

**BYLAWS
OF
WHATCOM COUNTY FARM FORESTRY ASSOCIATION**

**ARTICLE I
General Purpose**

The general purpose for which this Corporation is formed, and the power which it may exercise are set forth in the Articles of Incorporation of the Corporation.

Section 1. Name. The name of the Corporation is WHATCOM COUNTY FARM FORESTRY ASSOCIATION, hereinafter referred to as the "Association."

Section 2. Principal Office. The principal office of this chapter shall be as established by the Board of Directors on no less than an annual basis, but the Association may maintain an office in places of business at such other places within or without the state of Washington as the Board of Directors may determine.

Section 3. Purposes. The purposes of this Association are as follows:

- a. To cultivate, foster, and promote interest and participation in the stewardship of private forest resources.
- b. To provide a medium for the exchange of ideas on farm forestry between tree farmers and public and private agencies.
- c. To provide tours, demonstrations, and other educational programs that will enable farm foresters to better manage their property and that illustrate the value of forestry to Association members and the general public.
- d. To promote opportunities for youth education in forestry and land stewardship.
- e. To be associated with the Washington Farm Forestry Association.
- f. To cooperate with individuals, organizations, agencies and corporations to promote the purposes of the Association.
- g. To be organized and operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as now enforced or hereafter amended.
- h. To do and engage in all lawful activities that are in furtherance of one or more of the purposes of the Association not inconsistent with Section 501 (c) (3) of the Internal Revenue Service Code.
- i. To have and exercise the general powers and privileges specified in RCW 24.03.035 of the Washington Nonprofit Corporation Act as now in force or hereafter amended.

ARTICLE II
Seal

Section 1. Inscription. The seal of the Association shall have inscribed thereon the name of the Association, the year of its organization, and the words “Nonprofit Corporation, Washington”.

Section 2. Custody. The Secretary of the Association shall have custody of the seal.

Section 3. Use. The seal may be used by causing it or facsimile thereof to be impressed, affixed, reproduced, or otherwise.

ARTICLE III
Fiscal Year

The fiscal year of the Association shall begin the first day of May in each year.

ARTICLE IV
Membership, Stock and Membership Fee

Section 1. Membership. Membership in the Association shall be open to all who are members in good standing in the Washington Farm Forestry Association.

Section 2. Stock. The Association shall not have capital stock.

Section 3. Membership Fee. Membership shall be issued to any interested person upon payment of an annual membership fee, the amount of which shall be determined by the Washington Farm Forestry Association.

ARTICLE V
Election of Directors and Officers

Section 1. Nominating Committee. This committee shall be composed of the immediate past President, who shall serve as chairperson, and two members who shall be appointed by the Board of Directors. In the event the immediate past president is unavailable to serve, the three members shall be appointed by the Board of Directors. These nominations shall be announced as provided in Article V, Section 2 of these Bylaws.

Section 2. Nominations. Not less than 30 days prior to the annual meeting the President shall email/mail to all members the list of nominations submitted by the nominating committee to fill the positions of President, Vice President, Secretary and Treasurer and of Directors whose terms will expire April 30th.

Section 3. Nominations at Annual Meeting. At the annual meeting further nominations may be made from the floor.

Section 4. Election. The candidates for each position receiving the greatest number of votes by members in good standing shall be declared elected and will take office May 1st. If there is a tie in any vote it shall be settled by a second vote for the parties in a tie.

Article VI Board of Directors

Section 1. Board of Directors. The governing body of the Association shall be the Board of Directors, consisting of the President, immediate past President, Vice President, Secretary, Treasurer and six Directors. The Directors named in the Articles of Incorporation shall serve until the first annual meeting of the members and until their successors are elected and oriented. Two of the six Directors shall be elected each year for periods of three years.

Section 1.1. Shared Position. By approval of the Board of Directors, one Director or Officer position can be shared by two individuals. In such a case only one vote shall be allotted.

Section 2. Board of Directors Meetings. Meetings of the Board of Directors shall be called by the President whenever deemed necessary, or upon request of two members of the Board of Directors, due notice having been given to all Board of Directors members.

Section 2.1. Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 2.2. Shared Position Vote. Even though both individuals in a shared position may attend a Board of Directors meeting, only one vote will be allowed to count towards a quorum.

Section 3. Orientation. During the first meeting of the new Board of Directors, time will be devoted to orientation of all new Officers and Directors as to the state and local bylaws and constitutions. The orientation is to be conducted by the Association Secretary and the immediate past President.

Section 4. Email/Phone Vote. To enable decisions between Board of Directors meetings, an email/phone vote may be conducted with the cognizance of the President. The email/phone vote, conducted by the Secretary, must be provided to all Board of Directors members on the same day and provide a minimum of five (5) days to respond with their vote.

Section 5. Vacancy. A vacancy in the Board of Directors or any office shall be filled by a vote of the remaining members of the Board of Directors.

Section 6. Removal from Office. Officers and Directors may be removed from office in the following manner:

Any Member, Officer, or Director may present charges against a Director or Officer by filing them in writing with the Secretary of the Association. 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, if approved by a vote of a majority of the primary and secondary members attending. The Director or 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 Director or Officer is approved, they shall vacate their position immediately. A vacancy in any position thus created shall be filled by the Board of Directors from among their number. Notwithstanding any other provision of this section, in the event of exigent circumstances, the Board of Directors may, by email or phone majority vote, immediately remove a Director or Officer from his or her position and authority. Under this circumstance, the member vote described in this section shall be held within 15 days of the Director's or Officer's removal.

ARTICLE VII Duties of Officers

Section 1. President. It shall be the duty of the President to preside at meetings of the Association and Board of Directors and perform such other duties as ordinarily pertain to this office. The President shall also be a member of the Executive Board of the Washington Farm Forestry Association. The position of President shall be for a period of one year and an individual may serve not more than three consecutive terms. The immediate past president shall be a member of the Board of Directors.

Section 2. Vice President. It shall be the duty of the Vice President to preside at meetings of the Association and Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to the office. In the event of a vacancy in the position of President, the Vice President shall become the President for the remainder of the term. The position of Vice President shall be for a period of one year.

Section 3. Secretary. It shall be the duty of the Secretary to keep the records of membership, record attendance at meetings, send out notices of meetings of the Association and Board of Directors, record and preserve the minutes of such meetings and other historical records, make required reports to Washington Farm Forestry Association and perform such other duties as ordinarily pertain to the office. Upon leaving office, the Secretary shall turn over to their successor or to the President, any Association property in their possession. The position of Secretary shall be for a period of one year.

Section 4. Treasurer. It shall be the duty of the Treasurer to keep the financial and accounting records of the Association, to make required reports to Washington Farm Forestry Association, the Association Board of Directors and the membership. The Treasurer will also make required reports to Washington State and the Internal Revenue Service as may be required to maintain compliance with laws pertaining to the Corporation's charitable purpose. The Treasurer shall have custody of all funds, accounting for same to the membership annually and at any other time upon demand of the Board of Directors and to perform such other duties as ordinarily pertain to the office. Upon leaving office, the Treasurer shall turn over to their successor or to the President, all funds, books, or accounts or any other Association property in his or her possession. The position of Treasurer shall be for a period of one year.

ARTICLE VIII Membership Meetings

Section 1. Annual Meeting. An annual meeting of this Association shall be held during the month of April in each year. At this meeting, elections will take place to fill the positions vacated by Directors and Officers whose terms will expire on April 30th.

Section 2. Regular Meetings. Regular meetings of the Association shall occur from time to time as determined by the Board of Directors to properly promote the interests of the Association.

Section 3. Quorum. Fifteen members (primary and secondary), who are in good standing and present shall constitute a quorum and be eligible to vote at annual and regular meetings of the Association.

ARTICLE IX Committees

Section 1. Standing and Special Committees. The Association shall have standing committees with a chairperson. Standing committees may include Membership, Annual Meeting, Tree Sale, Youth Conservation, and such other standing or special committees as the Board of Directors may establish.

Section 2. Duties and Activities. The duties and activities of the committees are generally indicated by their names. Their specific duties and activities shall be as defined by the Board of Directors. Duties and activities may be altered or revised at any time by committee membership subject to approval of the Board of Directors.

ARTICLE X Resolutions

Resolutions or motions to commit the Association on any matter may be presented by members at the annual or regular meetings of the Association. At the discretion of the

President, said resolutions or motions may be presented to the members for a vote or, in the alternative, may be referred to the Board of Directors.

ARTICLE XI Amendments

These Bylaws may be amended at any annual or regular meeting, a quorum being present, by two-thirds (2/3) vote of all primary and secondary members present who are in good standing, provided notice of such proposed amendments shall have been made available to each member at least ten (10) days before such meeting.