

Lane County Small Woodlands Association

By-Laws

PREAMBLE

As citizens and forest land owners of non-industrial forest lands located within Lane County Oregon we hereby join in the formation of an organization that will be a chapter of the Oregon Small Woodlands Association and established under the following by-laws and framework within which this group shall exist and operate.

ARTICLE 1: NAME AND LOCATION

The name of this organization shall be: **Lane County Small Woodlands Association** (LCSWA), which will be a chapter of Oregon Small Woodlands Association. LCSWA's principle location for representation of members and business shall fall within the boundaries of Lane County Oregon.

ARTICLE II: OBJECTIVES

- To provide a medium for the exchange of ideas about family forestland by landowners, public agencies, consultants and industry personnel.
- To serve as a forum to make recommendations for investigating and solving problems, and for improving forest management, harvesting, and marketing.
- To disseminate information on the establishment, growth, harvesting and marketing of forest crops produced on family forestlands, and to foster the wise use and protection of forests and encourage better forest practices.
- To educate and inform the owners of forested tracts and the public regarding forestry and family forestland management issues.
- To represent the owners of family forestlands to the general public and before legislative bodies and regulatory agencies.
- To comply with ORS Chapter 65 and as authorized by ORS 65.061

ARTICLE 111: MEMBERSHIP

Section 1: Eligibility

Lane County Small Woodlands Association

By-Laws

Any person, partnership or corporation which subscribes to the purposes of this association shall be eligible for membership.

Section 2: Types of Membership

- a. Voting Member: Will be a land owner who owns less than 5,000 acres of non-industrial forest lands located within Lane County, Oregon. Such applicants will be considered eligible for membership and the right to vote on association business.
- b. Associate Member: Shall be anyone LCSWA Board determines eligible for membership and complies with OSWA's rules and regulations.
- c. Member Dues: The schedule for payments and the amount of dues shall be determined by OSWA's Board of Directors. Upon receipt of dues OSWA shall distribute a portion of such income to LCSWA. Such payments will be based upon an allocation formula establish by OSWA's Board, with input from state chapters.
- d. Application Process: All interested in joining LCSWA must file a Membership Application Form with Oregon Small Woodlands Association (OSWA). This form will define applicant's name and address along with the local chapter to which the member will be part of. Upon OSWA's acceptance of an application, LCSWA Directors will be notified by OSWA and have the opportunity to review applicant's information.
- e. Voting: Each voting member in good standing shall be entitled to one vote. Voting by proxy shall be permitted subject to such regulations as the Board of Directors may impose.
- f. Termination of Membership: Membership may be terminated by written withdrawal delivered to the Secretary, by death, or by expulsion. Termination of membership shall not relieve members of liabilities to the Association. A member may be involuntarily terminated from the Association for any of the following reasons:
 1. Failure to pay Association dues
 2. Failure to conform to the Association by-laws or regulations imposed by the Board of Directors
 3. Failure to properly delineate personal opinion from LCSWA by intentionally representing contrary personal opinions as LCSWA policy. The Board of

Lane County Small Woodlands Association

By-Laws

Directors shall have the power to expel any member upon a majority vote of the Board. Expulsion must be for cause, and if requested, the member shall be provided an opportunity to be heard by the Board of Directors.

- g. Member Rights on Termination: When any individual, firm and/or corporation ceases to be a member of LCSWA, for any cause, they shall receive no remuneration for any interest which they may claim as property of the Association, and the termination of membership terminates such member's interest in and to all property of the association.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Governance: There shall be nine Directors elected from and by the voting membership. Each position on the Board shall be open for election at least once every three years. The immediate Past President is an ex-officio member of the Board entitled to vote. The affairs of the association shall be controlled by the Board of Directors within the limits of the LSWA's by-laws.

Section 2: Vacancies:

- a. Vacancies for unexpired terms shall be filled temporarily by Board appointment, and filled by election at the next regularly scheduled annual meeting for the remaining portion of the term.
- b. Board members may succeed themselves

Section 3: Quorum: A quorum at any Board meeting shall consist of a majority of the entire membership of the Board of Directors. A majority of such quorum shall decide any question that may come regularly before the meeting except to the extent otherwise expressly provided herein.

Section 4: Executive Board: Officers of the Board of Directors shall constitute the Executive Board.

ARTICLE V: EXECUTIVE BOARD

Lane County Small Woodlands Association

By-Laws

Section 1: Officers. Officers of the Board of Directors shall be a President, a Vice-President, a secretary and a treasurer. All officers shall be elected for one year and shall hold office until their successors are elected and qualified. The Secretary and Treasurer position may be held by the same person.

Section 2: Election: Officers shall be nominated and elected by a majority of the Board at the first meeting following the association's annual meeting.

Section 3: Term of Office. Officers shall serve for one year and may succeed themselves.

Section 4: President. The President shall preside at all meetings and, subject to the control of the Board; shall have general supervision of management of the affairs of the Association; shall represent LCSWA on the OSWA Board of Directors or appoint a delegate to do so; shall sign and execute all authorized bonds, contracts and other instruments of the Association; and shall perform all acts and duties usually required of an executive and presiding officer, including such other duties as may be required by the Board.

Section 5: Vice-President. The Vice-President, in the absence of the President, shall have all powers and be subject to all the duties of the President, and shall perform such other duties as may be assigned to him by the President or the Board.

Section 6: Secretary. The Secretary shall issue notice for all meetings, shall keep the minutes, and a fair and correct record of all the official business of the Association. The Secretary, with the President, may sign all authorized bonds, contracts and other instruments of the Association, and shall perform all duties incident to the office and such other duties as may be required by the Board. **Section 7: Treasurer.** The Treasurer, under the direction of the board, shall be responsible for all financial matters of the Association; shall keep accounting records of Association transactions, financial accounts and provide the Board quarterly summaries and balances for all accounts and financial activities; shall provide the Board a recommended annual budget by the first Board meeting following the annual meeting. Such budget shall be approved and accepted by the Board. There shall be an annual review, conducted by three (3) board members. An external professional review or audit may be requested by a majority of the board should concerns or conflicts arise. The review shall be conducted at the close of the fiscal year and available for presentation to the Board by March 31 of the New Year. The fiscal year shall be January 1 through December 31.

Lane County Small Woodlands Association

By-Laws

ARTICLE VI: MEETINGS

Section 1: Annual Membership Meeting. An annual Membership Meeting shall be held in the first quarter of each year at a time and place the Board may direct.

Section 2: Special Meetings. Special meetings of the members may be called by the President, Secretary, a majority of the Board of Directors, or 25% of the voting membership.

Section 3: Quorum. Members present in person shall constitute a quorum for the transaction of business at any regularly-called meetings of the membership.

Section 4: Agendas. Agendas of the Annual Membership Meetings shall include those matters required by the by-laws, referred to the Board, or initiated by 10% of the voting membership. Matters for inclusion as agenda items must be stated in concise, specific terms.

Section 5: Board of Director Meetings.

- a. At least four regularly scheduled meetings shall be held annually. Additional meetings may be held at the discretion of the Executive Board.
- b. The Special Organizational Board Meeting shall follow the Annual Membership Meeting within two weeks.

Section 6: Meeting Procedures. All meetings, General Membership and Board Meetings, shall be conducted in accordance with Robert's Rules of Order, Revised.

Section 7: Notice. Written notice of the Annual Meeting, and any special meetings of the members, shall be given to each member at his/her last known address not less than ten days prior to such meeting, containing information concerning any matter requiring membership action at that meeting.

ARTICLE VII: COMMITTEES

Lane County Small Woodlands Association

By-Laws

Section 1: Formation. The Board may form committees for stipulated purposes and shall designate to those committees the authority necessary to accomplish those purposes.

Section 2: Dissolution. The Board shall dissolve committees upon the accomplishment of the stipulated purposes.

ARTICLE VIII AMENDMENTS

These by-laws may be amended, repealed, or altered in whole or in part, or new by-laws may be adopted by a majority vote of the Board at any meeting of the Board, provided this agenda item and the specific proposed changes have been distributed to each Board member at least one week prior to the meeting. Amendments to the by-laws shall be in effect upon enactment, and ratified by a majority vote at the next Annual Membership Meeting. Should such ratification fail, the failure negates any and all effects of the amendments.

ARTICLE IX: DISSOLUTION

In the event of dissolution, the assets of this corporation shall be allocated first to the satisfaction of authorized debts. Any remaining assets shall be granted to the Scholarship Fund of the School of Forestry at Oregon State University.

These By-Laws were adopted by the Membership on 19 January 2017 and signed by the presiding President on 31 January 2017.

Gary Jensen

Gary Jensen, President