

# **IFFA Bylaws**

## **July 4, 2006**

IFFA is registered in Washington, DC, and have adopted the following bylaws:

### **BYLAWS OF THE INTERNATIONAL FAMILY FORESTRY ALLIANCE**

A District of Columbia Nonprofit Corporation

#### **ARTICLE I - NAME, LOCATION AND NATURE**

1. The name of the organization is International Family Forestry Alliance, Inc. (the "Corporation"), a nonprofit corporation organized under the District of Columbia Nonprofit Corporation Act.
2. Location. The principal office shall be within or without the District of Columbia, as determined by the Board of Trustees.
3. Nature. The Corporation is a non-governmental, voluntary, nonprofit, and nonstock scientific and educational corporation.

#### **ARTICLE II- PURPOSE**

The purposes for which the Corporation is organized and operated are charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code), as stated in the Articles of Incorporation to provide education and research to the public and interested parties on the contributions of family forestry to the global community and the relationship of family forests to the sustainability of forestland and the communities which rely on them. The Corporation shall act as the voice of family forestry worldwide and communicate the values and challenges of family forestry.

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

1. There shall be two (2) classes of members, the rights, privileges and obligations of each of which shall be set forth in these bylaws. The classes of members are Organization Members and Associate Members.

1.a. Organization Members: Any national organization or national corporation that represents family forest owners.

1.b. Associate Members: Any partnership or corporation engaged in

activities related to the business of the Corporation's Organization Members including Associations. Associate Members may participate in meetings and committees, but are not entitled to vote and may not sit on the Board of Trustees.

2. Application and Election of Members. Application for membership shall be in such form as approved by the Board of Trustees, addressed to the Secretary and shall include the applicant's agreement, if elected, to abide by the Articles of Incorporation of the

Corporation and these Bylaws. The Secretary shall forward applications to the Board of

Trustees for approval. Members shall be elected by the Board of Trustees. Former members seeking readmission shall be governed by the same application and election procedures as set forth for new members.

3. Obligation of Members. Membership in the Corporation shall constitute an agreement among the members to pay promptly such assessments as may be assessed.

4. Suspension and Expulsion. Any member may be suspended from all rights and privileges of membership for the following reason, at the discretion of the Board of Trustees, after reasonable notice and opportunity to be heard: failing to abide by the terms of the Articles of Incorporation of these Bylaws or non-payment of agreed assessments. If such suspension shall continue for a period of ninety (90) days and during that time the member shall not satisfy the Board of its willingness to abide by the said terms, the member shall be deprived of membership. Former members deprived of membership, may appeal within 30 days and plea their case before the membership at the annual meeting. Reinstatement into the Corporation shall require a simple majority vote from the Members.

5. Resignation. A member may resign on ninety (90) days written notice to the Secretary.

6. Release of Interest. Termination of membership in the Corporation in any manner, whatsoever, shall operate as a release of all right, title or interest on the part of such member in or to the Corporation, its property and assets and the right to vote, if any, shall cease.

#### ARTICLE IV- MEMBERSHIP MEETINGS

1. Annual Meeting. An annual meeting of the Corporation shall be held at such time and place as shall be determined by the Board of Trustees.

2. Special Meetings. Special meetings of the membership for any purpose or purposes may be called at any time by the Chairman, the Board of Trustees or at the written request of a majority of the voting members of the Corporation. Special meetings may be held by teleconference (ether video or audio).

3. Notice of Meeting. Written notice of the time and place of the Annual Meeting of the Membership or a special meeting shall be sent by the Secretary to each member of the Corporation by mail, facsimile (fax) or other electronic transmission not less than thirty (30) days prior to the date of the meeting. Special meetings may be called with shorter notice.

4. Quorum. A majority of the organization Members in good standing, present in person, by teleconference, by authorized representative, or by proxy, at any duly called meeting of the membership shall constitute a quorum.

5. Voting. Each Organization Member shall have one vote. A majority vote of those present in person or by teleconference or by proxy, shall be necessary for the adoption of any matter voted on or the election of Trustees by members at any meeting unless a greater proportion is required by law or in these Bylaws. No proxy shall be valid more than three (3) months after its date of execution.

6. Actions Without Meetings. Any action required or permitted under these Bylaws or the applicable laws of the District of Columbia to be taken at any meeting, annual or special, of the Members may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a simple majority of all voting Members, and such written consent is filed with the minutes of meeting of the Membership. Fax and electronic votes shall count toward the majority vote.

7. Minutes. Written minutes will be kept of all meetings of the membership and the Board of Trustees.

## ARTICLE V-BOARD OF TRUSTEES

1. Board of Trustees. There shall be a minimum of five (5) members of the Board of Trustees, each of whom shall serve one-year terms and until their successors are elected. The voting members of the Corporation shall elect the Trustees.

1.1 Composition of Board of Trustees. The Board of Trustees shall strive to represent a diversity of members. If any Trustee is no longer associated with the organization he/she represented at the time of election/appointment to the Board or if that organization is acquired or goes out of business, that Board seat shall be considered vacated.

1.2 Nominations Committee. Each year the Members shall establish a three-person Nominations Committee to prepare a list of nominations for election to fill Board seats as terms expire or as vacancies need to be filled.

1.3 Expansion of the Board of Trustees. The number of Trustees on the Board of Trustees may be expanded by amending these Bylaws, as set out below.

2. Authority. The Board of Trustees shall have the control of and be responsible for the general management of the affairs and business of the Corporation and may exercise all powers of the Corporation. The oversight of the activities and programs of the Corporation shall be administered by the Chair of the Corporation. The Corporation, as determined by the Board, may establish relationships or otherwise cooperate with organizations that share or could contribute to achieving the purposes of the Corporation.

3. Meetings. Meetings of the Board of Trustees are called by the Chair. The Board shall meet at least three (3) times a year as determined by the Board. Notice of a meeting of the Board, specifying the business to be conducted, shall be provided to the Trustees at least fifteen (15) days in advance of a meeting. The presence of a majority of the Trustees in office shall constitute a quorum. Trustees may participate in meetings via conference call or other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

4. Removal. A Trustee may be removed by a majority vote of the Members, if a Trustee is unable to attend at least two meetings in a twelve-month period then the Chair may request that the Trustee resign from the Corporation.

5. Voting. Except where provided otherwise by law or by these Bylaws, it shall take a majority vote of those present to approve any action of the Board.

6. Compensation. Trustees shall serve without compensation, unless appended in the bylaws.

7. Board Member Responsibility. The Board of Trustees shall approve and, on an ongoing basis, maintain a code of conduct.

## ARTICLE VI-OFFICERS

1. Officers. The Officers of the Corporation are the Chairman, Vice-Chairman, and Secretary –Treasurer and such other officers as the Board may, from time to time, deem necessary or advisable. No officer shall, in more than one capacity, execute, acknowledge or certify any instrument required by law. The Chair and Vice-Chair will be elected by the members. All Officers will be elected by a vote of the Board.

2. Election and Term of Office. The Officers are elected by the Board of

Trustees from among the membership of the Board for a full one-year term of office.

3. Duties. The Officers perform those duties that are usual to their positions and that are assigned to them by the Board of Trustees. In addition, the Chair, as the principal officer of the Corporation, presides at meetings of the Board, and is a member exofficio of any committees established by the Board. The Vice-Chair acts in place of the Chair when the Chair is not available. The Secretary-Treasurer is both the recording officer of the Corporation, responsible for minutes, records, notices, etc, and the financial officer, with responsibility for oversight of revenues and expenditures, and reporting on the financial affairs of the Corporation to the Board.

4. Vacancies. If a vacancy occurs among the Officers for any reason, the position is filled for the unexpired portion of the term by the Board of Trustees.

5. Removal. An Officer elected by the Board, may be removed by a majority vote of the Board of Trustees, with the Officer being considered for removal not participating in the vote.

#### ARTICLE VII-COMMITTEES

1. The Chair shall appoint, with the concurrence of the Board of Trustees, individuals to serve on other committees of the Board.

2. Disclosure. The Corporation shall provide to the public all information related to the Corporation's funding, budget, and expenses.

3. Annual Report. The Board of Trustees shall issue an annual report to the public no later than 90 days after the close of the corporation's fiscal year.

4. Fiscal Year. The fiscal year for the Corporation is the calendar year.

#### ARTICLE VIII-GENERAL PROVISIONS

1. Corporate Seal. The corporate seal shall bear the name of the Corporation, the words "Corporate Seal" and words and figures denoting the year and jurisdiction of its incorporation. The form of or inscription on the seal may be changed at any time by the Board of Trustees. Said seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or reproduced or otherwise.

2. Amendments. These Bylaws shall be subject to amendment, alteration or repeal, and new Bylaws may be adopted, with two thirds majority at the annual meeting , providing that the proposed changes shall have been specified in the notice of the meeting.

3. Duration and Dissolution. The period of duration of the Corporation shall be perpetual, subject to dissolution only upon resolution and affirmative vote of two-thirds (2/3) of the membership and the proposed dissolution has been a matter of formal discussion at the preceding Meeting of the Membership, and notice of the proposed dissolution was given with the notice of the meeting. Upon dissolution of the Corporation, the Board of Trustees shall, after payment of or due provision for all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for and in accordance with the scientific and educational purposes of the Corporation, as set forth in the Articles of Incorporation and these Bylaws.

4. Notices. Whenever notice is given to any Trustee of Member by telephone, fax or mail as provided in these Bylaws, such notice shall be deemed to be given at the time when the same shall be made, filed or mailed.

5. Indemnification. Trustees, Officers, and other authorized employees or agents of the Corporation shall be indemnified against claims for liability arising in connection with their positions or activities on behalf of the Corporation to the full extent permitted by law and as further authorized by the Board of Trustees.