

BYLAWS of the Tennessee Urban Forestry Council (2011)

Article I - Name

The name of this non-profit organization shall be the Tennessee Urban Forestry Council, hereinafter referred to as the Council.

Article II - Definition of Urban Forestry

Urban Forestry is the planning, establishment, protection and management of trees and associated plants. It encompasses a broad range of environmental sciences and practices designed to enhance man's relationship to the urban environment (single tree, small group of trees or a forest within cities, their suburbs and towns). While trees are the primary focus, urban forestry also includes but is not limited to horticulture, soil science, wildlife and other disciplines.

Article III - Mission Statement and Purpose

The mission of the Tennessee Urban Forestry Council is to promote healthy and sustainable urban and community forests in Tennessee.

The purposes of the Council are exclusively charitable, scientific, literary or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Laws.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

Article IV - Affiliations

The Council may affiliate with such organizations as it deems appropriate to fulfill its mission.

Article V - General Membership

Section 1. Eligibility for Membership. Membership shall be open to any organization, society, association, business, public agency, group, professional or individual having an interest in urban forestry. State Urban Forestry staff shall be complimentary members.

Section 2. Membership Categories and Dues. The Board of Directors may establish categories of membership with an annual dues schedule, as it deems appropriate.

Section 3. Member Participation. Members shall be encouraged to attend membership and board meetings, and to support and participate in fulfilling the mission of the Council.

Section 4. Membership Meetings. There shall be an annual meeting of the members of the Council at a time and place to be selected by the Board of Directors. All members present shall constitute a quorum for conducting the business of the Council.

Article VI – Chapters

Section 1. Chapters. The TUFC supports the establishment of regional chapters to support its mission & bylaws.

Section 2. Representation. Every chapter shall have representation on the TUFC as a full board member nominated by the chapter.

Section 3. Financial. The TUFC's nonprofit 501(c)(3) umbrella shall extend to all chapters. Fee structures for chapters in good standing will be approved by the Board of Directors.

Section 4. Policy. Further chapter guidelines will be determined by board policy.

Article VII - Board of Directors

Section 1. Board of Directors Members. The governing body of the Council shall be the Board of Directors (Board) and shall be composed of no less than fifteen (15) voting members. All members of the Board shall have diverse professions and backgrounds as appropriate to best support the Council. All members of the Board shall be members of the Council.

Section 2. Term of Office. Members of the Board shall serve terms of 3 years, beginning January 1 following elections. A member may be re-elected for only 2 consecutive terms, and must wait at least one year following their second term to be re-nominated.

Section 3. Ex-Officio Members. The Tennessee Urban Forestry staff shall serve as non-voting, ex-officio members of the Board.

The incoming President may appoint up to five (5) non-voting ex-officio members to the Board, with approval of the Board, who shall serve terms not to exceed one year, beginning January 1 following elections, with an option to be nominated to the Board as full voting members or another one-year appointment when their terms expire. One-year members shall have diverse professions and backgrounds as appropriate to best support the Council.

Section 4. Elections. One-third of the Board shall be elected annually. At least sixty days prior to the annual Council business meeting, the nominating committee, comprised of Past Presidents, chaired by the Immediate Past President, shall develop a slate of nominees for election during the annual Council business meeting. Election (conducted so as to satisfy Section 1.) will be by majority vote of the quorum.

Section 5. Vacancies. If a Board position becomes vacant before the term expires, the President shall appoint with board approval, a person with the proper qualifications to fill the vacancy for the unexpired term.

Section 6. Absences. Two consecutive non-notified absences by a Board member to the President or Secretary shall constitute a resignation from the Board.

Section 7. Executive Committee. The Executive Committee shall be composed of the President (who will chair the Executive Committee), Vice-President, Secretary, Treasurer, and Immediate Past President of the Board. The Tennessee Staff Urban Forester and the Council Executive Director shall also be included as ex-officio members. The Executive Committee shall possess all powers of the Board in the interim between regular or special meetings of the Board. The Executive Committee may take actions on any matter under specific authority of the Board, and may cast their votes either in person, by conference call and/or email. The Executive Committee shall report to the Board on a regular basis regarding its actions and activities. Quorum of the Executive Committee shall consist of a majority of the officers, providing the meeting is chaired by the President, Vice President or Immediate Past President.

The Executive Committee is responsible for development of the contract agreement between the Council and its Executive Director. The Executive Committee shall conduct an annual performance review of the Executive Director, and report their review to the Board at the next board meeting.

Section 8. Orientation. New board members shall receive orientation as part of the annual retreat of the full board, two (2) full hours prior to the first board meeting as determined by the Executive Committee.

Article VIII - Officers.

Section 1. Officers. The Council officers shall be President, Vice-President, Secretary, and Treasurer. The President (or Vice-President in the absence of the President) shall preside at all meetings of the Council and Board. The President shall vote only in the event of a tie. The Secretary shall keep minutes and records of attendance of all Board and Council meetings. The Treasurer shall develop financial policy, develop the budget, and provide financial management oversight. Officers will also be directly responsible to certain committees. The Board may establish such additional officers as it deems appropriate.

Section 2. Terms of Office. The officers shall serve terms of one year. The Vice President shall accede to the office of President. If an officer's term of appointment exceeds a term limit then that officer will remain on the Executive Committee as a voting one year appointment until the term expires.

Section 3. Elections. The officers shall be elected from the current Board members by a majority vote of the Board at the meeting prior to the annual conference.

Section 4. Vacancies. If an office becomes vacant before the term expires, the President, with the approval of the Board, shall appoint a member to fill the vacant office for the unexpired term. If the Presidents' office becomes vacant, the Vice President shall serve in the capacity of the President for the unexpired term.

Article IX – Meetings

Section 1. Council Meetings. The Council shall meet at least once each year.

Section 2. Board Meetings. The Board shall meet at least three times each year, one meeting of which shall be at the annual Council business meeting and one meeting at the annual retreat. The Board may meet more frequently if deemed necessary. Fifty-percent attendance of the Board shall constitute a quorum. Board members must be present or in attendance via remote technology to vote. If in the event that a quorum cannot be obtained at a board meeting, then an Executive Committee meeting shall be called to order to conduct the business of the Council. Board members shall receive an agenda at least seven (7) days prior to the meeting.

Section 3. Executive Committee Meetings. The Executive Committee shall meet on an as needed basis in addition to the regular Board meetings.

Article X - Compensation of Members

All members of the Council and Board shall serve on a voluntary basis and receive no financial reimbursement for their time.

Reasonable travel expenses of Board and Officers may be reimbursed provided funds are available.

Article XI – Committees

Section 1. Appointment to Committees. The President with approval of the Board will appoint the members of committees. All committees will have at least one member from the Board.

Section 2. Standing Committees. Awards. Conference. Public Relations. Nominations. Finance/Budget. Public Policy/Education.

Section 3. Ad Hoc Committees. The President with approval of the Board may appoint or discontinue ad hoc committees as necessary to achieve the mission of the Council.

Article XII – Executive Director

The Executive Director is the chief executive officer of the Council and oversees all activities, functions and operations associated with carrying out the mission of the Council, in accordance with and under policy direction of the Board. The Executive Director shall serve as an ex-officio member of the Executive Committee, Board, and all Council committees except the nominations committee.

Article XIII – Fiscal Year and Revenue

Section 1. Fiscal Year. The fiscal year of the Council shall be from January 1st to December 31st of each year.

Section 2. Revenue. The revenue of the Council shall be from membership dues, donations and any other source of revenue approved by the Board.

Section 3. Dissolution. Upon dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located exclusively for such purpose.

Section 4. Budget. The Finance/Budget committee shall present a budget to the Board at least one month prior to the annual meeting, with final approval by the Board of Directors at the annual meeting.

Section 5. Non-budgeted items. All non-budgeted items that exceed \$250.00 must have Board approval.

Article XIV- Rules of Order

The rules contained in *Robert's Rules of Order* shall govern all meetings of the Council and Board of Directors and Executive Committee.

Article XV – Amendments

Any Council member may propose amendments to the Bylaws. Any proposed amendment must be presented to Board members prior to consideration at one of their regular meetings. The proposed amendment must first be approved by a 2/3 vote of the Board, then presented to the general membership at either a general meeting or by mailed ballot. Amendments approved by a 2/3 vote of those attending an annual meeting or by 2/3 vote of ballots received shall go into effect. A mail ballot must allow at least 30 days between mailing and voting deadline.

The Tennessee Urban Forestry Council hereby adopts these by-laws this September 2011.



Patrick M. Haller – Past President (2006 & 2007)