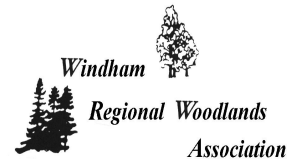


WINDHAM REGIONAL WOODLANDS ASSOCIATION

130 Austine Drive, Suite 300, Brattleboro, VT 05301

windhamwoodlands@gmail.com • www.windhamwoodlands.org



BYLAWS OF THE WOODLAND OWNERS ASSOCIATION, INC.

Adopted in 1972; Amended August 18, 1984; Amended August 16, 1986; Amended October 1, 2001; Amended September 19, 2015.

Article 1. Name

The name of the organization is Woodland Owners Association, Inc., doing business as Windham Regional Woodlands Association (WRWA).

Article 2. Purpose

WRWA's purpose is to support and promote science and education relating to conservation, forestry, and associated fields.

Article 3. Office

WRWA's registered office is 130 Austine Drive, Suite 300, Brattleboro, VT 05301.

Article 4. Members

Any person or organization that supports WRWA's purpose can become a member by submitting an application and paying the annual membership fee. WRWA does not discriminate based on race, color, creed, sex, gender, sexual preference or orientation, disability, or national origin.

Article 5. Board of Trustees (Board)

Section 1. Powers: The Board will manage the affairs of WRWA and make necessary rules and regulations that are consistent with the law, the Articles of Association, and these Bylaws.

Section 2. Number, Tenure, and Qualifications: The Board will consist of a minimum of nine WRWA Members. The Members will determine the number of Trustees and vote for the Trustees at the annual meeting of Members. Each Trustee will be elected for a term of three years, with three or more Members being elected at each annual meeting. Each Trustee will serve until his or her successor is duly elected and qualified. A Trustee may serve only two full consecutive terms. After at least one year as a non-Trustee, a former Trustee is eligible to again be elected as a Trustee.

Section 3. *Ex Officio* Member(s): The Windham County Forester and/or the Assistant Windham County Forester may, with prior approval of most of the Board, be a member of the Board until the next annual meeting of Members.

Section 4. Meetings: The Board will meet at least once each quarter of the fiscal year. No notice of regular Trustee meetings need be given if the place, date, and time are announced at the prior meeting.

Section 5. Special Meetings: Other meetings will be held when called by the President, or by the Clerk at the request of a majority of the Board. Notice of special meetings will be given by mail, telephone, electronic mail, or personally not less than twenty-four hours before the time of such meeting.

Section 6. Quorum: A majority of the Board will constitute a quorum for the conduct of business. When a quorum is present at a meeting, the vote of a majority of Board so present will decide any question that is brought before them. If there is no quorum, then a majority of the Trustees who are present can set a new meeting date and then adjourn the meeting that lacks a quorum.

Section 7. Absence from Meetings: Any Trustee who, in the span of twelve months, has more than three unexcused absences from duly notified Board meetings, will cease to be a Trustee. For good reason, the Board may excuse absence from any meeting either before or after the fact; the excuse will be noted in the minutes of the meeting at which it is given.

Section 8. Vacancies: If a vacancy occurs due to the death, resignation, removal, or disqualification of any Trustee, the remaining Trustees will, by majority vote, choose a successor Trustee. The successor Trustee will hold office until the end of the term of the Trustee whom he or she succeeds.

Section 9. Fees: The Board may establish the membership categories as well as the fees to be assessed to the members. WRWA can use its income, which includes membership fees and donations, only for expenditures that further WRWA's purposes.

Article 6. Officers

Section 1. Positions: The officers are the President, Vice-President, Treasurer, Clerk, and other officers as the Board may determine as proper.

Section 2. Election and Term of Office: The officers, except the Clerk, will be elected annually by the Board at its first quarterly meeting following the annual meeting of Members. The officers will hold office until the Board elects their successors. The election of an officer does not create contract rights, and the Board may remove an officer without cause. No person will hold more than one office concurrently.

Section 3. The Members will elect a Clerk each year, and the Clerk will hold office until his or her successor is elected. The Board can fill vacancies in any office, including the Clerk, at any duly called meeting. The President and Vice-President will be chosen from among the Board. The other officers need not be Trustees but must be Members.

Section 3. Duties of Officers

3.1 The President will call and preside over all Board meetings. The President will have general supervision, management, and control of WRWA business and activities; represent WRWA to the public; and perform such duties as the Board designates. Subject to the

Board's approval, the President has the power to sign certificates of indebtedness; sign and execute contracts and instruments of conveyance in the name WRWA; sign checks, drafts, notes, and orders for the payment of money; and appoint and discharge agents and employees.

- 3.2 The Vice-President will perform the President's duties in the in the absence of the President. In the absence of the Vice President, such duties may be performed by a Trustee who is authorized by the Board.
- 3.3 The Treasurer will have custody of all WRWA funds and securities and will keep a full and accurate account of receipts and disbursements in the WRWA books. The Treasurer will deposit money and other valuable property in the name and to the credit of WRWA in depositories designated by the Board; disburse the WRWA funds as ordered by the Board or by the President acting within the authority granted to him or her by the Board; and render a full account of all transactions and of WRWA's financial condition to the Members at their annual meeting and to the President and Board whenever they may require it. All checks and other commercial paper will be signed in the manner allowed by the Board. At least once each Fiscal Year, a person designated by the Board will review the accounts and report the findings at the annual meeting of Members.
- 3.4 The Clerk will record all votes and proceedings of the WRWA Members and Board, have custody of corporate records, sign with the President such papers as he or she may be authorized to sign by law or by the Board, authenticate WRWA records, and maintain a current list of names and addresses of all WRWA Members who are entitled to vote.

Section 4. Surety Bonds: The Board may require surety bonds for any officer.

Article 7. Meetings

Section 1. Annual Meeting: WRWA will hold its annual Members meeting in or near Windham County, Vermont in late summer or early fall. If the annual meeting must be canceled (e.g., due to extreme weather), the Board will reschedule the annual meeting, if feasible.

Section 2. Special Meetings: The Board may, at any time, call a special meeting of the Members. The President or Clerk will call a special Meeting if at least five percent of the Members submit a petition calling for a special meeting. The call for a special Meeting must contain a statement of the meeting objectives.

Section 3. Notice: At least ten days before the annual meeting of Members and any special meeting, the Clerk will notify the Members via U.S. Postal Service mail, telephone, electronic mail, or personally.

Section 4. Voting Rights: Each Member is entitled to one vote at any annual or special meeting of Members. A Member must vote in person and not by proxy.

Section 5. Quorum: At any meeting of Members, ten percent of the membership is a quorum. When there is a quorum at a meeting, the vote of a majority of the Members so present will decide any question brought before the meeting except as otherwise provided by law, the Articles of Association, or these Bylaws. If there is not a quorum, then a majority of members who are present can set a new meeting date and then adjourn the meeting that lacks a quorum.

Article 8. Fiscal Year

The WRWA fiscal year will begin on July 1 and end on June 30 of the succeeding year.

Article 9. Miscellaneous Provisions

Section 1. Gifts: The Board may accept gifts that are given to WRWA and will direct the use of any such gifts solely to further the purposes of WRWA.

Section 2. Scholarships: The Board may award scholarships to high school graduates residing in Windham County who intend to continue their education in conservation, forestry, or related fields. The Board may appoint a committee to review candidates and recommend recipients to the Board. The Board need not award scholarships in any year for which there are not sufficient funds or the Board does not select scholarship recipient(s).

Section 3. Compensation: No WRWA Trustee or Officer will receive, directly or indirectly, any salary or compensation for services rendered to WRWA, either as Trustee or Officer or in any other capacity, unless authorized by a majority vote of the Board.

Section 4. Reference: It is the intent of these Bylaws to set forth rules and regulations for the operation and management of WRWA that are most relevant to day-to-day activity. For other appropriate rights, remedies, and regulation, reference is made to Title 11 B, Nonprofit Corporations, of Vermont Statutes Annotated. However, in cases of conflict with statutory provisions, these Bylaw provisions will be controlling unless a Bylaw provision is unlawful.

Article 10. Amendments

These Bylaws may be altered or amended at any regular or special meeting of the Members by the affirmative vote of at least two-thirds of the Members voting, provided that notice of the character of the proposed amendment has been given in the notice of such Membership meeting.