



**FRIENDS OF THE FOREST, INC.**  
A non-profit Corporation  
Sedona, AZ

BYLAWS

Index:	Article	1:	Name and Address
	Article	2:	Business and Purpose
	Article	3:	Geographic Scope
	Article	4:	Structure of the Corporation
	Article	5:	Membership, Voting Eligibility and Dues
	Article	6:	Board of Directors (Board)
	Article	7:	Board Meetings and Actions
	Article	8:	Officers
	Article	9:	Executive Committee
	Article	10:	Meetings of Membership
	Article	11:	Elections
	Article	12:	Termination of Members
	Article	13:	Financial Administration
	Article	14:	Amendment of Bylaws

Article 1. Name and Address

The name of this Corporation shall be "Friends of the Forest, Inc.". The mailing address shall be Friends of the Forest, PO Box 2391, Sedona, AZ 86339.

Article 2. Business and Purpose

This not-for-profit 501(c)3 Corporation is formed for philanthropic, educational and scientific forest-related activities appropriate to the following Statement of Purpose:

"The Friends of the Forest, Inc. is dedicated to assisting the United States Forest Service in maintaining, protecting, and restoring the natural and cultural resources and scenic beauty of our forest lands for the enjoyment and use of present and future generations. We are a solution-oriented volunteer group which works in partnership with the Forest Service to assist the Service in tasks it does not have the manpower or the funds to accomplish on its own."

Article 3. Geographic Scope

The Friends of the Forest, Inc. ("Corporation") shall be primarily concerned with the lands administered by the Red Rock Ranger District of the Coconino National Forest.

Article 4. Structure of the Corporation

The structure of the Corporation shall include at least the following, as provided in Articles below: (1) the Membership, (2) the Board of Directors, (3) Officers, (4) Executive Committee, and (5) such committees as shall be needed.

Article 5. Membership, Voting Eligibility and Dues

Membership shall be defined as follows:

Individual Membership shall be open to any and all persons who are dedicated to promoting the purposes of the Corporation. Each Individual Member shall be eligible to cast one vote at the annual meeting of the Membership. (See article 10)

Family Membership shall be open to immediate family members including minor children who are dedicated to promoting the purposes of the Corporation. Minors 16 and 17 years old are considered to be members under Family Memberships and are allowed to participate in activities under direct supervision of a parent or legal guardian who is also a member of the Corporation. Minors under 16 years old are considered to be members under Family Memberships but may participate in committee activities only when

granted permission by the committee chair and accompanied by a parent or legal guardian who is also a member of the Corporation. Some activities may be considered not appropriate or safe for minors under 16 years of age. Each adult member under Family membership shall be eligible to cast one vote at the Annual Meeting of the Membership.

Dues for individual and family memberships shall be as determined by the Board (see Article 6), and shall be due and payable on or before January 1 each year. Members whose dues are in arrears more than 90 days shall not be eligible to vote, nor to serve as officers or on the Board.

Honorary memberships may be provided for outstanding service or other reasons at the discretion of the Board.

Members are expected to adhere to the provisions stated in these Bylaws. No member of the Corporation shall act as a representative of the Corporation without the written authorization from the President or the Board. (See Article 6 & 8)

Without the prior written approval of the President, a member shall not use the Corporation name or logo for any purpose other than an activity undertaken on behalf of the Corporation.

Members may be entrusted with sensitive information, and they are expected to treat it as such and seek the counsel of the President if they are in doubt about its proper use

#### Article 6. Board of Directors (Board)

The affairs of the Corporation shall be governed by its Board of Directors, consisting of the Officers (see Article 8) and not less than four nor more than thirty additional Directors. The number of Directors may be changed at any time by action of the majority of the existing Board.

Directors shall be elected at the annual meeting by the Membership. The term of office for each Director shall be three years, except that the initial Board shall serve staggered terms: one-third to serve three years, one-third to serve two years, and one-third to serve one year. Each Director shall serve without monetary compensation.

Any mid-term vacancy occurring on the Board may be filled through appointment by a majority of the remaining Directors to fill the unexpired portion of the term.

Any action by the Board to change the number of Directors shall be taken so as to preserve the original ratio of staggered terms. The Board may fill additional seats by appointment; a Director so appointed shall serve until the next Annual Meeting of the Membership, at which time Members shall elect Directors to fill the unexpired terms for these seats.

The District Ranger of the Red Rock Ranger District, or his designee, shall be an ex-officio non-voting member of the Board.

#### Article 7. Board Meetings and Actions

The Board shall meet at least twice per year in open session. One of these Board meetings shall be held within 60 days after the Annual Meeting of the Membership, for the purpose of electing Officers. (See Article 8) Special meetings, as may be needed to conduct Board business, may be called by the President or by 20 percent of the Directors. Notice of any special meeting shall be given to each Director not less than seven days in advance of the meeting.

A majority of the entire Board shall constitute a quorum, except as otherwise required by law or in these Bylaws. The action of a quorum shall be the action of the Board.

All expenditures of \$200 or more shall be approved by the Board.

#### Article 8. Officers

The Officers of the Corporation include the President, Vice President, Secretary, Treasurer, and such other officers as may be created by the Board.

Officers shall be elected by the Board from within its ranks, and shall serve for a one year term without compensation. Any vacancy in an office may be filled through appointment by the Board for the unexpired term.

The President shall preside over meetings of the Board, the Executive Committee and the Membership, shall be responsible for periodic reports to the Membership, and communication to the public. The President shall be responsible to make proper notification of all meetings. The President is authorized to approve payment of expenses under \$200 without further authorization.

The President may appoint standing or special committees to assist in the functions of the Corporation. Such appointments shall be approved by the Board.

The Vice President shall serve in the absence of the President, and shall be generally responsible for the Corporation in the absence of or at the discretion of the President.

The Secretary shall keep minutes of meetings of the Board, the Executive Committee and the Membership, and shall be responsible for the correspondence and files of the Corporation.

The Treasurer shall be responsible for maintenance of Corporation assets, and all billings and payments due. The Treasurer is authorized to sign checks in payment of expenses under \$200 with the approval of the President, or of expenses of \$200 or more when approved by the Board. Routine expenditures, including but not limited to newsletter printing, postage, and member badges, may be paid by the Treasurer provided approval is given annually by the Board.

Other powers and duties of Officers may be specified by resolution of the Board.

#### Article 9. Executive Committee

The President may appoint an Executive Committee consisting of the Officers and at least three other Directors. Additional Executive Committee members may be added at the discretion of the President, but at no time may the Executive Committee exceed 13 members.

The Executive Committee shall be empowered to make decisions and take actions between Board meetings.

A majority of the Executive Committee which includes the President or the Vice President shall constitute a quorum.

The District Ranger of the Red Rock Ranger District, or his designee, shall be an ex-officio non-voting member of the Executive Committee.

#### Article 10. Meetings of Membership

An Annual Meeting of the Membership shall be held each year in October or November for election of Directors and for other business that may be agendized. Notice of the date, time and place of the Annual Meeting shall be sent to all Members not less than 14 days in advance of the Meeting. (See Article 11.) This mailing shall include an agenda and a ballot. A quorum for the Annual Meeting shall consist of those members present and those voting by absentee ballot.

Other meetings of the Membership may be called during the year by the President, or by majority vote of the Executive Committee or of the Board. Notice of the date, time and place of such meeting shall be sent to all Members not less than 14 days in advance of the meeting. A quorum shall consist of Members present.

Unless otherwise provided in these Bylaws, Roberts Rules of Order shall be observed at Membership meetings.

Article 11. Elections

Not less than 30 days in advance of the Annual Meeting, the Board shall appoint a nominating committee of five Members to produce a list of candidates for Directorships. One of these five shall be a Director and shall chair the nominating committee; the other four may or may not include Directors.

A ballot, prepared by the nominating committee, shall be sent to all Members with the notice of the Annual Meeting. This ballot shall include the committee's list of nominees, plus space for nominees which may be written in by the members. To be available for tabulation, all absentee ballots and write-in votes shall be received by the Secretary before 5 pm of the day preceding the election.

The candidates receiving the greatest number of votes at the annual meeting shall be declared to be elected.

Article 12. Termination of Members

Any Member may be removed for cause upon two thirds vote of the entire Board, taken at any meeting of the Corporation, provided that the Member in question has been given at least 10 days written notice that such action is to be considered.

Article 13. Financial Administration

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

All moneys and other assets received from membership dues, donations, bequests, grants, or other fund-raising activities shall be used to further the goals of the Corporation as described in these Bylaws.

All Corporation funds shall be deposited in an insured financial institution. All moneys withdrawn from this account shall require the signature of either the President, the Treasurer and/or the President's designated officer.

No monies shall be distributed to Officers, Directors or other Members in compensation or wages.

Contracts may be entered into on behalf of the Corporation, when authorized by the Board and executed by the President.

The accounts of the Corporation shall be audited annually.

Article 14. Amendment of Bylaws

Any amendment to these Bylaws may be initiated by the Board or by petition of 20 percent of the Members. Such amendment may be adopted at any Board meeting provided that each Director has received not less than 14 days notice of the specific change to be considered. Such amendment must be agreed upon by a two-thirds vote of the entire Board.

For the purpose of this article alone, Directors may vote by mail or in person. Mailed votes shall be addressed to the Secretary and received prior to the meeting.

AMENDED this 9<sup>th</sup> day of June, 2004.

8-29-04  
Date

  
Secretary