

BY-LAWS OF THE WISCONSIN COUNTY FORESTS ASSOCIATION, INC.

Hereinafter referred to as "the Association"

ARTICLE I

GENERAL VOTING MEMBERSHIP, DUES, FISCAL YEAR

SECTION 1 VOTING MEMBERSHIP

Every county having established county forests pursuant to S.S 28.11 (1) of the Wisconsin Statutes shall be deemed a voting member of this association, unless membership is expressly declined. Each county represented by a Forestry Committee member of that county shall be entitled to one vote on every question put to a vote at any meeting of the general membership. Nonpayment of association dues and acreage assessment by established due date shall be deemed a waiver of membership.

SECTION 2 MEMBERSHIP DUES

Membership dues and acreage assessment fees shall be set by the general membership at the Annual Meeting of the association. The Board of Directors shall prepare recommendations prior to the Annual Meeting. Membership dues and acreage assessment fees are payable after January 1 and must be received prior to April 1 of each year.

SECTION 3 FISCAL YEAR

The fiscal year of the association shall be the same as the calendar year--January 1 through December 31, inclusive.

SECTION 4 ASSOCIATE MEMBERSHIP

Associate membership may be offered to counties in neighboring states having a county forest program and practicing sustainable forest management on public lands, who share similar goals and objectives with this association. The primary purpose for associate membership will be exchange of information and collaboration on regional forestry issues. Associate Membership dues will be set by the Board of Directors of the association and approved by the general membership at the Annual Meeting of the association. Associate members of the association will not have voting privileges.

ARTICLE II

BOARD OF DIRECTORS: MEETINGS OF MEMBERS

SECTION 1 BOARD OF DIRECTORS

The affairs of the association shall be managed by a Board of Directors consisting of fifteen (15) directors. Directors shall be chosen by the process identified in Section 2 of this Article; but the Board of Directors, by majority vote, may elect additional directors at large to diversify expertise and increase competency of the Board. Individuals interested in serving as director at large shall submit a completed application to the Executive Director of the association. The Executive Committee of the association shall present suitable candidates for the position of director at large to the Board for their consideration. Individuals elected to director at large positions shall serve in that capacity for a period of two years. Such directors at large shall have the same powers and privileges as the other directors, except they shall not be permitted to hold the office of President or Vice-President of the association. Successful candidates applying for the position of director at large may reapply for subsequent terms of service.

SECTION 2 SELECTION OF DIRECTORS; MEETINGS OF MEMBERS

For purposes of election to the Board of Directors, the State of Wisconsin shall be divided into five (5) districts described below:

1. Area I - Consisting of the following counties:

Marinette	Forest
Oconto	Florence
Langlade	

2. Area II - Consisting of the following counties:

Vilas	Taylor
Oneida	Price
Lincoln	

3. Area III - Consisting of the following counties:

Iron	Bayfield
Ashland	Douglas

4. Area IV - Consisting of the following counties:

Sawyer	Polk
Washburn	Barron
Burnett	Rusk
Chippewa	

5. Area V - Consisting of the following counties:

Clark	Marathon	Adams
Eau Claire	Juneau	Monroe
Jackson	Wood	Vernon

In each of the districts described above, in conjunction with the Annual Meeting of the association, there shall be held in each even numbered year a joint meeting of the counties within each district as represented by the duly designated members of County Committees with Forestry oversight as established by the respective County Boards pursuant to S.S. 28.11 (3)(a) of the Wisconsin Statutes.

The purpose of said meeting in each of the five (5) districts shall be to elect three (3) County members from within the district to serve as a Director of the association and to transact such other business as may come before the meeting. All elections shall be for a period of two (2) years. Directors shall be elected singly, with a majority vote of the counties voting being necessary for election of said Director. Each county shall be entitled to only one vote, regardless of the number of members present. Any active Committee member with Forestry oversight or elected County official are eligible to serve as a Director of the Association. In the event vacancies occur on the Board of Directors within a given district due to lack of interest or unwillingness of members to serve, the Board of Directors may, by a majority vote, elect members from outside said district to serve in the vacant position(s) or fill with Directors-at-Large. Priority should be given to any county elected individual prior to filling any vacancy with a Director-at-Large.

The President or Secretary shall call an Annual Meeting of the association membership. The meeting shall be held in September and at such time and place as shall be designated by the President or Secretary and set forth by written notice, given by the Secretary to each member of the association at his/her last known address, at least fifteen (15) days prior to the meeting; provided, however, that any member may waive notice of any meeting, either in advance of, during or subsequent to such meeting. The purpose of the Annual Meeting of the membership shall be to transact such business as may come before the meeting. Each county shall be entitled to only one vote at meetings of the general membership, regardless of the number of members present.

SECTION 3 REGULAR MEETINGS OF THE BOARD OF DIRECTORS

The meeting of the Board of Directors for the purpose of electing officers and for the transaction of such other business as may come before the meeting shall be held in conjunction with the Annual Meeting of the association in each even numbered year subsequent to election of Board members from each District. Other regular meetings shall be held at such time and place as may be designated by the President of the Board of Directors from time to time.

SECTION 4 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors may be called for any purpose at any time by the President, and shall be called by the President upon the request, in writing, of any five (5) directors. Notice of the time and place of all special meetings of the Board of Directors shall be given by the Secretary to each director and may be given by depositing such notice at any post office or in any United States mail box in the State of Wisconsin not less than seven (7) days before the time appointed for such meeting, addressed to each director at his/her address as the same may appear on the books of the association; provided, however, that any director may waive notice of any meeting, either in advance of, during or subsequent to such meeting. In addition, notice may be delivered by either email, phone or mail, provided the Secretary keeps a confirmation that the email, phone or mail was received by the recipient.

SECTION 5 QUORUM

A simple majority of seated members of the Board of Directors shall constitute a quorum; but less than a quorum meeting at any time pursuant to notice shall have power to adjourn from time to time until a quorum shall be present.

The positions of President and Vice President of the County Forest Administrators, as well as the Chair of the Legislative & Forest Certification Committee, the Chair of the Personnel Committee and the Chair of the Budget Committee shall serve as ex-officio members. Ex-officio members may serve, at the discretion of the President of the Board of Directors, as voting members of the Board of Directors in order to fulfill quorum requirements.

Board members may attend meetings via virtual or phone to conduct business as necessary. Decisions of the Board may be conducted via email as necessary.

SECTION 6 POWERS

The Board of Directors shall have the care and management of the property, affairs and business of the association.

The Board of Directors shall also have powers, in addition to all others lawfully vested in them:

- (a) To purchase or otherwise acquire, lease, sell, convey, transfer or assign any property, rights, interests or privileges of the association, upon such terms and conditions, and for such price as such Board sees fit.
- (b) To elect or appoint assistants to the general officers, and to employ such servants and agents upon such terms and conditions as said Board sees fit, with power to remove or suspend any of the same, or all or any of the said general officers of the association, and said Board may delegate to any officer of the association by resolution, or to any committee of its members, all or any of the powers stated in this section, or any part of such powers.
- (c) To authorize the borrowing of money for corporate purposes, as in the discretion of said Board seems fit, and for that purpose to execute or cause to be executed in the name of the association such bills, notes or other evidences of debt as may be expedient; and to pledge,

mortgage or otherwise hypothecate the property both real and personal, of the corporation, to secure payment of such corporate indebtedness.

- (d) To create any necessary committees and define their functions. The members of such committees need not be members of the Board of Directors.

SECTION 7 ORGANIZATION OF MEETINGS AND ORDER OF BUSINESS

The President, and in his/her absence the Vice-President, shall preside at meetings of the Board of Directors and at all meetings of the entire membership, with the Secretary to act as Secretary at said meetings; but in the absence of either or any of such officers, their functions may be performed by any member of the Board selected by those present. The regular order of business shall be:

- (1) Call of the roll;
- (2) Reading of minutes of previous meetings;
- (3) Reports of officers and committees;
- (4) Unfinished business;
- (5) New business.

All meetings of the association, or its Board of Directors, shall be conducted under "Robert's Rules of Order.

SECTION 8 FILLING OF VACANCIES

A vacancy on the Board of Directors, from any cause whatsoever, shall be filled by election by the Board of a successor from the district which, as a result of the vacancy, is deprived of equal representation on the Board. The person so elected shall serve until the next meeting of the members of the County Board Committees, described in Section 2 of this Article. Vacancies in director at large positions may filled by the Board of Directors through the process defined in Section one (1) of this ARTICLE at any time the Board deems fit.

SECTION 9 CONFLICT OF INTEREST

The Board of Directors shall adopt and abide by a Conflict of Interest Policy.

ARTICLE III OFFICERS

SECTION 1 PRINCIPAL OFFICERS; ELECTION

The principal officers of the association shall be President, Vice- President, Secretary and Treasurer. The officers shall be elected by the process defined in Section 2 of ARTICLE II. The officers shall be elected from among the Directors except the Executive Director of the association shall serve as Secretary.

SECTION 2 TERMS OF OFFICE

The officers shall hold office for two (2) years and until their respective successors are elected. The term of office of any officer shall be terminated by his/her death, resignation or loss of his/her seat on their respective County Forestry Committee and his/her term of office may be terminated by a vote of a majority of the members of the Board of Directors present at any regular or special meeting whenever in their judgment the best interests of the association will be served thereby.

SECTION 3 FILLING OF VACANCIES

A vacancy in any office may be filled until the next succeeding election by the affirmative vote of a majority of the Directors present at any regular or special meeting of the Board of Directors.

SECTION 4 PRINCIPAL DUTIES

The principal duties of the officers shall be as follows:

- (a) The President shall preside at all meetings of the Board of Directors and generally perform all duties usually incumbent upon such office. He/She is the Chief Executive Officer of the association, charged with its general supervision and management, subject to the control of the Board of Directors; with the execution of contracts, deeds, leases, conveyances, and instruments generally on behalf of the association. He/She shall counter-sign evidences of indebtedness, and other documents required to be signed by the Secretary or Treasurer; and shall perform such other duties as may from time to time be prescribed by these by-laws or delegated to him/her by the Board of Directors.
- (b) The Vice-President shall perform the duties of the President in the case of the latter's absence or disability, and, in addition, such other duties as may from time to time be prescribed by these by-laws or delegated to him/her by the Board of Directors.
- (c) The Executive Director of the association shall serve as Secretary. The Secretary shall have custody of the minute books; keep a record of all meetings of the Board of Directors; send out any required notices of meetings of the Board; countersign all deeds, leases, conveyances and other documents requiring the seal of the corporation; and perform such other duties as usually devolve upon such office. He/She shall, in addition, perform all such duties as may from time to time be imposed upon him/her by these by-laws or delegated to him/her by the Board of Directors.
- (d) The Treasurer shall have knowledge of all moneys, securities and valuable papers of the association; shall have knowledge of all collections and dispersals of funds; shall have knowledge of account balances and make reports from time to time as required by the Board of Directors; and perform such other duties as usually devolve upon such office. He/She shall, in addition, perform all duties as may from time to time be imposed upon him/her by these by-laws or delegated to him/her by the Board of Directors.

SECTION 5

The Board of Directors may appoint one or more Assistant Secretaries and one or more Assistant Treasurers to act with or for the Secretary or Treasurer, respectively.

SECTION 6

All officers shall serve under the supervision and direction of the Board of Directors, and shall perform any and all additional duties as may be directed by the Board.

SECTION 7 ACCOUNTABILITY AND REPORTS

The officers of the association shall prepare and submit to the Board of Directors each year a full and complete report on the affairs and accounting of the funds of the association covering the preceding year.

ARTICLE V

AMENDMENTS

By-laws must be adopted, amended or repealed by a two-thirds majority vote of the general membership at the Annual Meeting of the Association.