

NORTH DAKOTA URBAN AND COMMUNITY FORESTRY ASSOCIATION

CONSTITUTION

(Revised March 2005)

I. Mission:

North Dakota Urban and Community Forestry Association is an independent, non-profit North Dakota Corporation, dedicated to the advancement of the science and profession of urban and community forestry in North Dakota.

II. Non-profit:

The North Dakota Urban and Community Forestry Association is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

III. Objectives:

Maintain and promote high ethical standards among members in the practice of arboriculture.

Stimulate public interest in tree planting, preservation and maintenance.

Promote public education to develop greater awareness for the value of arboricultural practices.

Encourage sound legislation, policies and programs conducive to urban forestry.

IV. Membership:

A. Application for Membership:

Any individual desiring membership in the Association shall submit their completed membership application to the secretary.

B. Membership Classification:

1. Regular Membership:

Any individual appointed or hired full or part-time by any governmental organization actively performing urban and community forestry activities, including administration, research and education; and individuals, either actively or not actively engaged in the practice of urban and community forestry, whose associated profession or interest supports the purposes of the Association.

2. **Affiliate Membership:**
Individuals or firms who manufacture or supply products utilized in the practice of arboriculture or who reside outside the State of North Dakota and who, by their affiliation, wish to support the Association.
 3. **Student Membership:**
Students enrolled in Arboriculture, Urban Forestry, Horticulture, Forestry, Landscape Architecture, or other related fields as determined by approval of the regular membership.
- C. **Membership Termination or Suspension:** Any member may be suspended or terminated for any just cause or practice that does not comply with or embrace the purposes of the North Dakota Urban and Community Forestry Association. Such action shall be determined by the voting membership.

V. Officers and Board of Directors:

- A. **Officers and terms of office for the Association shall be:**
President, Vice-President, Secretary, Treasurer, and Newsletter Editor (ex officio), who shall serve from the adjournment of the meeting at which they were elected to the adjournment of the meeting in which their successors are elected.

Officers may be elected to serve an unlimited number of terms.

- B. **Unfilled terms:**
For the offices of Vice-President, Secretary, and Treasurer shall be resolved through appointment by the Board of Directors. This appointment shall serve until an election is held for the office at the next full membership meeting.

- C. **Duties of the officers:**

1. **President:**
 - a. Call meetings.
 - b. With input from membership, establish the meeting agendas.
 - c. All other duties usually assigned to the office.
2. **Vice-President:**
 - a. Preside over meetings in the absence of the President.
 - b. Assume duties of the President if the President is unable to serve.
 - c. All other duties usually assigned to the office.
3. **Secretary:**
 - a. Record and send minutes of meetings to membership.
 - b. Maintain official minutes and documentation of meetings.
 - c. Screen membership applications.
 - d. All other duties usually assigned to the office.

4. Treasurer:
 - a. Maintain checking account for the Association.
 - b. Pay bills incurred by the Association.
 - c. Maintain membership records.
 - d. All other duties usually assigned to the office.

5. Newsletter Editor:
 - a. Develop a quarterly newsletter
 - b. Solicit articles from Association members and other professional organizations.

D. Board of Directors:
Elected officers and immediate Past President.

VI. Committees:

- A. Special task committees will be appointed by the President for the purpose of completing an assigned task.

- B. Nominating committee to be appointed by the President and nominations for officers will be presented for vote at the winter meeting.

VII. Meetings:

- A. The Association shall hold at least one meeting per year. Special meetings will be held when deemed necessary by the President.

- B. Election of officers will take place near the end of the calendar year.

- C. Meeting locations shall be scheduled throughout the state on an alternating basis.

- D. Voting is open to regular members.

- E. A quorum shall consist of those members present at regular and special meetings. All members will be notified of such meetings.

VIII. Membership Dues:

- A. Dues shall be set for regular and affiliate members at a regular membership meeting by a simple majority of the members present-Membership dues are for a calendar year, payable by March 31st of the calendar year. Members not in good standing are not able to hold office, vote, or serve on committees.

- B. Assessments may be made of members to pay for special projects that are approved by the Association with a 2/3 affirmative vote of entire membership.
- C. The Association may not borrow or create debt.

IX. Operation and Management:

- A. All meetings shall be conducted in accordance with “Robert’s Rules of Order”.
- B. Official documents include membership lists, charter, minutes, newsletter and correspondence.
- C. Official documents will be housed as directed by the Board of Directors.

X. Conflict of Interest Policy:

A. Purpose

The purpose of the conflict of interest policy is to protect the North Dakota Urban and Community Forestry Association’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the North Dakota Urban and Community Forestry Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Definitions:

1. Interested Person:

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest:

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the North Dakota Urban and Community Forestry Association has a transaction or arrangement,
- b. A compensation arrangement with the North Dakota Urban and Community Forestry Association or with any entity or individual with which the North Dakota Urban and Community Forestry Association has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the North Dakota Urban and Community Forestry Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

C. Procedures:

1. Duty to Disclose:

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists:

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the North Dakota Urban and Community Forestry Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the North Dakota Urban and Community Forestry Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy:
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings:

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

E. Compensation:

1. A voting member of the governing board who receives compensation, directly or indirectly, from the North Dakota Urban and Community Forestry Association for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the North Dakota Urban and Community Forestry Association for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the North Dakota Urban and Community Forestry Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. Annual Statements:

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,

2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the North Dakota Urban and Community Forestry Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

G. Periodic Reviews:

To ensure the North Dakota Urban and Community Forestry Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the North Dakota Urban and Community Forestry Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in incurrence, impermissible private benefit or in an excess benefit transaction.

H. Use of Outside Experts:

When conducting the periodic reviews as provided for in Article VII, the North Dakota Urban and Community Forestry Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic review are conducted.

XI. Amendments:

Amendments to this constitution may be made by a 2/3 affirmative vote of the Association. Amendments may also be made by mail ballot of members with a 2/3 affirmative vote of those returned within 30 days of the postmark. A non-returned vote shall be considered an affirmative vote.

XII. By-Laws:

By-laws may be adopted as required or as deemed necessary in the best interest of the Association by a 2/3 affirmative vote of the regular members.

XIII. Dissolution of the Organization

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.