting members of the Executive Board are present, either in person, electronically or by telephone, a quorum shall exist to determine votes at meetings. Executive Board members shall designate a proxy if unable to attend.

ARTICLE 12 – RULES OF ORDER

All questions of parliamentary procedure shall be resolved by Robert’s Rules of Order.

ARTICLE 13 – ELECTRONIC COMMUNICATIONS

SECTION 1. Executive Committee and Executive Board.

To enable decisions between Executive Committee and Executive Board meetings, an electronic vote may be conducted under the guidance of the President. The electronic vote motions must be provided to all Executive Committee or Executive Board members on the same day with a minimum of five (5) working days to respond with their vote.

SECTION 2. Annual Meeting.

The annual business meeting may include options for electronic participation, at the discretion of the annual meeting organizing committee.

SECTION 3. Members.

Communicating the association business with members using electronic means is deemed to

be the same as if the communications were in print. Using WFFA membership lists for electronic communications to advance non-WFFA related purposes is prohibited.

ARTICLE 14 – FINANCIAL

SECTION 1. Dues.

Section 1.1. Membership Dues.

The Association dues shall be established by vote of the membership.

Section 1.2. Life Membership Dues.

Life membership dues are set as a one-time payment of an amount approved by a vote of the membership. These dues will be invested in and managed through the WFFA Life Member Account. No monies may be distributed from this account without approval of the Executive Board.

SECTION 2. Savings and Contributions.

Section 2.1. Investment Fund.

Cash savings and excess contributions may be managed under the overall control of the Treasurer and an Investment Committee under the oversight of the Executive Board. The name of the account holding these funds shall be named the Investment Fund.

Section 2.2. Contributions.

Any contribution for general or specific purposes may be accepted. The Executive Board reserves the right to review non-monetary contributions before acceptance or rejection.

SECTION 3. Fiscal Year.

The fiscal year for the Association shall run from January 1 to December 31 of each calendar year.

SECTION 4. Financial Reports.

A full detailed Financial Report shall be made at each meeting of the Executive Committee by the Treasurer. A summary Financial Report shall be made at each meeting of the Executive Board and to the membership at the Annual Meeting by the Treasurer.

ARTICLE 15 – BYLAWS & CONSTITUTION REVISIONS

The Bylaws and Constitution document may be revised as follows:

- (1) Proposed revisions shall be submitted in writing to the Association Secretary at least one hundred and twenty (120) days before the Annual Meeting and shall have been approved by a regular meeting of the Executive Board at least sixty (60) days before the Annual Meeting.
- (2) The Association Secretary shall notify all members of proposed changes at least thirty (30) days before the Annual Meeting.
- (3) Revisions properly submitted shall be voted on at the Annual Meeting by those members in attendance who are entitled to vote, with a simple majority determining the outcome.
- (4) Approved revisions will be incorporated into this Constitution and Bylaws document and the date of revision noted on the cover page.