

## **BY-LAWS**

### **WOODLAND OWNERS OF THE SOUTHERN ALLEGHENIES**

**Adopted March 22, 2025**

#### **Article I. ORGANIZATION**

The Association shall be known as the Woodland Owners of the Southern Alleghenies and may be abbreviated as WOSA.

#### **Article II. PURPOSES**

The purpose of WOSA is to provide a mechanism for receiving and exchanging information on best management practices in forestry, taking into account both economic return and protection of the resource for the future. WOSA will also endeavor to educate the public and promote local, state, and national legislation dealing with forest stewardship and sustainable use of land resources.

#### **Article III. MEMBERSHIP**

Section 1. WOSA will have three classes of membership as follows:

**Individual or family membership** (including family partnerships) is open to forest landowners who endorse and support the purposes of WOSA, and who either reside in or own forestland in the region.

**Associate and youth/student membership** is open to individuals who do not own forestland, but who endorse and support the purposes of WOSA.

**Sponsor membership** is open to public and private organizations which own forest land or have a public or commercial interest in wood products, land preservation, or wildlife conservation, and support the purposes of WOSA.

Section 2. Annual dues shall be established by the Board of Directors and approved by a majority vote of the membership at the annual meeting.

Section 3. Each individual or family membership is entitled to one vote at all WOSA elections. Associate and sponsor members may not vote at WOSA elections, but may serve on committees, task forces, and other appointed groups.

Section 4. Membership is on a calendar year basis beginning January 1 and running through December 31. Any member joining after September 30 of any year and paying the annual dues, will be credited with membership through December 31 of the following year.

Section 5. Any officer, director or member, who has acted in a manner that is not in the best interests of WOSA may be removed by the directors at any board meeting.

#### **Article IV. MEETINGS**

Section 1. The annual meeting of WOSA shall be held in October/November at a time and place determined by the Board of Directors. At the annual meeting, elections shall be held for the coming year, and other business may be transacted as needed.

Section 2. Membership meetings of WOSA will be held at least two times each year, in addition to the annual meeting, and may be held more frequently at the discretion of the Board of Directors. Membership meetings will be held in association with the Annual Picnic and the Annual Conference as part of this requirement.

Section 3. Special membership meetings may be called by the President, or upon written request of 15% of the individual or family members. Such requests shall be made to the Secretary and shall state the purpose of the meeting. The President will set the time and place for such a meeting.

Section 4. The members shall receive at least two weeks notice of all meetings of the membership.

Section 5. Fifteen individual or family members or 15% of such members shall constitute a quorum for the transaction of business at any membership meeting of WOSA.

Section 6. Meetings shall be conducted in accordance with Roberts Rules of Order.

#### **Article V. NOMINATIONS, ELECTIONS AND TERMS OF OFFICE**

Section 1. The officers of WOSA shall consist of a President, Vice-President, Secretary, and Treasurer. An Assistant Secretary may also be elected at the discretion of the Board of Directors. Other than the Treasurer, officers shall be elected annually and may be re-elected for two additional consecutive terms. There is no term limit on the position of Treasurer. Officers may be elected from the Board or from the general membership. If an officer is elected from the ranks of at-large members of the Board, an additional board member will be elected to fill the remaining term of that Board member. Existing officers will be asked to serve until their successor has been elected or appointed.

Section 2. The Board of Directors shall consist of the officers and six Directors at-large elected from the membership. Directors will serve for a term of three years and may be re-elected for one consecutive term. Upon completing a term as an officer, a person is eligible to be elected as a Director at Large for the normal three-year term and one consecutive term.

Section 3. At least one month before the annual meeting, the President shall appoint a nominating committee of three voting members. The nominating committee shall place in nomination, at the annual meeting, the name of at least one member for each position to be filled. Additional nominations may be made from the floor by any member eligible to vote.

Section 4. If a vacancy on the Board of Directors occurs during the year, the remaining members of the Board shall appoint a member to fill the vacancy. If the office of President becomes vacant, the Vice-President will become President, and the Board of Directors will appoint a Vice-President.

## **Article VI. DUTIES OF OFFICERS**

Section 1. The President shall preside at all meetings of WOSA and of the Board of Directors. He or she shall perform all acts and duties usually performed by a chief executive and sign all papers and certificates of WOSA as authorized or directed by the Board of Directors.

Section 2. The Vice-President shall act for the President in his or her absence and shall perform other special duties as assigned by the President or the Board of Directors.

Section 3. The Secretary shall prepare minutes of all meetings of WOSA and of the Board of Directors. The Secretary shall be in charge of all records of WOSA, including membership records and correspondence. If an Assistant Secretary is elected, the Secretary and the Assistant Secretary shall divide the secretarial duties as mutually agreed upon and so advise the Board.

Section 4. The Treasurer shall have charge, custody, and be responsible for all funds, securities, and financial instruments of WOSA. He or she shall keep full and accurate records of receipt and disbursement of funds and will maintain the bank accounts of WOSA. The Treasurer will make an annual financial report to the membership at the annual meeting.

Section 5. Upon the election of a successor, any officer of WOSA shall turn over to the successor, all WOSA records and materials that may be in his or her possession.

## **Article VII. BOARD OF DIRECTORS**

Section 1. The business of WOSA shall be managed by the Board of Directors. The Board shall meet not less than quarterly. Meetings of the Board are open to the membership. Six members of the Board of Directors shall constitute a quorum at meetings of the Board. In the event that there is not a quorum present for a Board meeting, any official actions proposed at such meeting must be confirmed or denied by written action, either by letter or e-mail, by a majority of the members of the Board, within 2 weeks of such proposed action.

Section 2. A special meeting of the Board of Directors may be called by the President or by a majority of the Board of Directors.

Section 3. The Board of Directors shall select one or more banks to serve as depositories of WOSA and determine the manner of receiving, depositing, and disbursing funds, including determining the person or persons who may authorize expenditures and sign checks.

Section 4. The Board of Directors will also include Directors Emeritus to honor founding members Armin Behr and John Herr. This position is honorary and does not have a term limit. It provides full membership rights but does not count as part of a quorum needed for a Board meeting.

## **Article VIII. AMENDMENT OF BY-LAWS**

The By-Laws of WOSA may be amended by a majority vote of the voting members present at a membership meeting, provided a copy of such amendment is furnished to the voting membership at least one month prior to the meeting at which the amendment is voted upon.

Revised April 2000

Revised March 2011

Revised November 2013

Revised March 22, 2025