

**YAMHILL COUNTY SMALL WOODLANDS ASSOCIATION  
BYLAWS**

**ARTICLE I  
NAME AND LOCATION**

The name of this association shall be the Yamhill County Small Woodlands Association. Its principle office and principle place of business shall be in McMinnville, County of Yamhill, Oregon.

**ARTICLE II  
OBJECTIVES**

The Yamhill County Small Woodlands Association (YC SWA) is a local chapter of the Oregon Small Woodlands Association (OSWA). YC SWA's purpose is to support and promote the efforts of small woodlands owners in Yamhill County to develop their forest properties in conformance with best practices and personal goals. To accomplish these ends, YC SWA shall:

- Provide an opportunity for local small woodlands owners to meet each other;
- Provide an opportunity for local small woodlands owners to learn about and discuss good stewardship practices, markets, and issues affecting small woodlands;
- Promote communication between YC SWA members and local programs that assist or impact small woodlands owners;
- Provide feedback to OSWA regarding the needs and interests of small woodlands owners in Yamhill County;
- Communicate information regarding statewide matters to YC SWA members and the public;
- Develop and support programs that educate Yamhill County residents and visitors about good forest stewardship practices and the benefits of local small woodlands ownership.

**ARTICLE III  
MEMBERSHIP AND DUES**

A. Membership.

There are three membership categories: voting, associate, and Honorary Life Membership.

1. Voting Membership.

Any person, firm, or corporation that is a voting member of the Oregon Small Woodlands Association in good standing and that selects Yamhill County Small

Woodlands Association as their primary or additional local chapter shall be a voting member of YC SWA. A single voting membership covers up to three individuals at any one address, each of whom is considered a separate Voting Member entitled to vote.

2. Associate Membership.

Any person, firm, or corporation that is an associate member of the Oregon Small Woodlands Association in good standing, shall be an associate member of YC SWA. Associate members may participate in YC SWA meetings and activities and receive YC SWA mailings, but may not vote or hold office.

3. Honorary Life Membership.

Any individual whom the Oregon Small Woodlands Association Board of Directors appoints as an Honorary Life Member at the Annual Meeting and who selects Yamhill County Small Woodlands Association as their primary or additional local chapter shall be an Honorary Life Member of YC SWA. This is an honorary appointment that does not carry with it any membership benefits or voting privileges.

B. Dues.

Dues are included in OSWA dues. YC SWA reserves the right to charge for specific events or activities, but will not charge separate dues.

C. Termination of Membership.

Membership in YC SWA automatically terminates when the member's membership in OSWA terminates. The YC SWA Board of Directors may recommend that the OSWA Board of Directors terminate members who meet criteria for termination stated in the OSWA Bylaws. Termination of membership terminates the member's interest in, or claim to, any YC SWA property, and no individual, firm, or corporation whose membership terminates for any reason shall receive any remuneration whatsoever for any interest they may claim in YC SWA property.

## ARTICLE IV VOTING RIGHTS

A. Eligibility.

Each Voting Member in good standing as of the date of a YC SWA meeting or 30 (thirty) days before a OSWA meeting shall be entitled to one vote at that meeting.

B. Voting by Mail.

At the discretion of the Board of Directors, voting by mail may be conducted on any business to be transacted at any regular, special, or annual meeting. If the Board of Directors elects to conduct a vote by mail, it must be announced sufficiently in advance of the meeting to enable Voting Members to submit their ballots. To be counted, ballots must be received at the designated mailing address no later than the day of the meeting. The outer envelope must be signed by the Voting Member(s) returning the ballot(s). The Board may elect to conduct both, or either, a vote by mail and a vote in person on any matter.

## ARTICLE V CHAPTER GOVERNMENT

### A. Government.

YC SWA affairs shall be managed by a Board of Directors representative of YC SWA membership.

### B. Board of Directors.

#### 1. Number of Directors and Quorum.

The Board of Directors shall consist of at least five (5) and no more than nine (9) members. A quorum for the purpose of conducting any business shall be a majority of elected Directors.

#### 2. Qualifications and Terms of Directors.

Directors shall be elected by majority vote of Voting Members voting at the Annual Meeting, including Voting Members voting by mail if the Board elects to conduct the vote by mail. Directors shall be YC SWA Voting Members in good standing on the day they take office. Terms shall be two years, with half elected in one year and the remainder the following year. Vacancies on the Board of Directors may be filled by appointment by the Board. Directors so appointed shall serve the remaining term of the Director they replace. Elected Directors shall take office immediately following the Annual Meeting at which they are elected. Appointed Directors shall take office immediately upon appointment.

#### 3. Meetings of the Board of Directors.

The Board shall hold at least two meetings annually, an Annual Board Meeting following the YC SWA Annual Meeting and a planning meeting to plan the next YC SWA Annual Meeting and nominate new Directors. The Board shall elect officers at the Annual Board Meeting. Additional meetings may be called by the President or by a Board majority. Any YC SWA business may be transacted at any Board meeting. The Board may hold its meetings in private and may invite members and others to attend and participate without causing its meetings to become public.

#### 4. Removal or Resignation from Board of Directors.

Directors whose voting membership in YC SWA terminates are automatically removed from the Board without further action by the President or Board. A Director may resign at any time, by submitting a written resignation to the Board President. Resignations are effective upon their acceptance by the President.

### C. Committees.

#### 1. Standing Committees.

The Board may appoint at its discretion committees to assist in carrying out the mission of the YC SWA. These committees may include Education, Government Affairs, Membership, Program, and others as may be needed. The Board shall appoint Committee members from those members in good standing and others the Board determines to be of benefit to the specific task of the committee.

#### 2. Temporary Committees.

The President may appoint any temporary committee required to serve a particular situation or to expedite the business and interest of YC SWA.

#### 3. President as Committee Member.

The President, or designated representative, shall be a voting member of all committees.

## ARTICLE VI OFFICERS

### A. Officers.

Officers shall be Voting Members who are elected members of the Board of Directors. The Officers shall be a President, a Vice President, a Treasurer, and a Secretary. Either the President or other Voting Member shall serve as YC SWA representative to the OSWA Board of Directors. Officers shall be elected by the Board at the Annual Board Meeting and announced to the membership. Vacancies in any office may be filled at any meeting of the Board. A Director may hold more than one office, except that the President and Vice President shall not be the same person.

### B. Duties of Officers.

#### 1. President.

The President shall preside at all YC SWA and Board meetings and, subject to the approval of the Board of Directors, shall have general supervision and management of YC SWA affairs. The President shall perform all acts and duties usually required of a presiding officer and other duties assigned by the Board of Directors. The President shall be responsible for preparing a program for YC SWA meetings and may delegate this duty. The President shall prepare an annual report for consideration by the membership at the Annual Meeting regarding the YC SWA's activities in the preceding year.

#### 2. Vice President.

The Vice President shall perform the duties of the President in the President's absence and shall also perform all duties that may from time to time be assigned by the President or the Board of Directors. In the event of a vacancy in the office of President, the Vice President shall have all powers of the President until the Board elects a new President.

#### 3. Treasurer.

The Treasurer shall have custody of all moneys YC SWA collects and shall keep and balance regular books of account. The Treasurer shall report regularly to the President on the status of YC SWA accounts and shall make such periodic reports to the Board of Directors and the membership as the President or Board direct. The Board may require that the Treasurer be bonded.

#### 4. Secretary.

The Secretary shall keep minutes of Board meetings and shall call Board and membership meetings as the President or Board majority direct.

#### 5. Education Liaison.

The Board may elect a Voting Member to serve as Education Liaison. The Liaison will work with OSU Extension, local schools, and other groups (a) to exploit opportunities for YC SWA to educate children and the public about small woodlands stewardship and (b) to create education opportunities for YC SWA members.

#### 6. OSWA Representative.

The Board may elect a Voting Member to serve as YC SWA representative to the OSWA Board of Directors. In the event no member is so elected, the President shall serve as OSWA Representative. The Board may elect an alternate representative to attend OSWA meetings in the event the OSWA Representative is unable to attend.

7. General duties.

All Officers shall, in addition to specific duties described in these Bylaws, assume responsibility for other tasks as the Board or President may direct.

## ARTICLE VII MEMBERSHIP MEETINGS

A. Annual Meeting.

The YC SWA Annual Meeting shall be held on a date and at a place established by the Board of Directors and announced to the membership. The Annual Meeting need not be held on the same date or in the same place each year, except that the Annual Meeting date shall fall after the OSWA Annual Meeting and shall be held in YC SWA's principal place of business, unless a different place is designated in the meeting notice. Business to be transacted at the Annual Meeting shall include the election of Directors, consideration of the President's and Treasurer's annual report, and transaction of any other business listed in the meeting notice.

B. Regular Membership Meetings.

The President shall prepare an annual program of meetings for the general membership. The purpose of these meetings shall be to effect the YC SWA purposes described in these Bylaws. Business shall be transacted at Regular Membership Meetings only if written notice of the business has been given to Voting Members at least ten (10) calendar days before the meeting.

C. Special Meetings.

Special meetings may be called by the President, a majority of the Board of Directors, or by petition signed by twenty-five or more Voting Members. For purposes of calling a meeting, facsimile signatures and email confirmations are acceptable. Special Meetings may be called to coincide with Regular Membership Meetings.

D. Meeting Notice.

Written notice of the Annual Meeting and of business to be transacted at Regular Membership Meetings shall be given to each Voting Member at the member's last known address post-marked not less than ten (10) calendar days before the meeting. Written notice of Special Meetings and the business to be transacted at the Special Meeting shall be given to each Voting Member at the member's last known address post-marked not less than three (3) calendar days before the meeting. Posting notice in the Snag or its successor shall, if timely, constitute notice for purposes of this Article. Alternatively, notice may be given electronically within the time periods stated above to members who elect to receive notice electronically.

E. Quorum.

A quorum for transacting any duly-noticed business at any special, regular, or Annual meeting shall consist of those Voting Members voting on the matter under consideration, including voting by mail if the Board of Directors elects to conduct a vote by mail. Voting by proxy is prohibited.

## **ARTICLE VIII INDEMNIFICATION OF OFFICERS, EMPLOYEES, AND AGENTS**

**A. Officers and Directors.**

YC SWA Officers and Directors are entitled to mandatory indemnification under ORS 65.394, and may apply for court-ordered indemnification under ORS 65.401, in each case, to the same extent as a director under ORS 65.394 and 65.401.

**B. Employees and Agents.**

YC SWA may indemnify and advance expenses under ORS 65.387 to 65.411 to an employee or agent who is not a director to the same extent as to a director.

## **ARTICLE IX AMENDMENTS**

These Bylaws may be amended, repealed, or altered in whole or in part and new bylaws may be added only by a majority vote of Voting Members voting, including voting by mail if the Board of Directors elects to conduct a vote by mail, at the Annual Meeting or at a Special Meeting called for that purpose. The specific proposed changes or additions shall be included in the meeting notice. Amendments shall be effective upon their enactment, unless a different effective date is included in the amendment's terms.

## **ARTICLE X DISSOLUTION**

In the event of dissolution, YC SWA assets shall first be allocated to debts authorized and incurred by the Board of Directors or by any officer with approval of the Board of Directors. Any remaining assets shall be granted to the scholarship fund of the College of Forestry at Oregon State University.

## **ARTICLE XI RULES OF ORDER**

All general YC SWA membership and YC SWA Board meetings shall be conducted in accordance with Roberts Rules of Order for Small Boards, most recent edition.