

BYLAWS OF THE MICHIGAN FOREST ASSOCIATION
(Passed as revised by MFA business meeting vote on August 12, 2022.)

ARTICLE I
The Bylaws

Section 1: These Bylaws support the Articles of Incorporation. Their purpose is to define, explain, and provide rules for the governance of the Association and regulation of its affairs.

Section 2: These Bylaws may be adopted, amended, repealed or replaced by a two-thirds vote of all members present at any annual membership meeting or at any special membership meeting, provided that written notice of such meeting shall include copies of the proposed changes.

Section 3: An initiative petition by fifty members of the Association in good standing, or any ten members of the Board of Directors, may propose an amendment, repeal, or replacement of any existing provision or the addition of any new provision to the Bylaws provided such petition is in writing and addressed to the Executive Director of the Association. The Executive Director shall present such petition at the next annual or special meeting of members. Notice thereof shall be incorporated in the call to such meeting, and such call shall be made at least ten days before the meeting. At such meeting the initiative petition shall become the first order of business.

Section 4: In all matters of finance, purposes, activities, and conduct of members, officers, or employees of this Association, the Articles of Incorporation must be observed and will govern. No statement in these Bylaws will be construed to supersede or to depart from the meaning and intent of the Articles of Incorporation.

ARTICLE II
Purpose

Section 1: The purpose of this Association is to inform and help the people of Michigan to understand, appreciate, manage, protect, and wisely use the forests, woodlands, and related natural resources of Michigan for the best interests of this and succeeding generations. To achieve this, the Association shall:

- A. establish and maintain an effective organization and system for disseminating information, holding meetings and lectures, and providing educational services to its members concerning the value and proper management of Michigan forests and woodlands;
- B. distribute information, and conduct public discussions, forums, panels, lectures, demonstrations, and similar programs to inform the public about its relationship to and dependence upon Michigan's natural resources, forests, and woodlands;
- C. encourage development of public educational systems, methods, and organizational structures which will benefit landowners, forest workers, wood-using industries, educators, public officials, and the public;
- D. encourage the use of Michigan's community and school forests to develop a better understanding of Michigan's forest and woodland resources and Michigan's forest and woodland history;
- E. foster recognition of the value and need for protecting wildlife, plants, soil, water, air, and other elements of the forest and woodland ecosystem;
- F. promote the listing and maintenance of famous and historic Michigan trees;
- G. support the listing and appropriate maintenance of prime examples of native forest and woodland communities;
- H. cooperate with national and state conservation agencies and with private Associations devoted to the interests of forests and woodlands;
- I. encourage the conservation and wise use of forests, woodlands, water, and soil resources;
- J. honor outstanding citizens and organizations who have made valuable contributions to awareness of Michigan trees, forests, and woodlands and to the practice of wise forest and woodland management in our state;

Section 2:

- A. MFA may acquire or manage forest and woodland properties (see Article V, Sections 8 and 9);

B. The Association may establish areas suitable for education and demonstration of the many social, economic, and environmental benefits which result from managed forests and woodlands.

ARTICLE III Membership, Voting, and Dues

Section 1: Classes of membership and dues for each shall be established by the Board of Directors. Membership is at the discretion of the Board.

Section 2: Honorary or life memberships may be given to special persons by majority vote of the members or the Board of Directors.

Section 3: Annual membership dues for all classes of membership, except life, shall be paid in full at the time of application or renewal, and applicants will be considered members in good standing for twelve months upon receipt of dues. The procedure for the collection of dues will be established by the Executive Director, subject to approval by the Board of Directors. Dues of life members shall be paid in full when such membership is applied for or granted. Honorary members are not required to pay dues.

Section 4: Members in good standing are entitled to one vote and shall enjoy all rights and privileges of this Association without distinction between membership classes. Members are in good standing when current dues have been paid and including a two-month grace period after the end of the deadline date for dues payment.

Section 5: Should renewal of membership dues not be paid within two months after the time they are due, a member so in default may be dropped from the membership rolls.

Section 6: The public is welcome to attend any and all meetings of this Association or its Boards or Committees except those meetings during which personnel or legal matters are discussed. The public may be invited to participate in discussion and forums at the discretion of the presiding officer, but is not entitled to vote.

ARTICLE IV Meetings

Section 1: There shall be at least one business meeting of the members every fiscal year.

Section 2: The Annual meeting of the Association shall be held at a time and place decided by the Board of Directors. Notice of this meeting shall be given to the members at least thirty days prior to the meeting.

Section 3: Special meetings of the members may be called by the Board of Directors at any time by giving the members at least ten business days written notice beforehand.

Section 4: Twelve members in good standing constitute a quorum at any statewide membership meeting.

Section 5: Parliamentary proceedings shall be governed by Roberts Rules of Order unless otherwise voted.

ARTICLE V Board of Directors

Section 1: The Board of Directors (hereinafter called the Board) shall exercise final authority over all matters and business of this Association except where otherwise reserved to the membership.

Section 2: The Board shall be composed of nine elected Directors, and four elected Officers. Board members must be members in good standing of the Association.

Section 3: The Association shall elect three Directors annually. Each elected director shall serve for a term of three calendar years beginning January 1.

Section 4: In the event of a vacancy on the Board, the Executive Committee shall appoint a member of the Association to serve for the unexpired term.

Section 5: The Board should include a cross-section of the people interested in the forest and woodland resources of Michigan.

Section 6: The Board shall have the power to elect, appoint, or hire at-large Board members, agents, or employees as may be specified in these Bylaws and as may be necessary for the management and operation of the Association. No paid employee of the Association shall be a Board member.

Section 7: Upon dissolution of the Association, the Board shall transfer whatever assets remain after satisfaction of the Association's debts and/or liabilities to an entity or entities with similar interests to those of the Association as selected by the Board of Directors and as required by law. The Board shall prepare a written record of disbursement of money, transfer of property, and satisfaction of debts or liabilities of this Association, and shall file the record with the County Clerk of the County of last residence of the Association, or as required by law.

Section 8: The Board shall have authority to accept or refuse any gift or bequest on behalf of the Association.

Section 9: The Board shall have authority to receive as bequests or to purchase forest lands or woodlands and to adopt rules for their administration and use.

Section 10: The Board shall meet at least four times a year. Special meetings of the Board may be called by the president or may be called by the Executive Director when requested by five Board members. In the case of special meetings, at least ten days' written notice of the time and place shall be given.

Section 11: One-half attendance of the total number of Board members shall constitute a quorum. Authorized written, e-mail, or fax proxies may be voted to represent members absent from the Board meetings. Members may attend and be counted as present by remote communication.

Section 12: All Board members must have dues paid by January 1 or may be removed from the Board by Board vote at the first meeting after January 1.

ARTICLE VI Election of Officers

Section 1: Officers of the Association shall be a President, a Vice President, a Treasurer, the immediate past President, and may include additional Vice Presidents as determined by the Board.

Section 2: The term of office shall be for two calendar years or until their successors have been elected and installed. The term of office shall begin January 1 following their election or at the first Board meeting after January 1.

Section 3: Each year the membership (through a nominating committee) shall nominate a slate of candidates for offices for which the incumbents' terms expire at the end of that year.

Section 4: Nominations for officers and directors may be made to the Executive Director until 60 days prior to the membership meeting. A nominating committee will present a slate of officers and directors to the membership not later than 60 days prior to the annual membership meeting (refer to Article IX, Section 2). Voting will take place at the annual membership meeting. The Executive Director shall notify the membership of the results of the voting.

Section 5: In the event of a vacancy among the officers, the President shall appoint a Director to serve in that vacancy until the next annual election and installation, subject to Board approval.

Section 6: No power or authority shall be exercised nor any action taken by any officer in any manner for any purpose not clearly permitted by the Articles of Incorporation or by these Bylaws.

ARTICLE VII Duties of Officers

Section 1: President and Vice Presidents

A. The President shall preside at all meetings of the Association, Board of Directors, and Executive Committee. The President shall be the principal officer of the Association.

B. The President, or authorized delegate, shall sign all contracts for and on behalf of the Association.

- C. The immediate past President shall be an ex-officio member of the Board.
- D. The Vice President shall preside in the absence of the President and shall serve as President pro-tem in the event of the President's inability to perform the duties of the President.
- E. In the event both the President and the Vice President are indisposed, the Treasurer will preside. If the Treasurer is indisposed, the Board will designate a Board member to serve as President pro-tem.

Section 2: Treasurer.

- A. The Treasurer is responsible for supervising the collection, protection, and disbursement of all Association funds.
- B. The Treasurer will have the financial records of the Association audited annually at the close of each fiscal year. At the request of the Treasurer, the President will appoint an ad hoc committee of three Board members to audit the collection and disbursement of the Association's money. The auditing committee's report will be submitted to the Association at the first Board meeting of the new fiscal year and will become a permanent part of the Association's financial records.

ARTICLE VIII
Executive Committee

Section 1: The Executive Committee shall be composed of the President, the Vice President, the Treasurer, the immediate past President, the Executive Director, and any appropriate Association staff members. Other members of the Association may serve on the Executive Committee as appointed by the President or Board.

Section 2: The Executive Committee shall meet at the call of the President and shall have the authority to make routine decisions not requiring Board approval.

Section 3: The Executive Committee shall evaluate and make recommendations to the Board concerning policies, projects, and programs of the Association. It shall focus on both short term and long range planning for the Association, including planning for succession of the officers, Executive Director, and Board members.

Section 4: The Executive Committee shall prepare an operating budget for the Association for the next fiscal year. When approved by the Board, the Executive Committee and/or Executive Director shall be authorized to expend budgeted funds to the extent that same are available. Expenditures and contractual commitments in excess of budgeted amounts may be made only upon the recommendation of the Executive Committee and approval of the Board. If time is of the essence for such approvals, communications to the Board for approval may be made other than by a formal meeting.

Section 5: The Executive Committee and/or the Executive Director shall establish specifications for proper and necessary insurance coverage of all Association properties and shall make recommendations for the investment of the Association's funds,

ARTICLE IX
Special and Standing Committees

Section 1: The President may appoint, subject to confirmation by the Board, special committees.

Section 2: The Board may appoint special and/or standing committees.

Section 3: No committee shall have power to commit the Association on any matter of general policy or to incur any expense not authorized by the Board. Both majority and minority reports from any committee may be submitted to the Board or to the membership at the annual meeting or a special meeting.

ARTICLE X
Executive Director

Section 1: The Board may employ the services of an Executive Director, either as an Association employee or as an independent contractor.

Section 2: The duties of the Executive Director shall include but are not limited to the following:

- A. Conduct the correspondence of the Association.
- B. Have charge of and be responsible for the membership records and other books of account.
- C. Within limitations prescribed by the Board or the Executive Committee, be generally responsible for the operation of the headquarters of the Association including the purchase of equipment and materials, the hiring of additional staff members, and the setting of their compensation.
- D. Promote and carry on the work of the Association and follow the direction of the Board, the Executive Committee, and the President.
- E. Give written notice to those concerned of all annual and special meetings of the Association. Board, and Executive Committee and keep a permanent record of all business conducted.
- F. Account to the Treasurer for all funds received and disbursed by the Association, properly depositing all fees, assessments, and all other monies collected and received by the Association in banks approved by the Board.
- G. Act as custodian of the seal of the Association.
- H. Act as Association Secretary and resident agent.

Section 3: The Board shall evaluate the performance of the Executive Director at its first or second meeting of each new fiscal year to determine status and terms of contract. This evaluation should include succession planning.

ARTICLE XI Funds

Section 1: General Fund - The operating funds of the Association shall be accounted for in the designated General Fund. It shall be accounted for in a fiscal year commencing on November 1 of each year and closing on October 31 of the following year. It shall be in the custody of the Executive Director and all checks, drafts, and orders for the payment from this fund shall be signed in the name of the Association by the Executive Director or such other officers or agents as the Board may designate for that purpose. The Executive Director shall present a statement of the current status of the fund at each Board meeting. The statement shall summarize income and expenses and compare these to budget allocations.

Section 2: Endowment Fund - There may be kept separately from the General Fund of the Association, an Endowment Fund. Special membership dues and other income designated by the Board may be deposited in this fund. This shall be invested under the direction of the Executive Committee and only interest earned may be used for current operating expenses of the Association.

Section 3: Special Funds – Separate accounting shall be kept for any special funds received or accepted by the Association.

Section 4: Fiscal Year - The fiscal year for all funds and accounts shall be from November 1 through October 31.

ARTICLE XII Miscellaneous

Section 1: One or more persons, or organizations, may be recognized each year by the Michigan Forest Association for outstanding contributions to forestry. The Executive Committee will select recipients for such recognition.

Section 2: This Association shall be perpetuated as a nonprofit organization.

Bylaws history:

Original:	1972 (search pending)
Revised:	1983
Revised:	November 1, 1985
Amended:	March 19, 1990

Revision of the Bylaws of the Michigan Forest Association
Passed as revised via mail vote and confirmed during the annual membership meeting of the Michigan Forest Association
Virtual meeting on September 18, 2020
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