

CALIFORNIA LICENSED FORESTERS ASSOCIATION

BYLAWS

ARTICLE I - NAME

Section One: The name of this Association shall be the CALIFORNIA LICENSED FORESTERS' ASSOCIATION.

Section Two: The principal office of the Association shall be designated by the Board of Directors. The Association shall have such other offices as from time to time may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

Section One: The term "licensed foresters" includes individuals licensed as foresters by the State of California. For purposes of these bylaws the definition of the term "licensed foresters" shall be that which is set for in California State statutes.

ARTICLE III - PURPOSES

Section One: The purpose of this Association shall be:

1. To promote and advance the common professional interests of those individuals licensed as foresters by the State of California.
2. To consider and deal by all lawful means with common problems relating to practice, management, employment, and financial functions of forestry; to foster cooperative action in advancing by all lawful means the common purposes of its members, and promote activities designed to enable the profession to be conducted with the greatest economy, efficiency, and the highest professional standards.
3. To afford due consideration to, and a forum for, expression of opinion upon questions affecting the profession.
4. To cooperate with other industries and organizations, as well as with government at all levels, to develop economically and environmentally sound forest management.
5. To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

ARTICLE IV - MEMBERS

Section One: The Association shall have four (4) classes of members as follows:

1. **ACTIVE** - A person possessing a valid Professional Forester's License issued by the Board of Forestry, State of California, shall be eligible for Active Membership. The Board of Directors may establish classes of active membership such as "sustaining" and "contributing" membership based upon a dues formula established by the Board.
2. **ASSOCIATE** - A person who is actively working toward obtaining a Professional Forester's License, but who has not yet obtained such license, shall be eligible for Associate Membership.
3. **HONORARY** - Any individual who has rendered outstanding service to this Association or the forestry profession may be elected an Honorary Member for life, upon a two-thirds (2/3) vote of the Board of Directors.

4. AFFILIATE - An individual whose professional practices relate to the management of natural resources and who supports the purpose of the Association.
5. STUDENT – A person who is actively pursuing an education in Forestry or a related Natural Resources Field shall be eligible for Student Membership.

Section Two: VOTING - Each active member of the Association shall be entitled to one (1) vote. Associate, Affiliate, Honorary, and Student Members shall not have the right to vote. There shall be no proxy voting.

Section Three: ELECTION OF MEMBERS - Any person eligible for membership under these bylaws may be elected to membership upon written application. For such election a majority vote of the Board of Directors is required.

Section Four: DURATION OF MEMBERSHIP AND RESIGNATION - Membership in the Association may terminate by voluntary resignation. All rights, privileges, and interests of a member in and to the Association shall cease on the termination of membership. Such resignation shall be provided in writing to the Board of Directors.

Section Five: TRANSFERABILITY OF MEMBERSHIP - Neither the membership in the Association nor any rights in the membership may be transferred for value or otherwise.

Section Six: NON LIABILITY OF MEMBERS - A member of the Association shall not be personally liable for the debts, obligations, or liabilities of the Association solely because of such membership.

Section Seven: SUSPENSION, EXPULSION OR WITHDRAWAL - No member may be expelled or suspended and no membership or memberships shall be terminated or suspended, except according to procedures satisfying the requirements of this Section. Sufficient cause for such suspension or termination of membership shall be violation of these bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association.

- (a) Any expulsion, suspension, or termination must be done in good faith and in a fair and reasonable manner. Any procedure which conforms to the requirements of subdivision (b) of this Section is fair and reasonable when the full circumstances of the suspension, termination, or expulsion are considered.
- (b) A procedure is fair and reasonable when:
 - (1) Provisions of the procedure have been set forth in the bylaws, or copies of such provisions are sent annually to all members;
 - (2) It provides the giving of fifteen (15) days prior notice of the suspension, expulsion, or termination and the reasons therefor;
 - (3) It provides an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination period;
 - (4) Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors

Members no longer practicing forestry and who have withdrawn from the list of current RPFs maintained by the Executive Officer for Professional Foresters Registration may request withdrawal from membership in the Association. Such request shall be provided in writing to the Board of Directors. Members in withdrawal status shall at the election of the member be eligible to received UPDATE mailings and annual meeting notices. Fees for such mailings shall be determined annually by the Board of directors. All other rights, privileges and interests in and to the Association shall cease upon Board approval of the withdrawal request. A member who has withdrawn from the membership may upon written request be reinstated by the

Board as an active member. Dues owed for the year of the request for reinstatement to active status shall be determined based on the difference between current active membership dues less fees charged members in the withdrawal status.

ARTICLE V - DUES

Section One: The dues of each member of the Association shall be determined by a two-third (2/3) vote of the total Board of Directors.

Section Two: Members who fail to pay their dues within thirty (30) days from the time they became due shall be notified by the Association Secretary, and if payment is not made within the succeeding thirty (30) days shall, without further notice, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the board of Directors may, by rule, prescribe procedures for extending the time for payment of dues upon the request of a member, and for good cause shown. A member dropped from membership for non-payment of dues may be reinstated at the member's written request. Assessment for reinstatement shall be determined by the Board of Directors.

ARTICLE VI - MEETINGS

Section One: ANNUAL MEETING - There shall be an annual meeting of the Association during the month of March, unless otherwise ordered by the Board of Directors, for the nomination of Directors, for receiving annual reports, and for the transaction of other business. Notice of the meeting shall be mailed by the Secretary or such other person as the Board may designate, to all current members at least thirty (30) days before the time appointed for the meeting.

Section Two: SPECIAL MEETINGS - Special meetings of the Association may be called by the President or by the Board of Directors, or shall be called by the President upon the written request of fifty (50) active members. Notice of any special meeting shall be mailed to each member at his last recorded address at least thirty (30) days in advance of such meetings, with a statement of time and place and information as to the subject or subjects to be considered. Such meetings shall comply with Section 7511© of the California Corporations Code.

Section Three: QUORUM - One-third (1/3) of the voting members of the Association shall constitute a quorum for the conduct of business.

Section Four: LOSS OF QUORUM - The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Section Five: Roberts Rules of Order Revised shall govern the proceedings of this Association in all cases not provided for in the Articles of Incorporation or Bylaws.

ARTICLE VII - BOARD OF DIRECTORS

Section One: The Board of Directors shall have supervision, control, and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of these bylaws, shall actively prosecute its purposes, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may in the execution of the power granted, appoint such agents as it may consider necessary.

Section Two: The Board of Directors shall be composed of thirteen (13) members. The number of Directors representing each of the three (3) Forest Practice Districts authorized under the Z'Berg-Nejedly Forest Practice Act shall be determined by the proportion of the voting membership residing in each District on November 1 of the year prior to any election. Each Director shall hold office for two (2) years. Newly elected Directors shall, upon certification of election results by the board, immediately assume the

performance of their duties and shall continue in office until the election results for their successors are duly certified, or until they resign, are removed, or are otherwise unable to fulfill an un-expired term.

Section Three: QUALIFICATIONS - The Directors of this Association shall be Active Members of the Association. No more than two (2) individual Directors may be employed by the same employer in any single District.

Section Four: MEETINGS - Except that the board shall have a regular meeting at the time and place of the annual meeting, the board shall meet upon the call of the President at such times and places as he shall designate, and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of directors shall be sent by mail to each member of the Board at his last recorded address at least ten (10) days in advance of such meetings.

Section Five: QUORUM - A majority of the entire Board shall constitute a quorum at any meeting of the Board.

Section Six: ABSENCE - Any member of the board of Directors unable to attend a meeting shall state to the President or Secretary the reason for his absence. If a director is absent from three (3) consecutive meetings for reasons which the Board has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.

Section Seven: COMPENSATION - Directors as such shall not receive any compensation for their services as Directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving compensation for such services.

Section Eight: RESIGNATION OR REMOVAL - Any Director may resign at any time by giving written notice to the President, the Secretary, or the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the President or the board. Any member may be removed for cause by a vote of ten (10) or more of the Directors at any regular or special meeting at which a quorum is present. For the purposes of this section, "cause" shall be as specified in Sections 7221 and 7223 of the California Corporations Code.

Section Nine: VACANCIES - Any vacancies that may occur on the Board by reason of death, resignation, or otherwise, may be filled by the remaining members of the board for the unexpired term. Appointments shall be made from candidates proposed by the remaining Directors represent the Forest District or Districts represented by the resigned Director or Directors.

Section Ten: ELECTION - The Board of directors shall be elected by mail ballot in accordance with the provisions of Article X. The ballot shall contain all candidates nominated by the nominating committee and by active members from the floor of the preceding Annual Meeting of Members. Directors shall be elected by a majority of the voting members from within the district represented, provided that at least 33 - 1/3 percent of the members within the particular district shall have voted.

ARTICLE VIII - OFFICERS

Section One: The officers of this Association shall be a President, Vice President, a Secretary, and a Treasurer, and such officers with such titles and duties as shall be stated in these bylaws or determined by the Board of Directors and as may be necessary to enable it to sign instruments. The offices of Secretary and Treasurer may be held by one person.

Section Two: The officers shall be elected by the Board of Directors from among the Board's membership. The officers shall be elected by the Board immediately following the election of Board Members. A majority vote of the total Board of Directors shall elect.

Section Three: Each elective officer shall take office upon election and shall serve a term of one year and until his/her successor has been duly elected and qualified.

Section Four: Vacancies in any office shall be filled for the balance of the terms thereof by the Directors at any regular or special meeting.

Section Five: PRESIDENT - The President shall be the principal elective officer of the organization, shall preside at meetings of the Association and of the Board of Directors, and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee. He/She shall also, at the annual meeting of the Association and at such other times as he/she shall deem proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section Six: VICE PRESIDENT - The Vice President shall assume the duties of the President in the event of the President's temporary disability of absence, and shall have such other duties as the President or Board may assign.

Section Seven: SECRETARY - The Secretary shall be responsible for preparing the distributing the written minutes of all meetings of the Association, the Board of Directors and the Executive committee. It shall be the duty of the Secretary to give notice of all meetings of the Association, to maintain records of all proceedings, to attest documents and perform such other duties as may be duly assigned to him/her by the President or the Board. The Board may delegate such functions of the Secretary as it deems appropriate to the Executive Director or other persons. The Secretary shall assume the duties of the President in the event of the President's and Vice President's temporary disability or absence.

Section Eight: TREASURER - The Treasurer shall be responsible for the accounting of all monies received and expended for the use of the Association. The authorization of expenditures shall be at the discretion of the Board. Accounting policies and investment policies shall likewise be in the discretion of the Board. The funds, books, and vouchers under the Treasurer's control shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors. The Board may delegate such functions of the Treasurer as it deems appropriate to the Executive Director or other persons. The Treasurer shall be the chief financial officer.

Section Nine: EXECUTIVE DIRECTOR - The administration and management of the Association may be in a compensated staff head, employed by or contracted with, and directly responsible to, the Board of Directors. He/She shall have the title of Executive Director or such other title as the Board shall from time to time designate. Subject to the President and the Board, he/she shall be responsible for employment and termination of staff members necessary to carry on the work of the Association. The Executive Director may, at the discretion of the Board, serve as the Corporate Secretary of the Association for the purpose of preparing and attesting to governmental documents, returns, and forms. He/She shall manage and administer the business affairs of the Association, functioning within the framework of policy aims and programs as determined by the Board of Directors, and perform such other duties as may be specified by the Board.

ARTICLE IX – COMMITTEES

Section One: The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special or subcommittees as may be required by the Board of directors as it may find necessary in carrying out the aims of the Association.

Section Two: EXECUTIVE COMMITTEE - The President, Vice President, Immediate Past President, Secretary, and Treasurer shall constitute an Executive Committee. They may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at its succeeding meeting any transaction of business. Meetings may be called by the President, acting as the chairman of the Executive Committee, or by three (3) Executive Committee members.

Section Three: NOMINATING COMMITTEE - No less than sixty (60) days prior to the annual meeting, the President shall appoint a nominating committee to nominate candidates for Directors of this Association. The committee shall make its report at the annual business meeting of the Association. Nominations may also be made by any active member in good standing from the floor at the conclusion of the Nominating Committee's report. Nominations from the floor shall be accompanied by an indication that the proposed nominee is willing and able to serve if elected.

Section Four: MEMBERSHIP COMMITTEE - A standing Membership Committee shall be appointed annually for the purpose of increasing the Association's membership.

Section Five: TELLER'S COMMITTEE - A Teller's Committee shall be appointed by the President to verify and tally the vote of each mail ballot.

Section Six: AUDIT COMMITTEE - A standing Audit Committee shall be appointed annually for the purpose of auditing the Association's financial records, accounting and investment policies and the responsibilities of the treasurer and executive director. The treasurer and executive director may not be appointed to this committee.

ARTICLE X - MAIL VOTES

Section One: Whenever, in the judgment of the Board of Directors, any question shall arise which is believed should be put to a vote of the members and when it deems inexpedient to call a special meeting for such purpose, the Directors may submit such a matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within thirty (30) days after such submission to the membership, provided that in each case votes of at least 33 - 1/3% of the active members shall be received. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the Association in the same manner as would action taken at a duly called meeting.

Section Two: The President shall order a mail vote, to be conducted in accordance with the provisions of Article X, Section One, upon the written request of fifty (50) members.

ARTICLE XI - FISCAL YEAR

The fiscal year shall commence on the first day of January and shall end on the 31st day of December. Membership dues shall be due on the first day of January for purposes set forth in Article V, Section Two.

ARTICLE XII - SEAL

The Association shall have a seal of such design as the Board of Directors may adopt.

ARTICLE XIII - INDEMNIFICATION

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors or Officers or former Directors or Officers against expenses actually or necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Association, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. The Corporate Secretary shall furnish annually to the members a statement of any transactions or indemnification described in California Corporations Code Section 8322(d) and (e), if such transaction or indemnification took place.

ARTICLE XIV - DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to members of the Association. On

dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations which are exempt from taxation under Internal Revenue Code Section 501(c)(3), and Section 23701(d) of the California Revenue and Taxation Code, to be selected by the Board of Directors.

ARTICLE XV - AMENDMENTS

These bylaws may be amended, repealed, or altered, in whole or in part, (a) by two-thirds (2/3) vote at any meeting of the Association; provided, that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of each member at least thirty (30) days prior to the date of the meeting; or (b) by approval of the membership through mail vote in accordance with the provisions of Article X.

BYLAWS AMENDED - MARCH, 1987: ARTICLE IV, Section Four - Revised
ARTICLE IV, Section Four - Added to
ARTICLE V, Section Two - Revised

BYLAWS AMENDED - APRIL, 1990: ARTICLE IV, Section One - Revised
ARTICLE IV, Section Two - Revised
ARTICLE IV, Section Four - Added to

BYLAWS AMENDED - APRIL, 1991: ARTICLE I, Section Two - Revised
ARTICLE I, Section Three - Deleted
ARTICLE IX, Section Six – Added

BYLAWS AMENDED – APRIL, 2000: ARTICLE VII, Section Two – Revised

BYLAWS AMENDED – APRIL 2007: ARTICLE IV, Section One – Added
ARTICLE IV, Section Two - Revised