ARTICLE 1 - NAME AND DESCRIPTION

The Ohio Forestry Association, Inc., (the “Association”) is a non-profit corporation under Internal Revenue Code 501(c)(6) and is organized and operated under the laws of the State of Ohio. The Association is an alliance of businesses and individuals engaged in forestry-related industries and enterprises.

ARTICLE II - MISSION STATEMENT

The Association supports the management of Ohio’s forest resources and the strengthening of member business opportunities in the forest products industry and related enterprises.

ARTICLE III - PURPOSE, CORE BELIEFS AND GUIDING PRINCIPLES

The purpose for which the Association exists is to benefit the Ohio forest products industry and related enterprises (the “Industry”) within the meaning of Section 501(c)(6) of the Internal Revenue Code and any successor statute including, but not limited to, establishing and maintaining business relations and ethical practices between and among enterprises in the Industry, facilitating member success through legally permissible collaborative solutions, promoting the use of forestry-related products, encouraging conservation, development and protection of forests and wildlife resources, encouraging research in the science of management and utilization of forests and related resources, providing a lawful forum for discussion of topics of interest to the Industry and engaging in any other activities for the benefit of the Industry that an Ohio non-profit corporation may engage in under said Section 501(c)(6) and any successor statute. The Association shall be Ohio’s premier Industry organization.

Without limiting the generality of the foregoing, to the extent not inconsistent with the requirements of said Section 501(c)(6), the Association’s further purposes are to serve its members, to promote the protection of and sustainable use of forest resources and to create a positive image for forestry. The Association also encourages through education and safety programs, the common interest of its membership. The Association’s core beliefs and guiding principles are that:

- a broad and diverse membership is healthy and necessary;
- Ohio’s forestry community is unified in purpose;
- forest management is good, right and necessary;
- forest management is the sustainable use of forest resources;
- all members have an obligation to manage Ohio’s forests for the common good;
- all members benefit from management of Ohio’s forest resources;
- safety information and training is beneficial to the membership;
- scientific research focused on forests, water and soils is beneficial;
- every member should promote and provide education on multiple use forest management; and
- members will conduct their businesses ethically, so as to promote a positive image for forestry, the forest products industry, the Association and its programs.

ARTICLE IV - LONGEVITY OF THE ASSOCIATION
The duration of the Association is that time as deemed appropriate by the membership.

**ARTICLE V - MEMBERSHIP IN THE ASSOCIATION**

**Section 1 – Qualifications**

Membership in this Association shall be open to any person, organization, company or other legal entity interested in promoting the objectives of the Association, willing to subscribe to the Bylaws of the Association and otherwise qualified under provisions set forth in these Bylaws.

**Section 2 – Classes and Categories**

Members shall, based on their primary activity as determined by the Board of Directors of the Association (the “Board”) in its sole discretion, be divided into such classes or categories, including those set forth in Article VIII, Section 2 hereof, as the Board may from time to time establish, each of which shall have equal rights and privileges unless otherwise provided herein.

**Section 3 – Membership Application and Obligations**

A. **Application.**
A prospective member shall, in accordance with procedures established by the Board, submit an application for membership to the Executive Director for the Board’s consideration and approval.

B. **Obligations of Membership.**
Membership in the Association shall constitute an agreement among the Members to abide by the terms of Certificate of Incorporation and these Bylaws, including the Core Beliefs and Principles set forth herein, to participate in applicable, lawful activities of the Association, to pay promptly such dues and assessments as may be levied by the Board and to conduct their businesses ethically and in accordance with applicable laws and regulations. Each Member shall, from time to time as necessary, notify the Association of the name and address of the person who shall represent such member in connection with Association business and receive membership communications.

C. **Inclusion.**
The Association is committed to a culture which welcomes all Members and provides equitable opportunities for each member to belong and contribute to Association operations and events.

**Section 4 – Termination**

Membership in the Association shall be terminated:

- By voluntary withdrawal;
- For failure to timely pay annual dues;
- When determined by the Board, for cause, meaning that a member has violated rules, policies or procedures adopted by the Association or has failed in a material and serious degree to abide by the Certificate of Incorporation or these Bylaws, to observe the Core Beliefs and Guiding Principles, as stated in Article III hereof, or has engaged in conduct materially and seriously prejudicial to the Association’s Core Beliefs and Guiding Principles or at variance with applicable laws and regulations.
Whenever the Board proposes to terminate membership for cause, the Board shall provide the party with an opportunity for a hearing at a regular or special meeting of the Board. Any decision to terminate membership shall be decided by a two-thirds majority vote of the Board.

**ARTICLE VI - FINANCES**

Section 1 – Budget

The annual budget, setting forth an estimate of expenses for the succeeding fiscal year and providing for such reserves as may seem desirable, shall be prepared by the Finance Committee and recommended to the Board for approval.

Section 2 – Dues

Dues shall be reviewed annually by the Membership Committee in consultation with the Finance Committee for all classes of membership and shall be established by majority vote of the Board. Dues shall be payable upon commencement of current year’s membership or, for new members, in full for the current year upon acceptance to membership.

Section 3 – Delinquency

Any member of the Association who is delinquent in the payment of dues for a period of three (3) months from the time dues become payable shall be terminated. Upon satisfaction of all financial obligations to the Association, such member may reapply for membership in the Association pursuant to the terms of Article V, Section 3 hereof.

Section 4 – Dues Payments Upon Suspension, Termination, Resignation, or Discontinuance

A member whose membership is suspended or terminated or which resigns or discontinues a qualifying business shall remain liable for the payment of all dues and financial obligations to the Association which have accrued and will accrue through the end of the fiscal year in which such suspension, termination, resignation, or discontinuance becomes effective. In cases where the Board deems application of the rule set forth in the preceding sentence would create an inequity, the Board may modify the rule.

Section 5 – Fiscal Year

The Association’s fiscal year shall be the calendar year.

**ARTICLE VII - MEETINGS OF MEMBERS**

Section 1 – Annual Meeting

The annual meeting of the members of the Association shall be held at such place and on such dates as may be determined by the Board. The business at such annual meeting shall include the election of Directors (unless sooner elected in accordance with the provisions of Article VIII, Section 4.B hereof), presentation of the budget for the ensuing year, the receipt of annual reports of officers and committees and such other business as may properly come before the membership.
Section 2 – Special Meetings

Special meetings of the membership may be held upon the call of the Board or the President. Special meetings of the membership shall be called upon a written demand signed by at least fifty (50) members of the Association.

Section 3 – Notice of Meetings

Written notice of any meeting of the Association shall be sent to each member at least thirty (30) days prior to the date of the meeting. Notice of a special meeting shall specifically state the purpose or purposes of the special meeting.

Section 4 – Quorum

At any annual or special meeting of the Association membership, those members present in person, by authorized representation or by proxy shall constitute a quorum to transact business.

Section 5 – Voting

A. Membership Voting; Meetings
All members are entitled to vote on all matters properly submitted to the membership. All matters will be decided by a majority vote, unless otherwise specified in these Bylaws, and each member represented at any meeting of the Association shall be entitled to one vote, in person or by proxy. Each member which is an organization or company shall designate an employee or other representative who shall have the power to vote on its behalf.

B. Vote by Mail, Facsimile or Email
Whenever, in the judgment of the President, or in the judgment of any Committee or Group Chairs concerning their respective Committees or Groups, it is deemed inexpedient to call a meeting to vote upon any matter which should be put to a vote of the membership, the Board or any Committee or Group, respectively, the matter shall be submitted by mail, facsimile or email to members entitled to vote thereon. Provided that at least a majority of the members entitled to vote on the question have voted, the question or proposal shall be decided by a majority of the votes thereon, or such greater number as required by law or these Bylaws, received within two weeks after the date of mailing, faxing or emailing such question or proposal.

Section 6 – Conduct of Business

All meetings of the Association shall be guided by Roberts Rules of Order as the standard for the conduct of meetings.

ARTICLE VIII- BOARD OF DIRECTORS

Section 1 – Authority and Responsibility

The governing body of the Association shall be the Board of Directors. The Board shall have supervision, control and direction of all affairs of the Association. The Board may adopt such rules and regulations for the conduct of its business as it shall deem advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility as it deems appropriate.
Section 2 – Composition and Qualifications

The Board shall have nineteen (19) members consisting of the President, the First Vice President and Treasurer, the Second Vice President, the Third Vice President and Secretary and the Past President plus fourteen (14) members to be elected from the membership as follows:

- One At-Large member representatives from any of the following categories;
- One member representing the Educational Institution category;
- Two members representing the Master Logger category;
- One member representing the Professional Forester category;
- One member representing the Pulp and Paper category;
- Two members representing the Primary Manufacturing category of Sawmill, Veneer Mill, Concentration Yard, Dry Kiln, Treating Plant and Stave Mill operations;
- Two members representing the Secondary Manufacturing category of Flooring, Furniture, Cabinet, Barrel Cooperage, Millwork, Components, Dimension, Pallet, Crating and wood residual operations;
- One member representing the Forest Industry Equipment and Machinery category;
- One Tree Farmer member representing the Tree Farmer, Woodland Owner and Non-Timber Forest Products category;
- One member representing the Student category; and
- One member representing the Professional Services category which may include legal, financial, insurance, engineering, human resources or other appropriate professional services.

Section 3 – Classes, Term of Office and Term Limits

Directors shall be divided into three classes as nearly equal in number as possible with one class being nominated and elected each year in accordance with the provisions set forth in Article VIII, Section 4 hereof for a term of three (3) years or until their successors have been elected and qualified. The term of office for Directors shall begin upon installation at the next Board meeting following election and shall end at the annual meeting three (3) years later at which their successors are installed.

The elected Directors shall be limited to a total of two consecutive three (3) year full terms. To serve additional terms, a minimum one-year waiting period after completion of the second full term must be observed.

Section 4 – Nominations and Elections of Directors

A. Nominations for Directors
The Executive Committee shall serve as the nominating committee and shall meet each year to solicit, evaluate and propose candidates willing to stand for election, to fill all vacancies created due to the expiration of Board member terms in the specific membership categories set forth in Article VIII, Section 2 hereof. The candidates so proposed will constitute the slate of candidates for each category.

The Executive Committee is responsible for assuring that this nomination process is completed before the annual meeting.
B. Elections of Directors
Directors may be elected either at the annual meeting or, in the discretion of the Executive Committee, in advance of the annual meeting as set forth herein. Each member of the Association shall be provided a paper, online or email ballot containing the names of the slate of candidates for each membership category nominated by the Executive Committee, including both a place for indicating the member’s vote for other candidates in any membership category and a statement of the deadline by which such ballot must be submitted online or by mail or email to the Association office. The ballots so submitted shall be counted by the Executive Director, who shall then certify the results of the election to the President for presentation to the membership at the next annual meeting.

Section 5 - Meetings of the Board of Directors

A. Meetings
Meetings of the Board shall be held no less than four (4) times during each calendar year at such time and at such place as the Board may designate. Special meetings of the Board may be called by the President or at the request of any three (3) Directors. Sufficient notice shall be given to each member of the Board before the meeting is held.

B. Quorum
At any meeting of the Board, a majority of the Directors must be present to constitute a quorum for the transaction of business.

C. Voting
If there is a quorum, all matters will be decided by a majority vote of the Directors present unless otherwise provided in these Bylaws.

D. Voting by Mail/Fax/Electronic Means
Meetings of the Board may be held by telephone or any other video or audio communications equipment if all persons participating can hear each other and such participation in a meeting pursuant to this provision shall constitute presence at such meeting. Directors may also use facsimile or e-mail transmissions to register votes for a meeting at which Directors are not physically present or, in accordance with the provisions of Article VII, Section 5.B hereof, to allow the Directors to vote on matters by electronic or facsimile transmission without meeting.

E. Vacancies
Any vacancy occurring on the Board between annual meetings shall be filled by appointment by Directors then remaining on the Board. A Director so appointed to fill a vacancy shall serve the unexpired term of the predecessor. Such service shall not constitute a full term of office for purposes of Article VIII, Section 3 hereof.

F. Company Affiliation
If a Director changes his or her company affiliation, the Board shall by majority vote determine whether such Director may continue to serve his or her remaining unexpired term. In the event that mergers, acquisitions or other changes in company affiliation result in multiple Directors from the same company, the Board may in the interest of fair Board representation of all members require such resignations from the Board as may be necessary for said company to limit its representation on the Board to one Director.

G. Removal of Directors
The Board may remove any Director, including officers, from office for reason of misconduct, incompetence or neglect of duty if, after notice to such Director and an opportunity for such Director to be heard by the Board, such removal is approved by a two-thirds (2/3rds) majority vote of all of the Directors, provided, however, any person being considered for removal shall not be entitled to vote on the subject.

H. Compensation
All Directors, including officers, shall serve without compensation.

ARTICLE IX - OFFICERS

Section 1 - Officers
The following officers of the Association shall be elected by the Board from the membership of the Board: a President, a First Vice President and Treasurer, a Second Vice President, a Third Vice President and Secretary and a Past President.

Section 2 - Authority and Responsibility of Officers
The authority and responsibility of the officers shall be as below, although the duties of the officers, or any part thereof, may be delegated to the Executive Director by action of the Board.

A. President
The authority and responsibilities of the President are as follows:

• Serve on the Executive Committee and the Board;
• Preside at the Annual Meeting of the membership;
• Preside at all meetings of the Board;
• Oversee the long-range programs of the Association;
• Supervise the Ohio Forestry Association and all trusts, grants and general external support opportunities;
• Report on goals and program matters to the Board;
• Serve as Chair of the Executive and Finance Committees;
• Serve as an ex officio member with voting privileges of all committees established by the Board; and
• Appoint the chairs of such committees as may be created by the Board.

B. First Vice President and Treasurer
The authority and responsibilities of the First Vice President and Treasurer are as follows:

• Serve on the Executive Committee and the Board;
• Preside at all meetings of the Board and of the membership in the absence of the President;
• Perform all duties as may be assigned by the Board or the President;
• Maintain knowledge of all Association accounts, receipts and disbursements;
• Present to the Executive Committee or Board, as either may require, an accounting of the finances for all sponsored programs and functions of the Association;
• At the end of each fiscal year, submit the Association’s accounts for compilation by a certified public accountant approved by the Board, which compilation shall be presented to the Board at its first meeting of the new fiscal year; and
• Assist the Executive Director in the preparation of the budget.

C. Second Vice President
The authority and responsibilities of the Second Vice President are as follows:

• Serve on the Executive Committee and the Board;
• Assist the President and the Executive Director with the planning and organizing of the Association’s Annual Meeting; and
• Perform all duties as may be assigned by the Board or the President.

D. Third Vice President and Secretary
The authority and responsibilities of the Third Vice President are as follows:

• Serve on the Executive Committee and the Board;
• Assist the Association staff and Executive Director with drafting of Board meeting minutes and preparing minutes for Board review and approval; and
• Perform all duties as may be assigned by the Board or the President.

E. Past President
The authority and responsibilities of the Past President are as follows:

• Serve on the Executive Committee and the Board; and
• Perform all duties, as may be requested by the Executive Committee, regarding the Executive Committee’s responsibilities when functioning as a nominating committee.

Section 3 - Nomination, Succession and Election of Officers

At its first meeting following the Annual Meeting of the membership, the Board shall meet and elect the officers of the Association. Each incumbent officer shall, if and to the extent possible, be nominated for progressive election to the next office. The Executive Committee shall nominate a candidate to serve as Third Vice President and Secretary and any other candidate necessary for an officer position which cannot be filled by progression of an incumbent. If the Past President position cannot be filled by progression of the incumbent President, the Executive Committee shall nominate the most immediate Past President willing and available to serve in such office.

Section 4 - Term of Office and Term Limits

The term of office for officers shall be for one (1) year and shall begin when elected at the Annual Meeting by the Board and shall continue until the next succeeding Annual Meeting at which their successors are elected and installed.

Officers’ terms shall be limited to one (1) term in each position.

Section 5 – Vacancies

Vacancies in any elected office may be filled for the balance of the term by the Board at any regular or special meeting.
ARTICLE X - COMMITTEES AND EX OFFICIO GROUPS

Section 1 – Executive Committee

A. Composition
The Executive Committee shall consist of the officers of the Association, all of whom shall be voting members.

B. Authority
The Executive Committee represents the Association with review and approval of the Board. The Executive Committee shall possess and may exercise all powers of the Board during intervals between the meetings of the Board as the Executive Committee shall deem to be in the best interests of the Association, provided that where specific policies have been established or directions given by the Board, the actions of the Executive Committee shall be in accord with such policies or in compliance with such directions and, provided further, that the Executive Committee may not act in any matters where action of the Board is specifically required by law.

C. Responsibilities
The Executive Committee shall be responsible for the following:

- Direct the activities of the Association with oversight from the Board;
- Bring recommendations for action to the Board on matters of the Association;
- Supervise the activities of the Executive Director;
- Assist the Executive Director in the hiring, compensation and discharge of all employees, staff, counsel and consultants; and
- Implement the nomination and election process for Directors as described in Article VIII, Section 4.

D. Meetings
Meetings of the Executive Committee shall be held no less than four (4) times during each calendar year at such time and at such place as the Executive Committee may designate. Special meetings of the Executive Committee may be called by the President or at the request of any two (2) members of the Executive Committee.

E. Quorum
At any meeting of the Executive Committee, three (3) members shall constitute a quorum for the transaction of business.

F. Voting
All matters will be decided by a majority vote.

G. Voting by Mail/Fax/Electronic Means
Meetings of the Executive Committee may be held by telephone or any other video or audio communications equipment if all persons participating can hear each other and such participation in a meeting pursuant to this provision shall constitute presence at such meeting. Members of the Executive Committee may also use facsimile or e-mail transmissions to register votes for a meeting at which Executive Committee members are not physically present or, in accordance with the provisions of Article VII, Section 5.B hereof, to allow the Executive Committee members to vote on matters by electronic or facsimile transmission without meeting.
H. Vacancies
When a vacancy occurs on the Executive Committee, the remaining members of the Committee will appoint a candidate from the Board to serve the term of the departed member. The Board will vote on approval this nomination at its next regularly scheduled meeting.

Section 2 – Other Committees

Other committees, standing or special, may from time to time be created by the Board as and for so long as the Board may deem necessary to carry on the work of the Association, including those set forth below. Except as may be otherwise provided herein, the President shall appoint the chairs of such committees and the Executive Committee shall appoint and may replace the members of such committees.

A. Bylaws Committee
The Bylaws Committee is responsible for reviewing the bylaws of the Association, the Ohio Forestry Association Foundation, the Logging Standards Council and all Loggers’ Chapters annually for updates and revisions.

B. Camp Canopy Committee
The Camp Canopy Committee is responsible for planning and organizing the Camp Canopy event for the upcoming year.

C. Finance Committee
The Finance Committee consists of the President, the First Vice President and Treasurer, the Executive Director, and two at-large members of the Association appointed by the Executive Committee. The Finance Committee will be responsible for the preparation of the annual budget to be submitted to the Board for action. The Finance Committee may appoint a Compensation Subcommittee to research and advise on compensation of employees, staff, counsel and consultants.

D. Legislative Committee
The Legislative Committee will assist the Executive Director in determining the legislative, regulatory or legal positions of the Association.

E. Logging Standards Council
The Logging Standards Council provides administration, guidance and direction for the Ohio Voluntary Master Logging Company Program and operates under the auspices of the Board. Members are determined in accordance with the Logging Standards Council Bylaws.

F. Membership Committee
The Membership Committee is responsible for monitoring and promoting the membership of the Association.

G. Paul Bunyan Show Committee
The Paul Bunyan Show Committee is responsible for planning, budgeting, organizing and running the annual trade show.

H. Strategic Planning Committee
The Strategic Planning Committee is responsible for planning, organizing, and producing a
strategic plan for the Association every 3 to 5 years.

I. Workforce and Professional Development Committee
The Workforce and Professional Development Committee is responsible for examining, researching, and expanding professional trainings offered by the Association for all aspects of the Industry. It is also responsible for collaborating with partners to promote the Industry and recruit the next generation of workers.

Section 3 – Ex Officio Groups
Ex Officio Groups can be formed by the Board to function in an advisory capacity to the Association. Ex Officio Groups shall serve at the pleasure of the Board and may be formed and dissolved as required. Individuals serving in an Ex Officio capacity are not considered for quorum purposes and such person or persons are not given a vote.

ARTICLE XI - EXECUTIVE DIRECTOR AND STAFF

Section 1 – Appointment
The Board shall employ an individual who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by a contractual agreement.

Section 2 – Authority and Responsibility
The Executive Director shall be the Chief Operating Officer of the Association responsible for all management and administrative functions, staffing and other activities conducted by the Association, subject to the control and direction of the Executive Committee. He or she shall implement and communicate strategies and policies adopted by the Board, assist the Finance Committee in the preparation of the annual budget and supervise collection of revenues and payment of expenses. He or she shall have such other powers and duties as may from time to time be assigned by the Board or the Executive Committee and shall be, ex-officio, a member of all committees, without voting power. He or she shall have custody of all corporate and other records, statistics, and documents of the Association.

ARTICLE XII – CONFIDENTIAL DATA
Whenever it shall become necessary for the Association to obtain from the members information which they, or any of them, desire be kept confidential in any form which would identify such information as the information of the particular member, such data shall be kept in the exclusive custody of the Executive Director and Association staff. Under these circumstances, it shall be the duty of the Executive Director and staff not to disclose this information except in such form as will safeguard the identity of the individual companies, unless otherwise required by legal process.

ARTICLE XIII – NON-DISCRIMINATION
The Association will not discriminate on the basis of gender, race, color, religion, national or ethnic origin, age, sexual orientation or disability.
ARTICLE XIV – INDEMNIFICATION

Each person who at any time is or shall have been a Director or Trustee, officer, employee or agent of the Association, or is or shall have been serving at the request of the Association as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his/her heirs, executors and administrators, shall be indemnified by the Association in accordance with and to the full extent permitted by the Ohio Non-Profit Corporation Act Chapter 1702 of the Ohio Revised Code is in effect at the time of the adoption of these Bylaws or as amended from time to time thereafter. The foregoing right of indemnification shall not be deemed exclusive of their rights to which any director, trustee, officer, employee, agent, or other person may be entitled in any capacity as a matter of law or under any Regulation, agreement, note of membership or trustees, or otherwise and shall not extend to those who have acted illegally. If authorized by the Board, the Association may purchase and maintain insurance against liability on behalf of any such person to the full extent permitted by law in effect at the time of the adoption of these Bylaws or as changed from time to time.

ARTICLE XV - FINANCIAL OVERSIGHT

Section 1 - Application of Funds

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall inure or be distributed to the members of the Association.

Section 2 - Authorization of Funding Expenditures

The Executive Director may approve the expenditure of all funds under $15,000 (fifteen thousand), provided the expenditure is a line item in the annual budget that has been approved by the Board. Expenditures over $15,000 (fifteen thousand) and a line item in the Board approved budget shall be approved by the Executive Director and the First Vice President and Treasurer. Expenditures that are not a line item in the Board approved budget shall be approved by the Executive Committee.

Section 3 – Bond

The Board may require a Fidelity Bond or Crime/Employee Dishonesty Insurance from any person responsible for Association funds. The Association shall pay the premium on such bond.

ARTICLE XVI – DISSOLUTION

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 recommended by the Board.

ARTICLE XVII - LIMITATIONS

The Association is not organized for profit. No part of its net earnings shall inure to the Benefit of any private individual.
ARTICLE XVIII - AMENDMENTS

These Bylaws may be amended, supplemented or repealed by a majority vote of the members at any meeting of the membership, provided notice of the substance of the proposed amendments shall have been given with notice of such meeting, or by voting by mail or email ballot in accordance with the provisions of Article VII, Section 5.B hereof.

As Amended __________, 2023