

BYLAWS OF MARYLAND FORESTS ASSOCIATION, Inc.

As endorsed to the membership for Adoption by the MFA Board of Governors on October 1, 2011.

As approved by the Membership on October 1, 2011, at Edrich Lumber, in Baltimore County.

Article I

NAME AND LOCATION

Section 1. The name of this organization shall be the Maryland Forests Association, Inc. a nonprofit corporation without capital stock incorporated in Maryland, organized exclusively for charitable, educational, and scientific purposes.

Section 2. Offices of the Association shall be located in Maryland at the office of the President and/or in such other localities as may be determined by the Board of Governors.

Article II

VISION STATEMENT

The Maryland Forests Association Envisions a Future in Which Vibrant Forests Are Maintained Throughout the State, Providing Diverse Economic and Environmental Benefits to All.

MISSION STATEMENT

The Mission of Maryland Forests Association Is to Conserve and Enhance Forests in Maryland By:

- Increasing Awareness of the Diverse Public Benefits of Forests;
- Supporting the Sustainable Use of Forest Resources;
- Promoting Economic Opportunity for Forest Landowners; and
- Maintaining a Viable Local Forest Products Industry.

Article III

MEMBERSHIP

Section 1. Qualification: Regular membership in this Association shall be composed of those persons who are interested in Maryland forests.

Article IV

DUES

Section 1. Establishment of Dues: Dues and application fees, if any, shall be established by the Board of Governors.

Section 2. Delinquency and Cancellation: Any member of the Association delinquent in dues for a period of sixty (60) days, from the time dues become due, shall be notified of such delinquency and suspended from further services.

Section 3. Refunds: No dues shall be refunded to any member whose membership terminates for any reason. Application fees, if any, shall be non-refundable.

Article V

MEETINGS OF MEMBERS AND VOTING

Section 1. Annual Business Meeting: The Annual Business Meeting of the Association shall be held at such place and on such dates as may be determined by the Board of Governors.

Section 2. Special Meetings: Special meetings of the Association may be called by the Board of Governors at any time, or shall be called by the President upon receipt of a written request by ten (10) percent of regular members (meaning members in good standing whose dues are paid), within thirty (30) days of filing the request with the Executive Director. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. Notice of Meetings: Shall be posted to the website and announced in electronic format to the membership at least ten days prior to a meeting.

Section 4. Voting: At all business meetings of the Association each regular member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority of those members present and voting shall govern, if a quorum is present.

Section 5. Quorum: At an annual business meeting or special meeting of members, a quorum shall consist of a majority of the Board of Governors present.

Article VI

OFFICERS

Section 1. Elected Officers: The elected officers of MFA shall be a President, a First Vice President, Immediate past President, and a Secretary-Treasurer. All officers shall be elected by the Board of Governors of the Association.

Section 2. Qualifications for Office: Any regular member in good standing shall be eligible for nomination and election to any elective office of the Association.

Section 3. Nomination and Election of Officers: In accordance with Article X, Section 1, the Governance Committee shall prepare and submit to the Board of Governors a nomination for President, First Vice President, and a Secretary-Treasurer of the Association. These officers shall be elected annually by the Board of Governors.

Section 4. Term of Office: Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year or until a successor is duly elected and qualified. Each elected officer

shall serve concurrently as a member of the Board of Governors and as a member of the Executive Committee.

Section 5. Vacancies/Removal: Vacancies in any elective office may be filled for, the balance of the term thereof by the Board of Governors upon recommendation of the Governance Committee. The Board of Governors, by two-thirds vote of all of its members, may remove any officer.

Article VII

DUTIES OF THE OFFICERS

Section 1. President: The President shall be the chief elected officer of the Association and serve as Chairman of both the Board of Governors and the Executive Committee. He or she shall preside at meetings of the Board of Governors, the Executive Committee and the membership. The President shall serve as an ex-officio member of all committees except the Governance Committee and shall make all required appointments of standing and special committees. He or she shall ensure that all orders and resolutions of the Members and Governors are acted upon. The President shall promote the welfare and further the objectives of this Association as set forth in Article II of these Bylaws. He or she shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Governors. Upon election of a successor, he or she assumes the office of Immediate Past President.

The President shall have authority to sign and execute in the name of the Association all authorized deeds, mortgages, bonds, contracts, or other instruments.

Section 2. First Vice President: The First Vice President shall preside at any meeting at which the President is absent. He or she shall serve as President in case of the resignation or incapacity of the President to serve.

The First Vice President will serve on the Governance Committee. The First Vice President shall be responsible for such other duties as the President may assign.

Section 3. The Immediate Past President: the Immediate Past President shall preside at any Meeting at which the President and 1st Vice President are absent. The Immediate Past President shall be responsible for serving as Chair for the Governance Committee and will play a key role in identifying and developing future leadership for the Board. The Immediate Past President will fill-in for the President in His or Her absence if the 1st Vice President Is unavailable.

Section 4. Secretary-Treasurer: The Secretary-Treasurer shall oversee: the Association's funds and records; the collection of members' dues and/or assessments; the establishment of proper accounting procedures for the handling of the Association's funds; the performance of the annual audit or financial review by a qualified accountant; and further shall report on the financial condition of the Association at all meetings of the Board of Governors and at other times as called upon by the President. The Secretary-Treasurer shall serve as chairman of the Budget Committee. The Secretary-Treasurer shall oversee the proper recording and safekeeping of proceedings of meetings of the Association and the Board of Governors, and shall ensure that accurate records are kept of all members.

He or she shall have the authority with the President to sign all authorized instruments of the Association.

Article VIII

BOARD OF GOVERNORS

Section 1. Authority and Responsibility: The governing body of this Association shall be the Board of Governors. The Board of Governors shall have supervision, control, and direction of the affairs of the Association, its committees, and publications; shall determine its policies or changes therein; shall actively prosecute its objectives; and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. Organization: The Board of Governors shall consist of the officers of the Association (named in Article VII), the Immediate Past President of the Association, and no more than eight Governors. The Executive Director, if any, shall be an ex officio member without the right to vote.

Section 3. Term of Office and Manner of Election: Governors at large shall serve for a term of three (3) years or until their successors have been elected and assume office. Governors at large shall be elected in accordance with the provisions of Article X, Section 1.

Section 4. Nominations: The Governance Committee acting in accordance with Article X, Section 1, shall present one (1) nominee for each seat on the Board which is vacant or is about to expire.

Section 5. Quorum of the Board: Four Governors present at any meeting shall constitute a quorum for the transaction of the business of the Association, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

Section 6. Meetings of the Board: A regular meeting of the Board of Governors shall be held no less than four times each year at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the Governors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of twenty-five (25) percent of the Governors, by electronic notice, not less than seventy-two (72) hours before the meeting is held.

Section 7. Voting: Voting rights of a Governor shall be exercised in person, and not by power of attorney or by proxy.

Section 8. Vacancies and Removal: Any vacancy occurring on the Board of Governors between annual meetings shall be filled by the Board of Governors upon recommendation of the Governance Committee. A governor so elected to fill a vacancy shall serve the unexpired term of his or her predecessor.

The Board of Governors may remove any Governor by an affirmative two-thirds vote of the Board present at any regular or special meeting at which a quorum is present.

Section 9. Compensation: Governors and elected officers shall not receive any compensation for their services, but shall be entitled to reimbursement from the Association for their reasonably necessary expenses incurred for the Association's benefit.

Section 10. Indemnification: The Association shall indemnify every officer, Governor, Executive Director, Committee Chairman and such others as specified from time to time by the Executive Committee to the fullest extent permitted by Section 2-418 of the Corporations and Association Article of the Annotated Code of Maryland, as now in effect or as same may be hereafter from time to time amended or supplemented.

Section 11. Personal Liability: No officer, Governor, Executive Director, or Committee Chairmen of the Association shall be liable to the Association for any action taken in his/her capacity as such except for his/her individual willful misconduct or bad faith. No officer, Governor, Executive Director, or Committee Chairman of the Association shall have any personal liability with respect to any contract or other commitment made by him/her, in good faith, on behalf of the Association, and the Association shall indemnify and forever hold each such person harmless against any and all liability to others on account of any such contract or commitment.

Article IX

EXECUTIVE COMMITTEE

Section 1. Authority and Responsibility: The Executive Committee may act in place and stead of the Board of Governors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws. The Committee shall oversee the financial affairs of the Association. Actions of the Executive Committee shall be reported to the Board by mail or at the next Board meeting.

Section 2. Composition and Election: The Executive Committee shall consist of the President, the First Vice President, the Secretary-Treasurer, the Immediate Past President, the Chairs of the Education and Outreach, Membership, and Policy Committees, and the Executive Director who shall serve without vote.

Section 3. Quorum-Call of Meetings: Four (4) members of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the Business of the Association may require, or a meeting shall be called by the President on request of three (3) members of the Executive Committee.

Section 4 Vacancies: Any vacancy occurring on the Executive Committee shall be filled in the manner as provided in Article VI, Section 5.

Article X

SPECIAL AND STANDING COMMITTEES

Section 1. Governance Committee: The Governance Committee shall consist of the First Vice President, the Immediate Past-President and a non-officer member of the Board. The Immediate Past President shall serve as chair. This committee, along with two additional members named by the President, is responsible for presenting annually to the membership at least one candidate for each vacated Board of

Governors position in accordance with Article VIII of the Association's Bylaws. The committee shall also present annually to the Board one candidate for each elected position in accordance with Article VI, section 3 of the Association's Bylaws.

The Governance Committee shall nominate a candidate to the Board whenever a vacancy occurs in the elected officers of Board of Governors with said candidate to be elected by a majority vote of the remaining members of the Board. The Governance Committee shall nominate a candidate for each position of elected officers for the ensuing year in accordance with Article VI; Section 3, and for the new Board of Governors.

The ballot shall indicate those nominees recommended by the Governance Committee and those recommended by petition. The Governance Committee shall conduct an election by mail ballot in which each regular member shall have one vote to cast for each directorship position to be elected. Candidates receiving the highest number of votes shall be declared elected. If, however, no nominations are made by petition, the Secretary shall cast a unanimous ballot for the candidates of the Governance Committee. Results of the election shall be announced no later than the next Annual Business Meeting.

Section 1. Governance Committee shall be responsible for identifying, recruiting, and mentoring leadership potential for the Association and successional stability for the Executive Committee, by:

- a. providing orientation and education of the Board as to responsibilities of a Board member, Committee member, and/or officer;
- b. providing oversight of the activities of the Board and committees as to direction in relation to the Association's mission;
- c. reporting to the Board annually on the performance of the Board and committees as to achievement of goals and direction.

Section 2 Budget Committee: The Budget Committee shall consist of the President, the Secretary-Treasurer, the Immediate past President, and the Executive Director as ex officio without a vote. The Secretary-Treasurer shall serve as Chairman. The Committee shall counsel with the President on the annual budget of the Association and prepare recommendations for the Executive Committee and Board of Governors. The Committee may perform such other duties in connection with the finances of the Association as the Board may determine from time to time.

Section 3. The Education and Outreach Committee: The Education and Outreach Committee is responsible for planning Association sponsored workshops or forest tours, and is responsible for coordinating the Association's efforts in cooperative agreements with other associations. The President and Executive Director shall serve as ex-officio members of the Committee.

Section 4: The Membership Committee: The Membership Committee is responsible for organizing and implementing efforts for member recruitment and retention. The President and Executive Director shall serve as ex-officio members of the Committee.

Section 5: The Policy Committee: The Policy Committee is responsible for organizing and implementing efforts for policy development and advocacy efforts. The President and Executive Director shall serve as ex-officio members of the Committee.

Article XI

EXECUTIVE AND STAFF

Section 1. Appointment: The Board shall obtain the services of an Executive Director on a contract basis to perform such duties as it may deem necessary and appropriate to the position from time to time. The Officers of the Board are delegated the authority to determine the ongoing compensation and other financial arrangements of the Executive Director. Such data shall be reported to the Board.

Section 2. Authority and Responsibility: The Executive Director shall manage and conduct all activities of the Association subject to the policies of the Board of Governors and through the office of President.

Article XII

FINANCE

Section 1. Fiscal Period: The fiscal period of the Association shall be prescribed by the Budget Committee with the approval of the Board of Governors.

Section 2. Bonding: Trust or surety bonds may be required for the President, Secretary-Treasurer, the Executive Director and such other officers or employees of the Association as the Board may direct. The amount of such bonds shall be determined by the Board and the cost paid by the Association.

Section 3. Budget: With recommendations of the Budget Committee, the Board shall adopt an annual operating budget covering all activities of the Association. Within sixty (60) days following completion of the financial review or audit, the Secretary-Treasurer shall furnish the membership with a financial report for the fiscal year just concluded.

Article XIII

DISSOLUTION

Section 1. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Governors.

Article XIV

RULES OF ORDER

Section 1. The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the Association may adopt.

Article XV

AMENDMENTS

Section 1. Proposing Amendments: Amendments to or a repeal of any of these Bylaws may be proposed by the Board of Governors on its own initiative or upon petition by ten (10) percent of the regular members. The Board of Governors shall present all such proposals to the regular members with or without endorsement.

Section 2. Approval of Amendments: Amendments to Article I - Name and Location; Article II - Objectives; Article III Membership; or a repeal of these Bylaws in their entirety, shall be approved by a two-thirds affirmative vote of the regular members present and voting at any Annual Business Meeting or special meeting of the Association duly called, provided written notice of proposed changes have been electronically sent to the regular members ten (10) days before such meeting. All other Amendments or partial repeal(s) of these Bylaws may be made by the Board of Governors subject to ratification by affirmative vote at a membership meeting (the notice whereof shall briefly describe each amendment or repealer to be voted upon).

Article XVI

OPERATING PROCEDURES

Section 1. From time to time, unless expressly prohibited by other provisions of the Bylaws, the Board of Governors or Executive Committee may issue operating procedures. The procedures shall be kept in a manual and govern the conduct of the Association's business until revised or rescinded.

Article XVII

ANTI-TRUST POLICY

Section 1. The Association hereby states its general policy to adhere to, and to obey, applicable anti-trust legislation, both federal and state, recognizing that such anti-trust laws are designed to preserve and promote the free competition on which the economy of our nation is based. Without limiting the foregoing, the Association pledges that it shall avoid (and shall instruct and caution its members to avoid) any agreement of combination whether written, oral, or implied in restraint of trade or of free and unrestricted competition in the market place such as any agreement to fix prices, to divide markets, to allocate or restrict production or to impose a boycott. Anti-trust compliance is the responsibility of every member of the Association. Any violation of the intent of this article shall result in immediate suspension from membership in the Association and removal from any Association office held by a member violating this policy.

Bylaws Adopted: November 16, 1991

Bylaws Revised: November 11, 1995

Bylaws Revised: September 19, 1998

Bylaws Revised: October 16, 1999

Bylaws Revised: November 4, 2006

Bylaws Revised: October 31, 2009

Bylaws revised: October 1, 2011

ADDENDUM I: MFA Regional Boundaries as of November 11, 1995

Western: Allegany, Garrett, Frederick and Washington Counties

Central: Howard, Montgomery, Harford, Cecil, Baltimore and Carroll Counties, Baltimore City

Southern: Anne Arundel, Calvert, Charles, Prince George's and St. Mary's Counties

Eastern: Caroline, Dorchester, Somerset, Talbot, Wicomico, Worcester, Kent and Queen Anne's Counties.