

**BYLAWS OF THE
NORTHERN KENTUCKY URBAN AND
COMMUNITY FORESTRY COUNCIL**

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ARTICLE I - Name

Section 1. The name of this non-profit organization shall be the Northern Kentucky Urban and Community Forestry Council, hereinafter referred to as the Council.

ARTICLE II VISION AND MISSION STATEMENTS

Section 1. Vision Statement. The council shall work to integrate the value of urban forestry into local and regional planning and seek opportunities to merge the built and natural environments so both are accommodated and enhanced in planning and development.

Section 2. Mission Statement. The Council provides a forum for learning, sharing technical information and acting to incorporate the multiple values of urban forestry into the

planning of our shared landscape. The Council also helps communities improve the management of their trees and green spaces in order to to protect and enhance them for future generations, and provide an opportunity to join others who are interested in community trees.

The Council is a 501 (c) 3 non-profit organization comprised of an interdisciplinary group of citizens and professionals who support the work of existing organizations and agencies interested in urban forestry. Toward that purpose we strive to:

1. Increase education of public employees, organizations and residents to appreciate the value of urban forests and understand how to design, establish and maintain urban forests.
2. Evaluate current and identify new programs to focus efforts on those that will strengthen and intensify the mission achievement of the Council
3. Evaluate the state of and changes in the urban forests in order to provide a benchmark for assessing the economic and quality of life impacts of these changes on the urban infrastructure.
4. Identify public policies and programs that would encourage the design, establishment, growth and maintenance of urban forests
5. Move toward a financially sustainable organization by expanding and diversifying your income streams.
6. Enhance organizational structure and processes to assure efficient and effective achievement of mission and vision

ARTICLE III FISCAL YEAR AND REVENUE

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

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

ARTICLE IV AFFILIATIONS

Section 1. The Council may affiliate with other organizations as the Board or its designee, may deem necessary to achieve the objectives stated in ARTICLE II.

ARTICLE V MEMBERSHIP

Section 1. Eligibility for Membership. Membership shall be open to any organization, society, association, business, public agency, group, professional, or layperson having an interest in urban forestry.

Section 2. Membership Categories. The Board of Directors may establish categories of membership and a dues schedule as it deems appropriate. Membership in the Council shall consist of two types: individual and group.

1. Individual Membership

- a. Professional Member - An individual working in the field related to urban forestry may become a Professional Member. Professional Members are entitled to full voting privileges, may compete for an elected or appointed position in the Council and all other rights as outlined in Article III of the Council's **Constitution**.
- b. Student Member - An individual enrolled full-time in a secondary or post-secondary degree program, or high school, may become a Student Member entitled to all rights and privileges of Professional Membership.
- c. Retired Member - An individual retired from active full-time employment may become a Retired Member, and is entitled to all rights and privileges of Professional Membership.
- d. Life Member - Life Membership is bestowed on individuals serving in the capacity of President, without fee, upon completion of their term of office. Life Members are entitled to all rights and privileges of Professional Membership.

1. Group Membership

- a. Family Membership – Individuals of the same household who are interested in the field of urban forestry may hold a Family Membership. Members are entitled to all rights and privileges of Professional membership, including voting privileges for those members at least 18 years of age.
- b. Institutional Membership – An education institution, nonprofit, or government agency whose objectives are consistent with those of the Council may hold an Institutional Membership. Up to four individuals may be listed under the Institutional Membership. **The individuals may receive discounts on fee events hosted by the Council and are entitled to all rights and privileges** of Professional membership, including voting privileges for those members at least 18 years of

age

- c. Corporate Membership – A for-profit organization or business wishing to support the Council and engage in an exchange of ideas and information with the Council may hold a Corporate Membership. Up to four individuals may be listed under the Corporate Membership. The individuals may receive discounts on fee events hosted by the Council and are entitled to all rights and privileges of Professional membership, including voting privileges for those members at least 18 years of age.

Section 3. Membership Dues:

The fee charged for Council membership categories shall be reviewed periodically to ensure that fees set are consistent with membership benefits provided.

Section 4. Membership Meeting:

The council shall host general membership meeting at least 4 times (quarterly) each year. The president shall develop an agenda before each meeting. The agenda shall be distributed to the entire council at least one week in advance of each meeting.

- Section 5. All members of the Council and Executive Committee shall serve on a voluntary basis. Expenses associated with Council business incurred by a Council member may be reimbursed subject to approval by the Executive Committee.

ARTICLE VI Board of Directors

A Board of Directors shall be constituted as the legal policy making body of the Council, as provided for in Article IV of the Council's **Constitution**. The rules contained in the newly revised Robert's Rules of Order shall govern all Board meetings and all meetings of the Executive Committee, whether a regular or special meeting, unless specifically stated otherwise in these Bylaws. All corporate powers shall be vested in and exercised by the board unless otherwise expressly provided for by law or by the Council's **Constitution**.

Section 1. Composition

1. The Board of Directors of the Council shall consist of at least 9 and no more than

15 members, five of whom are officers - President, Vice President, Secretary, Treasurer and immediate Past President.

2. The officers of the Council shall be a President, Vice President, Secretary and Treasurer.
3. The immediate Past President of the Council shall become an ex officio, voting member of the Board of Directors during his/her term of service as immediate Past President. In the event the immediate Past President is unable fulfill their duties, the executive committee shall appoint an active Past President to serve in this capacity.

Section 2. Eligibility

1. To be eligible for election to the Board of Directors, an individual shall be a member in good standing of the Council.
2. To be eligible for election as an officer of the Council, an individual shall be currently serving on the Board of Directors.
3. Members of the Board of Directors, including officers, are eligible for re-election and may serve successive terms.

Section 3. Terms of Office

1. A full term for members of the Board of Directors shall be two years.
2. A full term for the offices of President and Vice Presidents shall be two years.
3. A full term for the offices of Secretary and Treasurer shall be two years.
4. Terms shall commence at the close of the annual forum and, after the individual has served a full term as defined in these Bylaws, expire at the close of the annual forum.

Section 4. Election

1. Members of the Board of Directors, including Officers, shall be elected by the general membership as provided for in **Article V of the Council's Constitution**, and according to the procedures outlined **in Article XI of these Bylaws**.
2. One half of the members of the Board of Directors shall be elected on even-numbered years and one half of the members shall be elected on odd-numbered years.
3. The offices of President and Vice President of the Board of Directors shall be elected every two years on and even-numbered year
4. The offices of Secretary and Treasurer shall be elected every two years on odd-numbered years.

Section 5. Removal of Board Members and Officers

A member of the Board of Directors or officer may be removed from office if absent from three (3) consecutive regularly scheduled meetings of the board.

Section 6. Vacancies

1. A vacancy in the office of the President shall be filled by the Vice President. If such a vacancy occurs at a time when there is no Vice President, a President shall be elected by the Board of Directors to serve until the close of the next annual forum at which time a President and a Vice President shall be elected.
2. If a vacancy occurs in the office of Vice President, Secretary or Treasurer, the Board of Directors shall appoint a person to fill the unexpired term.
3. Vacancies on the Board of Directors may be filled by appointment of the Executive Committee.

ARTICLE VII - Duties and Responsibilities of Board of Directors

The Council's Board of Directors is a working, volunteer board, that may be supported by staff. Duties and responsibilities outlined in this section apply to both board members and officers.

Section 1. Represent the Council

1. The primary role of a board member is to facilitate communication between the Council and other groups and individuals.
2. Board members serve as the liaison between the general membership and the Board of Directors. Board members are to represent and promote the Council whenever an opportunity arises.

Section 2. Board Meetings

1. Board members are expected to attend all board meetings.
2. The Board of Directors shall meet at least quarterly; the winter meeting will include an extended planning session.
3. Members who miss three consecutive scheduled meetings may be relieved of their duties.
4. A majority of board members constitutes a quorum.
5. The Board of Directors reserves the right to enter into Executive Session for confidential discussion of personnel, legal issues, and other matters, as appropriate.
6. Decisions of the Board shall be determined by a two-thirds majority vote of those present (recorded in attendance per the minutes) once a quorum has been established. The President retains the right to either call for a vote or to table a motion when further study is warranted.

Section 3. Annual Trees in Our Community Forum

Board members are expected to attend and participate actively in the annual forum. Board members should participate in as many forum activities as possible, and assist planning committee, as needed.

Section 4. Committees

Board members are expected to serve on at least one committee. Committees shall be chaired by board members who have completed at least one year of service.

Section 5. Expenses

Board members are responsible for their personal expenses. Reimbursement of expenses incurred on behalf of the Council up to \$500 must be approved by the Treasurer, upon receipt. Any reimbursement of expenses beyond \$500 must have the approval of the Board of Directors.

Section 6. Authority

1. Board members exercise their authority to govern the Council during meetings of the board during which the Board may take any legal action within the bounds of the Council's **Constitution** and Bylaws.
2. Individual board members may not bind the Council to a particular course of action, endorse other groups or programs, commit funds or sign contracts on behalf of the Council unless authority to engage in these activities is specifically delegated by the full Board of Directors, or Executive Committee with subsequent ratification of the Board.
3. Outside of board meetings, board members function only as sources of information, ambassadors of goodwill, committee members and representatives of the Board to fulfill specifically defined tasks.

Section 7. Conflict of Interest

Serving on the the Council's Board of Directors requires that individual board members be able to distinguish what is good for the Council, as opposed to what is beneficial for the board member or for that board member's institution of employment. In most cases, there are no outright legal or policy prohibitions against a board member's participation in board actions that may benefit that individual. Benefits might be such things as: awarded contracts, enhanced opportunities for travel, projects leading to publication opportunities, etc. However, such arrangements need to be **examined carefully** for ethical considerations to ensure that the perception of such beneficial arrangements does not cast negative light on the Council, in the eyes of its members or other groups. Board members are required to sign a Conflict of Interest policy at the start of their term.

ARTICLE VIII - Duties and Responsibilities of Officers

In addition to those duties and responsibilities outlined in Article V, officers also bear specific duties and responsibilities as outlined herein.

Section 1. The President shall:

1. Be responsible for the overall governance of the Council and become familiar with the **Constitution** and Bylaws of the Council.
2. Preside over and maintain order at all council programs, meeting of the Board of Directors and Executive Committee.
3. Designate chairs and members of all standing committees and ad-hoc committees, with the approval of the Board of Directors.
4. Shall serve as an ex officio member of all committees except the nominating committee. As ex officio member of committees, the President is permitted, but not required to act as a member of the committee and is not counted in a quorum for meetings of the committees.
5. Present an annual report to the membership at the annual forum at the end of each year of office. This report will address both the accomplishments and needs of the Council.
6. Maintain a record of activities to pass on to successors to use as a guideline.
7. Perform such additional duties as the Board of Directors may prescribe.
8. Upon completion of term as President, become an ex-officio member of the Board of Directors, serving as immediate past president.

Section 2. The Vice President shall:

1. Work under the direction of the President, and shall assume his/her duties in his/her absence or at his/her request.
2. Automatically fill a vacancy in the President position.
3. Maintain a record of activities to pass on to successors to use as a guideline.
4. Perform such additional duties as the Board of Directors may prescribe.

Section 3. The Secretary shall:

1. Be responsible for the safekeeping of records and documents of the Council.
2. Keep minutes of all regular and special meetings of the Council, Board of Directors and Executive Committee.
3. In the absence of the President or Vice President, call the meeting to order and preside until the election of a chairman pro tempore, which should take place immediately.
4. Prepare and file in the minutes a record of all motions of continuing action adopted at

- meetings.
5. Conduct correspondence requested by the President.
 6. Maintain a record of activities to pass on to successors to use as a guideline.
 7. Perform such additional duties as the Board of Directors may prescribe.

Section 4. The Treasurer shall:

1. Be responsible for all Council funds and financial reports.
2. Give a financial report at each board meeting and the annual forum.
3. Pay bills when clearly authorized and when receipts for expenditures are attached.
4. Disburse all funds as the organization may direct.
5. Present a budget, for the next fiscal year for consideration and approval by the Board of Directors at the fall board meeting
6. File Annual Report with the Secretary of State.
7. Serve as a member of the Finance and Audit Committee.
8. Maintain a record of activities to pass on to successors to use as a guideline.
9. Perform such additional duties as the Board of Directors may prescribe.

ARTICLE VIII - Executive Committee

Section 1. Members

The Executive Committee shall consist of the elected officers and the immediate Past President, and oversee the daily affairs of the Council.

Section 2. Authority

1. The Executive Committee shall have the authority to act for and on behalf of the Board of Directors of the Council in emergency policy matters between meetings of the Board of Directors. Any actions must be reported on and ratified by the Board of Directors at its next meeting.
2. The Executive Committee shall administer contracts for hiring of an Executive Director and perform other duties related to oversight of Executive Director.
3. The Executive Committee shall have such additional duties and responsibilities as established by the Board of Directors of the Council.

Section 3. Meetings

1. The Executive Committee shall meet at least two times each year, or more often as needed.
2. Special meetings of the Executive Committee may be called by the President or at the request of the Executive Committee Members.
3. A majority of officers shall constitute a quorum.
4. Decisions of the Executive Committee shall be reached by consensus.

ARTICLE X - Committees

Section 1. Standing Committees

1. The Executive Committee is authorized to create such committees or task forces as determined necessary from time to time and described in the standing rules.
2. The Standing Committees of the Council shall be: Executive Committee and Finance and Audit Committee.
3. The Finance and Audit Committee shall be responsible for planning and implementing policies and programs to ensure the financial stability of the organization.
4. The terms of committee membership and the chair of each Standing Committee shall be concurrent to that of the President.
5. Committee chairs shall maintain a record of activities to pass on to successors to use as a guideline and shall submit a report of activities at each board meeting and the annual forum.

Section 2. Ad Hoc Committee

The terms of membership and chair of each Ad-hoc Committee shall be at the pleasure of the President, but in any case, shall expire at the same time as the term of the President.

ARTICLE XI - Ex Officio Representatives to the Board of Directors

Representatives of groups whose objectives are consistent with those of the Council may be appointed as Ex Officio representatives to the Board of Directors

1. Ex officio representatives to the board, as defined by Robert's Rules of Order 10th Ed., are entitled to all the privileges of board membership including voting rights.
2. Ex Officio representatives shall be appointed and may be re-appointed upon approval of the Board of Directors.
3. Terms of service as Ex Officio representatives to the board shall be concurrent to that of the President.

ARTICLE XII - Advisory Representatives to the Board of Directors

Individuals whose objectives are consistent with those of the Council and/or who offer expertise consistent with the needs of the Council may be appointed as Advisory representatives to the Board of Directors, but do not hold the right to vote in matters brought

before the board.

1. Advisory representatives are encouraged to attend and actively participate in all meetings of the Board of Directors to provide information and guidance.
2. Advisory representatives are encouraged to hold membership in the Council and to serve on committees of the Council.
3. Terms of service as advisory representatives to the board shall be concurrent to that of the President.
4. Advisory representatives shall be appointed and may be re-appointed upon approval of the Board of Directors.

ARTICLE XIII - Elections

Section 1 - Nominations

1. Nominations for Board of Directors shall be taken from membership at large 3 months prior to the annual forum.
2. Nominations for officers of the Executive Committee positions comes from the Board of Directors.

Section 2 - Election of Board of Directors and Officers

1. Voting shall take place electronically.
2. Board of Directors and upcoming officer positions shall be announced at the annual forum

ARTICLE XIV - Amendments

The Bylaws of the Council may be amended only by modified consensus of the Board of Directors of the Council. When consensus cannot be reached at a meeting, the item will be tabled until the next meeting of the full board of directors. If at the next meeting consensus still cannot be reached, the President may call for a vote which requires a two-thirds majority of those board members in attendance for an item to pass.

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