

# **Coos-Curry Small Woodlands Association**

## **BYLAWS**

As amended March 13, 2009

### **ARTICLE I. NAME, LOCATION**

The name of this association is COOS-CURRY SMALL WOODLANDS ASSOCIATION (CCSWA). Its main office and place of business shall be in the City of Coquille, County of Coos, State of Oregon. Additional offices and places of business may from time to time be designated in other cities in Coos and Curry Counties.

### **ARTICLE II. OBJECTIVES**

The objectives of this association are:

- a) To provide a medium for the exchange of ideas about family forestland by landowners, public agencies, consultants and timber industry personnel within Coos and Curry Counties.
- b) To serve as a forum to make recommendations for investigating and solving problems, and for improving forest management, harvesting, and marketing within Coos and Curry Counties.
- c) To dissemination 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 forestry practices in Coos and Curry Counties,
- d) To educate and inform the owners of forested tracts and the public within Coos and Curry Counties regarding forestry and family forestland management issues.
- e) To represent the owners of family forestlands in Coos and Curry Counties to the general public and before legislative bodies and regulatory agencies.
- f) To comply with ORS Chapter 65 and as authorized by ORS 65.061.

### **ARTICLE III. MEMBERSHIP**

**Section 1. GENERAL.** To qualify for membership in CCSWA, a person, family, firm or corporation must first be a member of the Oregon Small Woodlands Association (OSWA) at the state level. The term of membership in CCSWA shall run concurrently with the term of membership in OSWA.

**Section 1. MEMBERSHIP.** Any person, family, firm or corporation owning not more than 5,000 acres of forest land in the Coos-Curry area shall be eligible for membership in the association. Membership is open to all persons meeting the ownership and acreage condition without regard to race, creed, color, sex or national origin. Members shall have the right to vote by submitting designated dues to the OSWA principle place of business. In addition, up to two additional members may be added as voting members provided they reside AT THE SAME MAILING ADDRESS.

**Section 2. ASSOCIATE MEMBERSHIP.** Non-forest landowners who are interested in forestry or who are associated with forestry activities such as technical foresters, county agents, state and federal foresters, teachers, employees of member firms and other interested persons may become Associate Members. Associate Members shall have all privileges of membership except for holding office and voting.

**Section 3. SUSTAINING CONTRIBUTORS.** In addition to other membership categories, any member, business, corporation, agency, etc. may become a Sustaining Contributor by making a financial contribution to the Association. The Board of Directors may establish appropriate levels based on amount of contributions (i.e. Platinum, Gold, or Silver).

**Section 4. DUES.** Dues shall be determined by the Board of Directors and may be changed from time to time.

**Section 5. TERMINATION OF MEMBERSHIP.** Membership may be terminated by the written withdrawal of a member delivered to the Secretary or by death or expulsion, provided that termination of membership shall not relieve such member of liabilities to the Association then existing or incurred. All terminations, expulsions or suspensions shall be carried out consistent with ORS 65.167. A member may be involuntarily terminated from the Association for any of the following reasons:

- a) Failure to pay dues owing to the Association, upon expiration of a three months grace period.
- b) Failure to observe and conform to the bylaws of this Association or the reasonable rules or regulations of the Board of Directors.
- c) Failure of a member to properly delineate personal opinion from CCSWA policy by intentionally representing contrary personal opinions as official CCSWA policy
- d) The Board of Directors shall have the power to expel a member upon a majority vote of all of the Directors. Such expulsion must be for cause as defined in Section 5 as above and if requested, the member shall be provided an opportunity to be heard by the Board of Directors.

## ARTICLE IV. GOVERNANCE

**Section 1. OPERATIONS.** The business of this association shall be under the direction of the Board of Directors. The Board of Directors shall manage the affairs of the Association within the limits of these bylaws and approved budget. .

**Section 2. POLICY.** The Board of Directors shall ensure that the CCSWA, being a chapter of the Oregon Small Woodlands Association, maintains conformity to and agreement with the approved policies of the Oregon Small Woodlands Association.

## ARTICLE V. OFFICERS

**Section 1. OFFICERS AND THE ASSOCIATION.** The officers of the association shall consist of President, Vice-President, Secretary and Treasurer. All officers shall be elected by the Board of Directors from among their group for one year and shall hold office until their successors are elected and qualified. No officer will serve more than three consecutive terms in the same office. Elections of officers shall be at the first meeting of the Board of Directors following the Annual Membership Meeting.

### **Section 2. DUTIES OF OFFICERS.**

- a) The President shall preside at all meetings, and subject to the control of the Board of Directors, shall have general supervision and management of the affairs of the association. The President shall perform such duties as usually pertain to this office, including such other duties as may be required by the Board of Directors.
- b) The Vice-President, in the absence of the President, shall have all powers and be subject to all duties as may from time to time be assigned by the President or the Board of Directors. The Vice-President shall preside at any meeting at which the President is absent.
- c) The Secretary shall issue notice for and keep minutes of all meetings and shall keep a correct record of membership and official business of the association. This person shall perform all duties incident to the office and such other duties as may be required by the Board of Directors.
- d) The Treasurer shall have custody of all moneys of the association and shall keep regular books of account and balance the same each month. This person shall make such periodical financial reports as the Board of Directors may authorize and shall perform all duties incident to this office or those, which are properly required by the Board of Directors.

**Section 3. STATE REPRESENTATIVE.** The president of the Coos-Curry Small Woodlands Association shall be the representative to the Oregon Small Woodlands

Association. If she/he is unwilling or unable to serve in this capacity, the Board of Directors shall name an alternate representative.

## **ARTICLE VI – NOMINATIONS AND ELECTIONS**

**Section 1. NOMINATIONS FOR DIRECTORS.** Nomination of candidates for directors of this association shall be made by a nominating committee composed of the Board of Directors and one member of the association each from Coos and Curry counties appointed by the Board of Directors. Additional nominations may be made from the floor. Any person so nominated who is not in attendance shall provide the President with a signed statement indicating his/her willingness to serve.

**Section 2. ELECTION OF DIRECTORS.** An election shall be held at such annual meetings of members during which a vacancy or vacancies in the Board of Directors exists. Where more than one nominee is presented for any office, election shall be by written ballot. The candidates receiving the greatest number of votes shall be elected. The President of the Association shall act as inspector of elections and certify who are elected directors.

**Section 3. VACANCIES.** Vacancies arising on the Board of Directors prior to the annual meeting shall be filled by a vote of the Board of Directors. Such appointed director shall serve until the next annual meeting.

## **ARTICLE VII BOARD OF DIRECTORS**

**Section 1. TERM OF OFFICE.** Directors shall serve a 3 year term and shall assume office immediately upon completion of the election.

**Section 2. DUTIES OF THE BOARD.** The primary duty of the Board of Directors is to provide guidance and direction for the Association, to monitor progress of the Association internally and externally, to provide communication between the Association and the Oregon Small Woodlands Association.

**Section 3. MEETINGS OF THE BOARD.** Meetings of the Board of Directors shall be held at least once per quarter. Additional meetings may be held at any time upon call of the President, the Secretary when authorized by the President, or a majority of the Board with seven (7) days prior notice, at which time any business of the association may be transacted.

If all members of the board are contacted and consent to the holding of a special meeting of the board, and at least five (5) attend, then the requirement of prior notice may be waived.

**Section 4. QUORUM AT BOARD MEETINGS.** A quorum at any meeting shall consist of a majority of the entire membership of the Board of Directors. A majority of such quorum may decide any question that may come regularly before the meeting, except to the extent otherwise expressly provided herein.

## **ARTICLE VIII. MEMBERSHIP MEETINGS**

**Section 1. ANNUAL MEETINGS.** The annual meeting of this association shall be held during the last two weeks in February of each year, or at such time and place as the Board of Directors may direct but prior to the annual meeting of OSWA.

**Section 2. SPECIAL MEETINGS.** Special meetings may be called by the President, a majority of the Board of Directors, or twenty-five percent of the voting membership.

**Section 3. QUORUM.** Those members present in person shall constitute a quorum of the transaction of business at any regularly called meeting of the membership.

**Section 4. NOTICE OF MEETINGS.** Written notice of the annual meeting and any special meeting of the members shall be given to each member at his last known address not less than five (5) days prior to such meeting.

## **ARTICLE IX. COMMITTEES**

The Board of Directors, or the President with consent of the Board of Directors, may appoint any temporary or standing committee required to serve a particular situation or to expedite the business and interest of the Association.

## **ARTICLE X INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS**

An officer of the Corporation is entitled to mandatory indemnification under ORS 65.394, and is entitled to apply for court-ordered indemnification under ORS 65.401 in each case, to the same extent as a director under ORS 65.394 and 65.401.

The Corporation may indemnify and advance expenses under ORS 65.387 to 65.411 an officer, employee or agent of the corporation who is not a director to the same extent as to a director.

## **ARTICLE XI DISSOLUTION.**

In the event of the dissolution, the assets of this corporation shall first be allocated to authorized debts. Any remaining assets after payment of authorized debts shall be granted to the scholarship fund of the Oregon State University School of Forestry.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Association may adopt.

## **ARTICLE XIII. AMENDMENTS**

These bylaws may be amended, repealed or altered in whole or in part or new bylaws may be adopted by a majority vote of the membership of the association at any regular meeting, or at any special meeting where such action has been announced in the call and notice of such meeting.

---

### History:

- February 28, 1977 Completely revised by vote of membership at annual meeting.
- January 28, 1981 Dues section revised by vote of membership at annual meeting.
- March 13, 2009 Amended to bring bylaws into accordance with State OSWA bylaws by vote of membership at annual meeting on