



NEW YORK STATE URBAN AND COMMUNITY FORESTRY COUNCIL, INC.

CONSTITUTION AND BY-LAWS

(As passed 7/13/00; amended 7/12/01, 7/28/05, 7/13/06, 7/20/07, 11/7/09 and 7/21/2022)

ARTICLE I NAME

The name of the Corporation shall be the New York State Urban and Community Forestry Council, Inc.

ARTICLE II OFFICE

The location of the principal office of the Council shall be determined by the Board of Directors. This office shall be the depository for all Council records. The Council may also have offices at such other places within the State as the Board may from time to time determine or as the business of the Council may require.

ARTICLE III PURPOSE AND GOALS

The purpose of the Corporation shall be to further the work of urban and community forestry throughout the State of New York. "The New York State Urban and Community Forestry Council envisions that every community in New York State will recognize the value of trees and maximize the use of trees to help improve the community's quality of life."

The goals of the Corporation shall be to provide leadership for New York State's urban and community forestry constituency, to plan collegially with the state's Urban and Community Forestry Coordinator and Partnership Coordinator, to coordinate with other forestry groups, to provide an information clearinghouse and network, to assist in providing a statewide forestry education strategy, to provide information on USDA Forest Service Standards, to advise the state's urban forestry grant making process, and to provide factual information for informed advocacy by individuals.

ARTICLE IV MEMBERSHIP

Section 1. Classes of Paid Membership

Dues shall be paid annually. Dues for various classes of membership shall be fixed by the Board of Directors.

- (A) Any individual having an interest in urban and community forestry is welcome to become a member.
- (B) Corporate Membership shall be open to any organization, society, association, business, public agency, or group having an interest in urban and community forestry. Each Corporate Member shall be represented by one person, chosen by that entity
- (C) Governmental Agency Membership shall be open to any governmental agency, whether local, state, or national. Each Governmental Agency Member shall be represented by one person, chosen by that entity

Section 2. Rights and Obligations of Members.

Each Individual Member, Corporation Member Representative or Governmental Agency Member Representative shall be deemed a Member in Good Standing if annual dues are paid by the Annual Meeting of each year. Each Member in Good Standing shall be entitled to vote annually for the election of Directors and Officers, as proposed by the nominating Committee or otherwise officially placed on the ballot.

The membership period shall run from January 1 to December 31. Members may pay the current and/or the previous years' delinquent dues no later than the annual meeting of the current year to maintain member benefits.

**ARTICLE V
THE BOARD OF DIRECTORS**

Section 1. Membership of the Board of Directors

The governing body of the Corporation shall be a Board of Directors, elected as defined herein at the Annual Meeting. The number of Directors shall not be less than 15 and not exceed 30. At all times, the Board shall represent both geographic distributions, cultural diversity and professionals who recognize the value and the beneficial use of trees in a community's quality of life around New York State.

Notwithstanding anything to the contrary, one ex-officio, non-voting, seat on the board is reserved for the New York State Department of Environmental Conservation Urban Forestry Coordinator and one ex officio non-voting seat is reserved for the Partnership/Volunteer Coordinator.

Section 2. Election of the Board of Directors

- a. The Nominating Committee of the Corporation (see Article 8, Sect. 1) shall prepare an official slate of Directors to be elected at the Annual Meeting. Nominees must be members in good standing. The slate shall be forwarded to all members in good standing 30 days before the Annual Meeting.
- b. If there is a vacant position on the Board of Directors for which a duly filed nomination has not been presented by the Nominating Committee to the Officers and Board of Directors 30 days prior to the Annual Meeting, the nomination for such vacancy of a member in good standing may be made from the floor at the Annual Meeting by the Nominating Committee.
- c. Any member in good standing may be nominated from the floor at the Annual Meeting for a specific position of the Board of Directors, by any other Council member in good standing.
- d. Board Members must be in good standing and are obligated to attend at least one of the three scheduled Board meetings within each year.

Section 3. Term of Office of Directors

The first class of Permanent Directors shall be elected one-third for three years, one-third for two years, and one-third for one year. At the end of the initial sequence, each Director shall be elected for one three-year term, in rotating order. As the initial sequence has been completed, one third of the Board of Directors shall be elected each year, as determined on a rotating schedule by the Nominating Committee. Board members may serve an unlimited number of terms.

Section 4. Filling of Vacancies

Any Director may resign at any time, upon written notice to the President of the Corporation. If a Director resigns or is otherwise removed during his or her term, the Board of Directors shall choose a replacement to serve the balance of the resigning Director's term.

Section 5. Removal of Directors

The Board of Directors may remove any Director at any time, with due cause, by a vote of two-thirds of the Directors. Voting may take place in person, by mail, fax, or e-mail.

Section 6. Meetings of the Board of Directors

The Board of Directors shall meet a minimum of three times throughout the calendar year; at the Annual Meeting in July, a fall meeting about November, and a spring meeting about March. The Board may also meet at such other times as may be deemed necessary and appropriate by the Executive Committee. Meeting notices for regular and called meetings shall be received no later than 15 days prior to each meeting. A quorum shall be 51% of the Board Members who are in good standing. Voting may be completed in a timely fashion for necessary actions in person, by e-mail, fax, phone, regular mail, phone, or video conferencing (if available).

ARTICLE VI OFFICERS

Section 1. Officers/Executive Committee

The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and four members at large. They will constitute the Executive Committee.

Section 2. Election of Officers/Executive Committee

The Nominating Committee of the Corporation shall nominate an official slate of Officers to be elected at the Annual Meeting. The slate shall be forwarded to all members in good standing 30 days before the Annual Meeting.

Section 3. Term of Office

Officers must have been a Board Member in Good Standing for at least one year prior to the Annual Meeting at which they are nominated. Officers shall serve for a two-year term, with no limits on terms served.

Section 4. Filling of Vacancies

Any Officer may resign at any time, upon written notice to the Executive Committee. If an Officer resigns or is otherwise removed during his or her term of office, the Executive Committee shall choose a replacement to serve the balance of the resigning Officer's term.

Section 5. Removal of Officers

The Board of Directors may remove any Officer at any time, with due cause, by a two-thirds vote of Directors. Voting may take place in person, by mail, fax or e-mail.

Section 6. Meeting of the Executive Committee

The Executive Committee shall meet at least three times each year, as scheduled by the President. The meetings may be in person, by conference call or electronically. A quorum shall be one-half, plus one, of the Members of the Executive Committee. Voting may be completed in a timely fashion for necessary actions in person, by e-mail, fax, or regular mail.

Section 7. Duties of Officers

The President, with the advice and assistance of the Vice President elect, shall:

1. Set the time and place of each meeting;
2. Set the agenda for each meeting;
3. With advice and consent of the Executive Committee, appoint chairs and members of committees and assign duties to such committees;
4. Unless otherwise specified, serve as spokesperson for the Corporation;
5. Directly monitor contractual agreements;
6. Call meetings of the Executive Committee to conduct its business;
7. Perform other duties as may be authorized or requested by the Executive Committee.

The Vice President shall:

1. Preside at Executive Committee Meetings or the Annual Meeting, in the absence of the President;
2. Be in charge of the By-laws and parliamentary protocol.

The Secretary shall:

1. Keep the Minutes of all Executive Committee Meetings and the Annual Meeting, including records of

- attendance;
- 2. Maintain complete Corporation records and safeguard all documents;
- 3. Issue the call for the Annual Meeting.

The Treasurer shall:

- 1. Supervise the collection of dues and other receipts;
- 2. Make timely financial reports
- 3. Exercise oversight on the financial activities of the Corporation;
- 4. Be the primary contact with accountants and auditors.
- 5. Provide an annual budget for the Council for the next calendar year for approval at the Fall meeting by the Board of Directors.

The Members at Large shall:

- 1. Perform any and all duties and services as may be required or requested by the Executive Committee or the President;
- 2. Chair (one to be chosen each year) the annual New York ReLeaf Conference in the appropriately selected State DEC regions;
- 3. Perform other duties as may be authorized or requested by the Executive Committee or the President.

ARTICLE VII MEETINGS

The annual Meeting of the Corporation shall be held during the time of the annual New York ReLeaf Conference, co-sponsored by the Corporation. It shall be called by the Secretary of the Corporation. The quorum shall be 51% of the Members in good standing.

Other meetings shall be called by the President at stated dates, times and places. Invited attendees at all such meetings shall receive written notice by regular mail, FAX or E-mail, no later than 15 days before each called meeting. The purpose of all meetings shall be stated in the notice.

ARTICLE VIII COMMITTEES

Section 1. Nominating Committee

The President, with the advice and consent of the Executive Committee, shall appoint a Nominating Committee for the Corporation. It may include up to three current Board members of the Council and two members of the Council who are not Directors or Officers. The nominating committee shall meet as needed to select the official Board of Directors and Officers slate for each Annual Meeting. The official slate shall be received by the Membership by regular mail, FAX or E-mail no later than 30 days prior to the Annual Meeting.

Section 2. Other Committees

The Executive Committee shall establish such committees as are needed to carry out the work of the Corporation. The President, with the advice and consent of the Executive Committee, shall choose chairs and members for such committees.

ARTICLE IX EMPLOYEES AND OTHER AGENTS

The Board of Directors may appoint, hire or contract other agents as it shall deem necessary; and shall have such authority and perform such duties, and shall receive such reasonable compensation, as a majority of the Board of Directors may from time to time determine, as contracted or agreed. To the full extent allowed by law, the Board of Directors may delegate to any officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities, and duties.

ARTICLE X
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

The Executive Committee of the Corporation may, by resolution, authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Executive Committee, or as otherwise required by law, any checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President or the Treasurer of the Corporation. Committee and/or Council expenses exceeding \$3,000 shall have prior approval before payment is made, by a majority of the Executive Committee.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Treasurer may select, with the approval of the President.

Section 4. Funds Received

The Council may accept, on behalf of the Corporation, any governmental grant, and any individual, corporate or foundation contribution, grant, gift, bequest, or devise for the non-profit purposes of the Corporation.

ARTICLE XI
RECORDS, REPORTS, FISCAL YEAR AND SEAL

Section 1. Maintenance of Records

The Corporation shall keep at its principal office:

- (A) Minutes of all meetings of any kinds, including committee meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (B) Adequate and correct books and records of account, including accounts of its properties and business transactions and account of its assets, liabilities, receipts, disbursements, and balances.
- (C) A record of all Members, including addresses and other pertinent information.
- (D) A record of all Directors and Officers, including addresses and other pertinent information.
- (E) A copy of the Corporation's Certificate of Incorporation, tax-exempt status, and By-laws, as amended to date, as well as a copy of correspondence from the Internal Revenue Service, indicating the Corporation's 501-C-3 non-profit status.
- (F) All necessary information for the regular conduct of business.
- (G) The Corporate Seal.

Section 2. Reports

The President and Treasurer of the Corporation shall be responsible for the oversight of preparation of all legal and necessary reports to governmental bodies, funding agents and to the Corporation itself. Copies of all such reports shall be kept with the official files of the Corporation in its principal office. The President's and Treasurer's Annual Report shall be presented to the Membership at the Annual Meeting.

Section 3. Fiscal Year

The Fiscal Year of the Corporation shall be from January 1st of each calendar year through December 31st of each calendar year. The Treasurer shall provide a full financial report of the previous calendar year at the first Board of Director's meeting in the Spring, a copy of which should be sent to all BOD members prior to the meeting.

Section 4. Parliamentary Authority

The rules of Parliamentary Procedure shall be observed at all meetings, including the Annual Meeting, as contained in the current edition of Robert's Rules of Order Newly Revised.

**ARTICLE XII
INDEMNIFICATION**

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by section 721 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that his testator or estate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses.

**ARTICLE XIII
AMENDMENTS TO BY-LAWS**

These By-laws may be amended at any meeting of the Corporation's Membership by a two-thirds vote. Written notice of the proposed changes shall be provided to members within the time and manner for giving notice of the meeting. Voting may be completed in a timely fashion for necessary actions, including (but not limited to) in person, by email, fax, phone, regular mail and video conferencing (if available).

**ARTICLE XIV
CONDUCT OF THE OFFICERS AND BOARD OF DIRECTORS**

The conduct of the Officers and Board of Directors shall be in accordance with the most current version of the Policies and Procedures as established and approved by the Board of Directors.

**ARTICLE XV
DISSOLUTION**

Should the Corporation vote to dissolve, after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, the Executive Committee shall vote to distribute any remainder to one or more duly recognized New York State not-for-profit corporations that are engaged in grass-roots urban and community forestry endeavors.