

## **Indiana Community Forestry Council (IN-CFC) Constitution**

We, the members of the Indiana Community Forestry Council shall:

- Advise the State of Indiana on the best ways to equitably preserve, protect, expand, and improve Indiana's community and urban forests;
- Promote the coordination of efforts being made by the multitude of jurisdictions and entities who are impacted by and affect our community and urban forests,
- To ordain and establish this Constitution for the Indiana Community Forestry Council.

### **Article I: Name**

1. The name of this body shall be the Indiana Community Forestry Council, hereafter referred to as IN-CFC. It is an assembly of individuals who share a common mission to advance Indiana's commitment to the sustainability, equity, and resilience of all community and urban forests in Indiana.

### **Article II: Purpose**

Within the framework of this Charter, it shall be the purpose of IN-CFC to further the following duties and objectives:

1. To advise Indiana's Governor, Legislature, State Forester and Community and Urban Forestry Director, other legislative and administrative branches of state and local governments, schools, commercial and private landowners, and the people of the State of Indiana on the best ways to equitably preserve, protect, expand, and improve Indiana's community and urban forests, hereafter referred to as community forests.
2. To seek the broadest possible involvement of representatives of institutions, entities and persons involved in community forestry matters, and after thorough discussion and study, to arrive where possible at a consensus on matters relating to just community forestry policies and practices.
3. To provide a forum for the communication and exchange of information and experiences regarding community forestry initiatives and practices.

4. To report regularly, both formally and informally to the Governor, Legislature, State Forester, Community and Urban Forestry Director and other entities and persons in Indiana who are in positions to affect and influence urban and community forestry policies and practices adopted by the State of Indiana, its political subdivisions, its other public and private organizations, and its people.
5. To encourage the coordination of the activities of the institutions, entities and persons involved in community forestry issues so that the most beneficial, economical and just community forestry policies and practices are adopted wherever possible.
6. Advise and/or assist the State Forester in the development of program emphasis, priorities and implementation, and periodic review and revision of the 5 Year State Strategic Plan/ State Forest Action Plan.

### **Article III: Membership**

**Section 1. Eligibility.** Membership in IN-CFC is open to any person, regardless of residency, who is actively involved with or interested in the status of Indiana's community forests and concurs with the prescribed purposes and objectives of this organization.

Membership will be ongoing. However, members shall be required to confirm their desire to continue membership by renewing individual data. The Board of Directors shall establish the frequency of confirmation and renewal.

**Section 2. Privileges and Responsibilities.** Members in good standing shall have the right to attend IN-CFC forums, meetings of the Board of Directors, serve on committees, and enjoy all other privileges of membership. A member shall be deemed to be in good standing if they have maintained their eligibility and is not currently subject to any suspension or termination imposed in accordance with this Constitution.

**Section 3. Application for Membership.** An applicant for membership shall submit a completed electronic application form to the organization. Membership will commence upon the applicant's receipt of a notice/email from IN-CFC. Applications shall be distributed and collected as the Secretary or assigned committee deems appropriate.

**Section 4. Suspension and Termination of Membership.** An individual's membership may be suspended or terminated for just cause. Such cause shall be a failure to fulfill requirements for continued membership eligibility or any conduct prejudicial to the interest of IN-CFC while serving as an official or self-appointed representative of IN-CFC. Disciplinary action shall be issued by a three-fourths (3/4) vote of the Board of Directors after due notice and an opportunity for a hearing before the Board of Directors. In the event any member is terminated or suspended, such action shall, if said member is a Director, also constitute termination or suspension as a member of the Board of Directors.

**Section 5. Resignation of Membership.** A member may resign by sending a written or electronic notice to the Chair or designated committee chair. A member who resigned while in good standing may be reinstated, at any time, regardless of length of absence, upon re-application in accordance with Section 3 of Article III.

#### **Article IV: Organization**

**Section 1. Authority.** The governing body of IN-CFC shall be the Board of Directors, hereinafter referred to as the Board, who shall oversee the general business and affairs and projects of IN-CFC in accordance with this Constitution and policies and resolutions adopted by the Board and membership of IN-CFC

**Section 2. Number of Directors.** The Board shall consist of seven (7) to twenty-five (25) Directors concerned with urban and community forestry, and reflects diverse public participation that should include but not limited to governmental agencies, industry, academic institutions, nonprofit and community-based organizations, individuals, and *ex-officio* Directors one appointed by the United States Forest Service and one appointed by the Indiana Division of Forestry, Community and Urban Forestry Program. *Ex-officio* Directors shall serve as permanent non-voting members.

#### **Section 3. Committees.**

1. The Executive Committee consists of five (5) officers, all members of the Board, including the Chair, Vice Chair, Secretary, and two (2) Directors. The two (2) Directors and the chairperson of the executive committee shall be appointed by the President and confirmed by the Board for a term on one year. The role of the Executive Committee

shall be to act on behalf of the Board of Directors during the interim times between Board meetings. The Executive Committee has the authority to make decisions and ensures that these decisions are carried out. The Executive Committee shall meet at the discretion of the Chair, or as needed, to discuss and make recommendations to the Board about the organization's finances, discuss immediate issues, make operational decisions and programmatic strategies.

2. The Board may establish committees consisting of Directors, members, and non-members for the purpose of executing assigned tasks designed by the Annual Plan of Work, oversee the financial affairs of IN-CFC, or as otherwise deemed necessary to accomplish the stated purposes of IN-CFC. The chairpersons of such committees shall be appointed by the Chair and confirmed by the Executive Committee. The Board and chairperson of each committee shall be responsible for selecting and recruiting the other members of the respective committees.
3. The Chair may establish committees and appoint the chairpersons of such committees to respond to emergency issues and situations or constitutionally mandated tasks that arise during the interim between Board meetings. Such action is subject to confirmation by the Board. The Board shall prescribe mission statements for each established committee. Any regular IN-CFC member or group of members may submit a proposal and petition to the Board to establish a specific committee. Committees may be ongoing or may be dissolved as the Board or Executive Committee deem necessary.

#### **Section 4. Selection and Terms of Office.**

1. Chair. The Chair shall be selected in a timely manner by the remaining Executive Committee members, and confirmed by a majority vote of the filled positions of the Board. Any person who is not an employee of the State of Indiana and meets the qualifications established by the Board can be a candidate for the position of Chair. The normal term of office shall begin on January 1st following the Board's confirmation at its last meeting of the year and shall continue for three (3) years, at the end of which, upon mutual agreement, they may be reappointed by the Board for no more than one additional consecutive term. A premature vacancy shall be filled within thirty (30) days in accordance with the established selection procedure prescribed herein. The

confirmed successor shall serve a full two (2) year term, unless a shortened term is mutually agreed upon by the confirmed candidate and the Board.

2. Vice Chair. A Vice Chair shall be elected at the last meeting of the year for the Board from among the incumbent Directors. The term of office shall be for three (3) years beginning on January 1st following their election. At the end of term, upon mutual agreement, they may be reappointed by the Board for no more than one additional consecutive term. A premature vacancy shall be filled within thirty (30) days in accordance with the normal election procedure prescribed herein, and the Director so elected to fill such a vacancy shall serve for the unexpired remaining term of their predecessor, at the end of which, upon mutual agreement, they may be reappointed for up to three (3) years by the Board for another term.
3. Secretary. A Secretary shall be elected at the last meeting of the year for the Board from among the incumbent Directors. The term of office shall be for three (3) years beginning on January 1st following their election. At the end of term, upon mutual agreement, they may be reappointed by the Board for no more than one additional consecutive term. A premature vacancy shall be filled within thirty (30) days in accordance with the normal election procedure prescribed herein, and the Director so elected to fill such a vacancy shall serve for the unexpired remaining term of their predecessor, at the end of which, upon mutual agreement, they may be reappointed for up to three (3) years by the Board for another term.
4. Ex-Officio Director. The non-voting ex-officio position shall serve in this capacity until replacement by a successor duly appointed by the Indiana Department of Natural Resources, Division of Forestry or United States Forest Service.
5. Director. Eligible candidates shall be nominated based on occupation, employer, membership, accomplishments, or other relative status. Directors shall be elected by a majority of active IN-CFC members at the end of the year meeting for a term of three (3) years beginning on January 1<sup>st</sup> following the election for vacant positions. The Board shall

annually and broadly solicit future candidates. The Director selection process shall prioritize merit and during the last Board meeting of the year for vacant positions and positions with terms expiring the following year. Incumbent Directors may serve up to 3 terms, approved by the Board at the conclusion of each term during the last Board meeting of the year. Director positions shall be staggered such that the terms of no more than one-third (1/3) will expire in any year. Any vacancies of less than seven (7) Directors shall be filled within sixty (60) days by the Executive Committee.

6. Impeachment. Any voting member of the Board, upon having three (3) un-excused absences from three (3) consecutive meetings will be considered to have resigned from the Board. Seventy-five percent (75%) of IN-CFC members may, by written petition submitted to the Chair, request the Board to impeach a member of the Board for just cause. The Board shall act on the petition at the next meeting of the Board. Any related Board action shall require a two-thirds (2/3) vote of the Board after due notice and an opportunity for a hearing before the Board.

## **Section 5. Responsibilities.**

1. A Director is responsible to the general membership for maintaining the direction and momentum of IN-CFC, its Board, and committees. In addition, Directors shall:
  - a. Guide and counsel, the Chair in the fulfillment of their duties.
  - b. Inform the Chair about matters related to the mission of IN-CFC set forth by this document and other pertinent urban and community forestry subjects.
  - c. Serve as the duly appointed Indiana Community Forest Council and advisor to the Indiana State Forester as recognized by the USDA Forest Service, and in the role provide expert advice to State agencies on community and urban forestry issues, review agency program emphasis and priorities; review effectiveness of agency implementation efforts; assist in the building of partnerships among similar interest groups and promote other activities that advance community and urban forestry; and advise and/or assist the State Forester in the

development of program emphasis, priorities and implementation, and periodic review and revision of the 5 Year State Strategic Plan/ State Forest Action Plan.

- d. Establish committees as deemed necessary.
- e. Participate on a committee in a professional and welcoming demeanor, both in person and through written communication.
- f. Collaborate with colleagues across different sectors to facilitate communication and information sharing.
- g. Review and confirm appointment of chairpersons of committees as submitted by the Chair.
- h. Prescribe and revise, as necessary, mission statements for committees established by the Board.
- i. Develop and adopt a Plan of Work for the coming fiscal year.
- j. Review, approve and distribute reports, studies and position papers prepared and submitted by committees.
- k. Adopt resolutions and policies to guide and control the operation of IN-CFC.
- l. Determine the date, time, location and agenda for semi-annual Board meetings and meetings of the general membership.
- m. Disseminate to the IN-CFC membership, in a timely manner, the minutes of all meetings of the Board and the membership.
- n. Review and confirm the selection of the individual to fill the position of Chair.
- o. Perform all other duties as may be assigned in accordance with this Constitution.
- p. Disclose potential conflicts of interest, both professional and personal, at the beginning of their term of service and as potential conflicts of interest arise during their tenure. The Board of Directors shall review these disclosures and take appropriate action to disclose and/or address any conflicts in a manner consistent with the organization's mission and best interests.

2. The Chair is responsible to the Board and general membership for maintaining the direction and momentum of IN-CFC, its Board, and committees. In addition, the Chair shall:
  - a. Convene, set the agenda for, and preside at meetings of the Board and general membership.
  - b. Serve as spokesperson for IN-CFC on issues where the Board or general membership has adopted positions, and as the representative of IN-CFC at related legislative, educational, interagency, and social and community service functions.
  - c. Establish committees during the interim periods between regular Board meetings. Committees established are subject to approval by the Board.
  - d. Appoint chairpersons of standing committees subject to approval by the Board.
  - e. Assure that IN-CFC actions requiring follow-up be assigned to responsible individuals or groups and exercised in a timely manner.
3. The Vice Chair shall perform the duties of Chair in the event of the absence, incapacity, resignation, removal from office or death of the Chair. In addition, the Vice Chair shall:
  - a. Undertake special assignments as are delegated by the Chair.
  - b. Coordinate and manage IN-CFC events, forums, and meetings for membership, board of directors and executive committee.
  - c. Oversee the committee working groups and coordinate with Committee Chairs.
  - d. Serve and perform the duties of Treasurer if the position should be vacant.
4. Secretary. The Secretary duties shall include:
  - a. Provide general administrative support to the Board, including handling correspondence and maintaining supplies.
  - b. Maintain accurate records and files, both in physical and digital formats, for easy retrieval and reference.
  - c. Enter and update information into databases, spreadsheets, and other digital systems.
  - d. Draft, edit, and format documents such as reports, memos, presentations, and correspondence.



- e. Assist in planning and organizing IN-CFC events, forums, meetings, including scheduling, preparing agendas, taking minutes, and distributing meeting materials.
- f. Distribute membership applications and maintain active membership roll.
- g. Ensure that recordkeeping and accounts meet the standards and conditions of funders and statutory bodies including maintain and report a record of receipts of revenues (receivables) and payment of expenditures.

## **Article V: Meetings.**

### **Section 1. Meetings.**

1. The Board shall meet at least four times (4) annually at a date, time and place to be determined by the Board at the prior regular meeting. The regular annual meetings shall be held during the months of January, March, June and October. The minutes of the prior regular meeting and agenda for the pending meeting shall be disseminated to each Director at least seven (7) days prior to the scheduled meeting. Any meeting of the Board may be held either as a physical on-site meeting or by video conferencing or other electronic means of conferencing, provided each participant is in simultaneous communication with all other participants.
2. Special meetings of the Board may be called by the Chair or by written request of 25% of the Board. Notice of a special meeting specifying the date, time, location and agenda shall be email to each Director at least fifteen (15) days prior to such meeting. Business transacted at such special meetings shall be confined to the purpose(s) stated in the meeting notice. Any special meeting of the Board may be held either as a physical on-site meeting or by telephone or other electronic means of conferencing, provided each participant is in simultaneous communication with all other participants. All Board meetings shall be structured to ensure that they are accessible to the general membership by providing reasonable accommodations. The date, time, location and agenda of every meeting of the Board shall be posted on the IN-CFC website at least fifteen (15) days prior to the respective meeting. Minutes of each Board meeting shall be distributed in a timely manner for a reasonable length of time following the respective meeting.

3. The Executive Committee of Directors, hereinafter referred to as the Executive Committee, shall meet at least four times (4) annually at a date, time and place to be determined by the Executive Committee at the prior regular meeting. The regular annual meetings shall be held during the months of January, March, June and October. The minutes of the prior regular meeting and agenda for the pending meeting shall be disseminated to each Executive Director at least seven (7) days prior to the scheduled meeting. Any meeting of the Executive Committee may be held either as a physical on-site meeting or by video conferencing or other electronic means of conferencing, provided each participant is in simultaneous communication with all other participants. Executive Committee meetings are closed to attendance by the general membership of IN-CFC.

**Section 2. Action without a Meeting.** Any action required or permitted to be taken at a meeting of the Board or Executive Committee may be taken without a meeting if a majority of members of that Board or Executive Committee consent, in writing or electronically, to taking the action without a meeting. Such action shall have the same force and effect as a majority vote at a regular meeting of the Board or Executive Committee.

**Section 3. Procedural Authority.** Business may be conducted at any scheduled meeting of the Board or Executive Committee, and any matter brought before Board or Executive Committee shall be decided by a simple majority unless otherwise specified in this Constitution. A majority of the filled positions of Board or Executive Committee shall constitute a quorum for the transaction of business. If a quorum is present upon commencement of a meeting, business may be transacted. All meetings of the Board shall be designed to be inclusive, striving to encompass all voices and make decisions by consensus whenever feasible. However, in situations where consensus is not achievable or time-sensitive matters require a more structured approach, the latest edition of "Robert's Rules of Order" shall be followed. The Executive Committee may choose between adhering to "Robert's Rules of Order" or facilitating open-ended dialogue during their meetings, depending on the nature of the topics and the need for formal parliamentary procedure.

**Section 9. Forums.** There shall be an informational and/or networking forum held at least one (1) month each year, at a date, time and location determined by the Board. Notice of such forums and their respective topics

shall be posted on the IN-CFC website at least fifteen (15) days in advance of the upcoming forum. All forums shall be open to members only.

## **Article VI: Amendments**

**Section 1. Amendment Proposals.** Amendments to this Constitution may be proposed by the Board on its own initiative, or upon written petition of one half (1/2) plus one (1) IN-CFC members forwarded to the Chair. Such proposed amendments shall be presented for a vote to the membership by the Board, with or without recommendation within sixty (60) days.

**Section 2. Voting.** This Constitution may be amended, repealed or revised, in whole or in part, by a majority affirmative vote of the IN-CFC general membership voting in person at a duly called special meeting of the IN-CFC membership, or by a majority vote of the IN-CFC members voting by mail or email ballot. A ballot and copy of the proposed changes shall be mailed or emailed to each IN-CFC member at least thirty (30) days prior to the scheduled meeting or the ballot return deadline. Amendments, if approved, shall become effective and posted on the IN-CFC website thirty (30) days following the ballot return deadline.

Constitution adopted (date)

Chair: Aren Flint

(Signature)