

TEXAS SOCIETY OF AMERICAN FORESTERS

BYLAWS

ARTICLE 1. NAME AND OBJECTIVES

- A. This organization is a unit of the Society of American Foresters (the Society) and shall be known as the "Texas Society of American Foresters" (TSAF). As provided in Article VI, Section 1 of the Constitution of the Society of American Foresters, TSAF is comprised of all the counties within the state of Texas.
- B. The objectives shall be:
1. To advance the science, education, technology, and practice of forestry; to enhance the competency of its members; to establish professional excellence; and to use the knowledge, skills, and conservation ethic of the profession to ensure the continued health and use of forest ecosystems and the present and future availability of forest resources to benefit society.
 2. To provide an opportunity for better communication among the individual members, their regional representatives and the Society.
 3. To inform the citizens of the State of Texas about forestry and the pertinent issues that are germane to forestry, forest products, forest health, and the role of forest ecosystems to the environment.

ARTICLE 2. ACTIVITIES LIMITED TO EXEMPT PURPOSES

No part of the net income of TSAF shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that TSAF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof. No substantial part¹ of the activities of TSAF shall be used for carrying on of propaganda, or otherwise attempting to influence legislation and TSAF shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the case of a written request from a governmental body, committee or subdivision, TSAF shall

¹ Greater than five percent (5%) of your annual budget.

provide technical assistance and advice, provided TSAF deems it appropriate to provide such assistance. Notwithstanding any other provision of these articles, TSAF shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 3. MEMBERSHIP

- A. Every member of the Society in good standing whose domicile is within Texas is entitled to membership in TSAF. The domicile of a member shall be the member's home or residence, unless the member's place of business and professional affiliations lie within the territory of another state society, when by notification in writing to the national office, the member may establish domicile with said other state society for the purpose of state society membership. An individual may be a voting member of and be eligible for office holding in only one state society, but may become an associate member of any other state society.
- B. Only voting members, as defined in the Society's Constitution, in good standing, shall be entitled to vote on any question before the state society. Other members may attend any meeting of TSAF and take part in discussion, but shall have no vote.
- C. Members of a student chapter shall be entitled to vote only on any questions before the student chapter. Membership in TSAF may be terminated by (1) voluntary resignation, (2) failure to pay dues, (3) expulsion from the Society for unprofessional conduct, or (4) transfer of domicile to another state society.

ARTICLE 4. DUES

- A. The State Executive Committee shall set the amount of annual dues. The annual dues of TSAF members shall be due upon receipt of the invoice. With the exception of Student Members and Golden Members who shall not be assessed, dues shall be collected by the Society concurrently with the collection of national dues and transmitted to the Secretary-Treasurer of TSAF. Chapter dues are also collected by the Society and transmitted to the TSAF Secretary-Treasurer who transmits these dues to the Chapter Chair. Members who have not paid national and state society dues by

March 1 shall be notified by the Society that they are in bad standing, and thus ineligible to vote, to receive the Society publication, to be a candidate for office, or to hold office until the dues are paid.

- B. A member who transfers to another state society and has paid annual dues in the state society from which the transfer is being made shall not be required to pay additional dues for year of transfer and shall automatically become a member of the state society to which transferred for the remainder of the year. New members admitted during the year shall pay pro-rate dues beginning with the quarter after the admission is accepted. No member shall be entitled reimbursement of fees or dues upon discontinuance of membership.

ARTICLE 5. OFFICERS

- A. The elected officers of TSAF, the Past-Chair, and the Chairs of each Chapter will constitute the Executive Committee. Student Chapter Chairs are Members of the Executive Committee but have no vote.
- B. The elected officers of TSAF shall include a Chair, a Chair-Elect, a Past Chair, and a Secretary-Treasurer. Officers shall be members in good standing of the Society for the duration of their terms. Terms shall be for one-year and commence on January 1.
- C. The Chair-Elect is elected for a one-year term and automatically shall become Chair for the subsequent term. The Secretary-Treasurer will be elected each year.
- D. In the event the Chair is unable to complete the full term of office, the Chair-Elect shall succeed and complete the unexpired term prior to serving the full term as Chair. Should this occur, the Executive Committee, by a majority vote shall appoint a replacement Chair-Elect who shall assume the duties of the vacant office until the next regular election of officers. In the event the Chair-Elect is unable to complete the term of office and succeed to the office of Chair, the Executive Committee shall appoint an acting Chair-Elect to serve until the next election at which time both a Chair and a Chair-Elect shall be elected. Vacancies in the office(s) of Secretary-Treasurer shall be filled by the Executive Committee.

ARTICLE 6. DUTIES AND RESPONSIBILITIES OF OFFICERS

- A. The Chair, with guidance from the Executive Committee, shall be responsible for developing and continuing TSAF activities during the term of office and for organizing the membership toward meeting the objectives. The Chair shall preside at meetings of TSAF; serve as Chair of the Executive Committee and as ex officio member of all other committees; appoint, with the approval of the Executive Committee, a Business Manager, the standing committees, and other special committees; act as the official delegate to the House of Society Delegates, or with the approval of the Executive Committee, appoint an alternate; and perform all other duties commonly incident to such office.
- B. The Chair-Elect, in the absence of the Chair, shall preside at TSAF meetings and act for or assist the Chair in conducting TSAF affairs as may be requested by the Chair.
- C. The Secretary-Treasurer, with the assistance of the Business Manager shall: (a) conduct all TSAF elections and referendums which are not conducted by the national office of the Society; (b) keep the minutes of the TSAF meetings; (c) conduct correspondence; (d) announce meetings and send agenda for meetings to the Society's Executive Committee members 30 days in advance when possible; (e) perform such other duties as may be assigned by the Executive Committee or Chair; (f) provide a copy of the Chair's report on TSAF activities to the Society Executive Vice President; (g) report to the Society Executive Vice President the adoption of an amendment to these bylaws.
- The Secretary-Treasurer, with the assistance of the Business Manager shall act as custodian of TSAF records and accounts; receive and deposit all monies in a depository designated by the Executive Committee on behalf of TSAF; and perform such other duties as may be assigned by the Executive Committee or the Chair. He shall prepare and present at the annual meeting a report of TSAF current financial status. Upon certification by the Auditing Committee, copies of the written report shall be submitted to the Chair. The Secretary-Treasurer, in response to an annual request from the Executive Vice President, shall provide all information required by the Internal Revenue Service. In the event that Internal Revenue Service reporting requirements are changed, the Secretary-Treasurer shall provide the Executive Vice President the information required on any additional form of the Internal Revenue Service. The Secretary-Treasurer shall, with guidance from the TSAF Chair, prepare a budget.

ARTICLE 7. ELECTIONS

- A. Election of officers shall be by internet-based or letter ballot in October provided by national SAF. The ballots shall be counted by December 1 and results reported to the national office no later December 8.
- B. Nominations for each elected office shall be made by the Nominating Committee and transmitted to the Chair with a copy to the Secretary-Treasurer by September 1.
- C. Nominations by the membership at large, if endorsed by at least 25 voting members in good standing and presented to the Secretary in writing by September 1, shall be included on the mail ballot. The Secretary-Treasurer, with the help of the Business Manager, shall determine whether all nominees are members in good standing, eligible to hold TSAF office, and agreeable to serve if elected. The Secretary-Treasurer shall report to the Chair and Nominating Committee the name of any nominee who fails to qualify. Further nominations, if necessary, shall be made by the Nominating Committee by no later than September 4.
- D. The Secretary-Treasurer shall announce the mailed or internet-based ballot to each voting member in good standing in early October through email, newsletter, or other. The announcement and ballots shall (1) state the offices to be filled, (2) list the names of candidates for each office in alphabetical order, (3) show the closing date for receiving the ballots, and (4) provide a brief factual professional biography of each candidate.
- E. The outcome of all elections shall be determined by a plurality or simple majority of those voting. In the case of a tie vote, a run-off election shall be held within one month. The ballots shall be counted by a Tellers Committee who shall promptly certify the results of the election to the Chair, the Executive Committee, the Society Executive Vice President, and all candidates for office. The membership shall be informed of the election results as soon as possible.

ARTICLE 8. STANDING COMMITTEES

- A. Standing committees, of at least three voting members each shall include, but not be limited to, the Executive, Nominating, Tellers, Auditing, Membership, Program, Policy-Legislative, Communication, Education, Forest History, Professional Recognition, Investments, and Foresters Fund. The Chair of TSAF shall appoint a

Chair and members of standing committees, except as specified below for the Executive, Nominating, Tellers, Auditing, Investments, and Foresters Fund Committees. Membership, Communication, and Education Committees are chaired by appointed Coordinators specified below on 3-year intervals. The Chair of TSAF serves as ex officio member of each committee.

- B. **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the Chair of TSAF, acting as Chair of the committee, Chair-Elect, Secretary-Treasurer, Chapter Chairs, and immediate Past Chair. The Executive Committee shall give general supervision to the affairs and interests of TSAF and its contacts with the national Society; shall control the expenditure of all funds; and approve the place, date and program of all meetings. Committee business may be transacted by Internet-based meeting and email technology. At least one committee meeting shall be held each quarter, and one face-to-face meeting each year which may be held in conjunction with the annual business meeting. Any action of the Executive Committee shall be subject to a member referendum upon petition of at least two percent but in no case less than 10 of the voting members of TSAF. A quorum is considered present if at least five members of the Executive Committee are in attendance. One of the five must be either the Chair or Chair-Elect. At least two Chapter Chairs or their representatives must also be present. The Executive Committee, at the conclusion of the fiscal year, shall inspect the financial records of the Secretary-Treasurer. The committee shall certify the accuracy of the financial statements prepared by the Treasurer and shall report the results of the audit to the Chair of the Executive Committee and the membership.
- C. **NOMINATING COMMITTEE.** The Nominating Committee shall consist of at least two members in good standing from each Chapter. The Chair of the Committee will be a Past Chair of TSAF. This committee shall nominate from eligible TSAF members at least two candidates for each elective office and obtain agreement to serve if elected from each nominee. The Nominating Committee shall insure that its nominees for the Chair-Elect-elect shall be from a different Chapter than the current Chair-Elect. They shall send the nominations and agreements to serve to the Secretary-Treasurer by July 1. If, for any reason, a nominee is found by the Secretary-Treasurer to be ineligible, the Nominating Committee shall provide another nomination by July 15. Selected Chair for this committee must be approved by the Executive Committee.

- D. **TELLERS COMMITTEE.** The Tellers Committee shall assemble to count ballots and shall certify the results of elections not conducted through the Internet-based ballot/voting system provided by SAF. Selected Chair for this committee must be approved by the Executive Committee.
- E. **AUDITING COMMITTEE.** The Auditing Committee shall operate in accordance with the committee charter. This committee, at the conclusion of the fiscal year, shall inspect the financial records of the Treasurer. The committee shall certify the accuracy of the financial statements prepared by the Treasurer and shall report the results of the audit to the Chair and the membership. Selected Chair for this committee must be approved by the Executive Committee.
- F. **MEMBERSHIP COMMITTEE.** The Membership Committee shall consist of at least three voting members. In cooperation with a staff member of the National Society designated by the Executive Vice President, the Committee shall actively promote membership in the Society, and coordinate recruitment activities of the Chapters, including Student Chapters, and play an active role in improving member services at the local level. The Membership Coordinator shall serve as Chair of the Membership Committee unless otherwise appointed by the State Chair.
- G. **PROGRAM COMMITTEE.** The Program Committee, in consultation with the Executive Committee, shall prepare a program for the TSAF annual meeting and shall be responsible for all arrangements thereof. Additional meetings as may be deemed desirable by the Executive Committee shall be arranged by the Program Committee. The State Chair shall serve as or appoint a Chair of the Program Committee.
- H. **POLICY-LEGISLATIVE COMMITTEE.** The Policy-Legislative Committee shall operate in accordance with Society Forest Policies and National Society Bylaws II A-N. This committee and a staff member of the National Society designated by the Society Executive Vice President shall work in cooperation with each other. The committee shall review and keep TSAF members informed of pending or proposed State and Federal legislation. It shall be responsible for reviewing Forest Policies, forest policy issues and position statements referred to or originating within TSAF. The committee may recommend a state society position on any policy issue to the Executive Committee, and recommend modification, reaffirmation or termination of

- any existing position. In the event of committee Chair vacancy, the Forest Science Coordinator will chair until a suitable candidate is found.
- I. **COMMUNICATION COMMITTEE.** The Communication Committee shall operate in accordance with National Society By-law II-M. This committee and a staff member designated by the Society Executive Vice President shall work in cooperation with each other. The committee shall be responsible for publications and for news coverage for all activities of TSAF both for members and non-members. The Communication Coordinator shall serve as Chair of the Communication Committee unless otherwise appointed by the State Chair.
- J. **EDUCATION COMMITTEE.** The Education Committee and a staff member of the National society designated by the Society Executive Vice President shall work in cooperation with each other. The Committee shall keep the membership informed on forestry educational opportunities on a timely and frequent basis; award CFE units via the CFE Coordinator; and shall promote continuing education activities for forestry professionals. The CFE Coordinator shall serve as Chair for the Education Committee unless otherwise appointed by the State Chair.
- K. **FOREST HISTORY.** The Forest History Committee shall meet at least annually to record events of significance to forestry in Texas. The Committee will include at least two members from the previous year. In the event of committee Chair vacancy, the Forest Science Coordinator will chair until a suitable candidate is found.
- L. **PROFESSIONAL RECOGNITION.** The Professional Recognition Committee will be responsible for encouraging nominations for Distinguished Service to Forestry Award and for the Leadership award. This Committee will receive the nominations and name a sub-committee to select the recipient of each award. This committee will also solicit Fellow nominations and will review these nominations and make recommendations to the Chair of TSAF regarding the validity of the nominations. This committee will also solicit nominations for other Society Awards and forward them to the Executive Vice President. In the event of committee Chair vacancy, the Membership Coordinator will chair until a suitable candidate is found.
- M. **INVESTMENT COMMITTEE.** The Investment Committee is charged by the Executive Committee with the responsibility of strategy for the management of the

assets of TSAF. The Investment Committee may determine that an Investment Advisor is needed. The specific responsibilities of the Investment Committee relating to the Investment Advisor of TSAF assets will be to: establish/revise investment objectives, policies and guidelines that direct the investments of TSAF assets; communicating TSAF financial needs to the investment advisor on a timely basis; regularly evaluating the performance of the Investment Advisor to assure adherence to policy guidelines and monitor investment objective progress; review the Investment Advisor's progress in meeting the objectives contained in this policy every 6 months. Selected Chair for this committee must be approved by the Executive Committee. In the event of committee Chair vacancy, the State Chair will chair until a suitable candidate is found.

- N. **FORESTERS (KOONTZ) FUND COMMITTEE.** The Foresters Fund Committee will be responsible for advertising and accepting nominations for funds which meet the stated goals of the National SAF Foresters Fund. The Foresters Fund Committee will also oversee fundraising efforts for the Fund. Once nominations for funds are received, the Foresters Fund Committee will develop funding guidelines to be used by the Executive Committee while approving the disbursement of funds. Selected Chair for this committee must be approved by the Executive Committee. In the event of committee Chair vacancy, the State Secretary/Treasurer will chair until a suitable candidate is found.
- O. **SPECIAL COMMITTEES** will be authorized by the Executive Committee and shall be appointed by the Chair.

ARTICLE 9. APPOINTMENTS

The Chair shall make the following appointments:

- A. **CFE COORDINATOR.** With the approval of the Executive Committee a CFE Coordinator shall be appointed for a three-year term beginning January 1, and may be re-appointed to a total of two consecutive terms. The CFE Coordinator, following rules set by national SAF, assesses continuing education events, programs, and coursework delivered in Texas for its forestry content and continuing education value; enters awarded events on SAF calendar; prepares and makes necessary forms available to the

- individual requesting the CFEs. The CFE Coordinator shall serve as Chair for the Education Committee unless otherwise appointed by the State Chair.
- B. **COMMUNICATION COORDINATOR.** With the approval of the Executive Committee a Communication Coordinator shall be appointed for a three-year term beginning January 1, and may be re-appointed to a total of two consecutive terms. The Communication Coordinator is responsible for the communication of the chapter including accuracy and continued improvement of the Texas SAF website; coordinate news blasts, wikis, and blogs that follow professional and required content and formatting scrutiny; develop/maintain the mass emailing database; collect and distribute timely articles, calendar of events, etc. through email/website at least once every month and reconstitutes content into quarterly electronic newsletters used by other committees to inform TSAF members of educational opportunities and/or other pertinent information. The Communication Coordinator shall serve as Chair of the Communication Committee unless otherwise appointed by the State Chair. The Communication Coordinator may also serve as or appoint website and/or newsletter/newsblast managers as needed.
- C. **FOREST SCIENCE COORDINATOR.** With the approval of the Executive Committee, a Forest Science Coordinator shall be appointed for a three-year term beginning January 1, and may be re-appointed to a total of two consecutive terms. The Forest Science Coordinator serves on the Regional Forest Science Committee as provided in the National Society Bylaws. The Forest Science Coordinator shall Chair the Forest History and Policy-Legislative Committees in the event that the committee position is vacant. The Forest Science Coordinator will work with the State Chair to fill these committee Chair positions with a suitable candidate.
- D. **MEMBERSHIP COORDINATOR.** With the approval of the Executive Committee, a Membership Coordinator shall be appointed for a three-year term beginning January 1, and may be re-appointed to a total of two consecutive terms. The Membership Coordinator shall serve as Chair of the Membership Committee unless otherwise appointed by the State Chair. The Membership Coordinator shall Chair the Professional Recognition Committee in the event that the committee position is vacant. The Membership Coordinator will work with the State Chair to fill this committee Chair position with a suitable candidate.

- E. BUSINESS MANAGER. The Business Manager is appointed for a one-year term of office commencing on February 1st of each year. A service contract containing the Business Manager's duties and responsibilities, and payment for services is signed each year. The Business Manager is not an employee of TSAF but rather contracts with TSAF for services.
- F. OTHER APPOINTMENTS. Other appointments shall be the Parliamentarian, and others authorized by the Executive Committee.

ARTICLE 10. CHAPTERS

- A. Chapter within Texas may be authorized by the State Executive Committee upon written petition of 15 or more voting members resident in an area where a strong local organization may be effected. The boundaries of a Chapter shall be established by the Executive Committee. Where a viable Chapter can be sustained only by including members from both sides of a State boundary, the Chapter shall be affiliated with the State society in which a majority of the Chapter members are resident.
- B. A chapter shall hold at least one meeting each year to retain its authorization.
- C. The authorization for a Chapter may be rescinded by the Executive Committee or upon the affirmative vote of at least 10 members of the Council.
- D. The officers of each Chapter shall include a Chair, a Chair-Elect, a Secretary-Treasurer, and such other officers as may be found necessary. Chapter officers shall be voting members of the Society and shall be residents or employed within the boundaries of the Chapter for the duration of the term of office which shall be for one year, beginning January 1.
- E. Chapters may adopt bylaws subject to the approval of the Executive Committee provided that no part thereof shall conflict with the Constitution and Bylaws of the Society.
- F. A Chapter shall report promptly to the TSAF Chair the election of Chapter officers, the adoption of Chapter bylaws and amendments thereto, shall make good faith effort to participate in every Executive Officer meeting (or send a proxy); and report at least once a year on the proceedings of the Chapter. Actions or recommendations of a Chapter on Society affairs will be transmitted to the State Society for recommendation to the Council.

- G. TSAF is authorized to appropriate funds to a Chapter upon written submission of need for the conduct of its business.
- H. STUDENT CHAPTERS. A Student Chapter may be authorized within Texas by the Executive Committee upon written petition of 15 or more Student Members at an institution designated as SAF-accredited or as a candidate institution for accreditation or an SAF-recognized forest technician training program or upon written petition of 15 or more voting members.
- I. Student Chapters shall be composed of Student Members and other Society members employed by an institution designated as SAF-accredited or as a candidate institution for accreditation or by an SAF- recognized forest technician school.
- J. Student Chapter officers shall serve for the school year. Student Chapter officers shall be students or graduate students who are members of the Society.

ARTICLE 11. MEETINGS

- A. The annual meeting of TSAF shall be held at the time and place designated by the Program Committee Chair and approved by the Executive Committee with at least 30 days notice to the membership but shall not conflict with the annual meeting of the National Society. Other meetings will also avoid such conflict.
- B. At least one business meeting must be held during the year to consider business of sufficient importance to require careful consideration by the membership at large. Business meetings may be held separately or in conjunction with the annual meeting of TSAF and notification of such meeting, stating the nature of the business to be undertaken, shall be sent to the membership 30 days in advance of the meeting. Annual business meetings must consist of no less than five percent of the voting membership. Positions pertaining to TSAF policy shall be presented at the business meeting for discussion and, if approved by a majority vote, shall be submitted to all voting members by letter ballot, except as provided in the National Society By- laws II A-N. All ballots must be returned to the Tellers Committee for counting within four weeks. A simple majority of the votes cast shall be required for adoption.
- C. Important business matters that cannot be delayed until the next business meeting may be submitted to the voting membership by mail ballot with prior approval of the Executive Committee.

- D. Other meetings as needed shall be scheduled by the Chair, with the approval of the Executive Committee, and may be open to friends of members and other interested persons for the exchange of ideas on subjects of interests to the profession of forestry. Resolutions of gratitude, regret and other non-policy matters may be adopted by a majority vote of those present at these meetings.

ARTICLE 12. RECALL

Any officer may be removed from office for reason of misconduct, incompetence or neglect of duty provided such removal is approved by two-thirds vote of all members. Such ballot may be initiated by the Executive Committee on its own volition or it shall be required to conduct such a ballot if it receives a petition setting forth the points of contention signed by at least two percent but in no case less than 10 of the voting members of TSAF. Ballots shall be mailed and received by a member of the Executive Committee as chosen by the committee.

ARTICLE 13. AMMENDMENT OF BYLAWS

Amendments to these bylaws may be proposed by the Executive Committee or upon written petition of at least two percent but in no case less than 10 of the voting members of TSAF. Proposed amendments shall be submitted to the Executive Vice-President for approval prior to a mail or electronic ballot of voting members. Amendment of these bylaws shall require a two-thirds vote of the members voting.

ARTICLE 14. ASSETS TSAF

- A. Assets belong to the State Society membership as a whole. In the event of division or merger of state societies, the assets of the parent state society(s) will be audited and allocated to the new state society(s) in proportion to the percentage of the voting members transferred.
- B. Upon the dissolution of TSAF, the Executive Committee, shall after paying or making provision for the payment of all of the liabilities of TSAF, transfer all the assets of TSAF to the National Society, or dispose of all of the assets of TSAF exclusively for the purposes of TSAF in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization of organization sunder Section 501c (3) of the Internal Revenue Code of 1954 (or the corresponding provision

of any future United States Internal Revenue Law), as the Executive Committee shall determine.

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