

**Bylaws of the  
West Tennessee Chapter,  
Tennessee Urban Forestry Council  
Updated 2018**

**ARTICLE I**

**Name**

The name of this organization shall be the “West Tennessee Chapter, Tennessee Urban Forestry Council” and shall, within these bylaws, be referred to as “Chapter.”

**ARTICLE II**

**Purpose**

The purpose of this Chapter shall be synonymous with the mission of the Tennessee Urban Forestry Council (TUFC): **to promote and improve Tennessee’s urban forests by providing leadership and guidance through education, planning and advocacy with a focus on West Tennessee issues.**

Specifically, the Chapter will work to coordinate and stimulate programs that will:

- 1) Promote current, sound urban forestry practices within West Tennessee;
- 2) Promote public awareness of urban forestry through education, advocacy, and special programs; and,
- 3) Cooperate with allied associations, public agencies, and academia in conducting programs beneficial to urban forestry, the green industry and all related natural resources in West Tennessee, Tennessee and the Mid-South Region.

**ARTICLE III**

**Membership, Privileges, Dues and Donations**

**SECTION 1: Membership**

Any person, firm, corporation, association or organization engaged in urban forestry or interested in the welfare and benefits of urban forestry within the State of Tennessee shall be eligible for membership in this chapter, in accordance with rules and regulations adopted by the Chapter Board of Directors.

**SECTION 2: Privileges**

Each person, firm, corporation, association or organization duly qualified as a member shall be entitled to one vote each.

**SECTION 3: Dues**

The Chapter Board of Directors shall determine the basis of membership dues. Dues paid to the Chapter are non-refundable and apply only to the current calendar year beginning January 1st. Upon payment of Chapter dues, a member shall have access to all Chapter privileges. Chapter

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dues do not grant Chapter members access to those privileges provided by the TUFC. To receive these additional privileges an individual or entity must join the TUFC.

**SECTION 4: Donations**

Donations made to the Chapter will be utilized at the local level. The TUFC will provide Chapters with a list of members with corresponding levels of membership dues. Chapter donation solicitations from TUFC members on the list provided will be conducted in cooperation with the TUFC so as not to conflict with TUFC objectives.

**ARTICLE IV  
Board of Directors**

**SECTION 1:**

The governing body of the Chapter shall be the Board of Directors (Board). The Board shall be composed of seven elected members all of whom shall be dues paying members of both the TUFC and the Chapter. These dues must be paid by January 15th of the year in which they are elected to serve. The President, Vice-President, and Immediate Past President shall continue as members of the board until the completion of their officer terms and are included in this number.

**SECTION 2:**

The last chapter meeting of the calendar year shall be considered the annual meeting at which the offices of the Vice-President, Secretary, Treasurer, and two At-Large Board Members shall be elected. These five plus the new President and Immediate Past President shall make up the new Board of Directors. A nominating committee shall be appointed by the current President at the chapter meeting prior to the annual meeting with one member being named the committee chairman. This committee shall submit its slate of nominations to the membership for vote at the annual meeting. Additional nominations from the floor shall be invited.

**SECTION 3:**

The term of office of the Board of Directors shall begin on January 1st and shall be for 1 year. Upon completion of their term, each member shall be eligible for re-election to the board except for the Immediate Past President who must sit out a year before again being eligible.

**SECTION 4:**

In the event a vacancy occurs with a Board member At-Large, it shall be filled by the Board. This replacement Board member shall serve for the remainder of the unexpired term.

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**SECTION 5:**

Board of Directors shall include persons with diverse backgrounds representing government, business, civic, educational and citizen interests who have an interest in urban forestry.

**SECTION 6:**

The Tennessee State Forester and West Tennessee Urban Forester shall be ex-officio members with full voting privileges.

**SECTION 7:**

The Board shall act upon all business of the Chapter arising between annual meetings.

**SECTION 8:**

The Board shall meet at least quarterly and as needed. The President or three board members, as needed may call special meetings of the Board. In the case of special meetings, ten calendar days written notice of the time and place shall be given to the Board.

**SECTION 9:**

A majority of the elected Board Members shall constitute a quorum. Ex-officio members shall not be considered in determining a quorum.

**SECTION 10:**

Two consecutive non-notified absences by a Board member to the President or Secretary shall constitute a resignation from the Board.

**SECTION 11:**

The Board shall develop an annual budget and submit it to the membership at the designated annual meeting for approval.

**ARTICLE V  
Officers**

**SECTION 1:**

The offices of Vice-President, Secretary, and Treasurer shall be elected at the annual meeting.

**SECTION 2:**

The term of office for each Officer shall begin on January 1st and be for one calendar year. The Vice President shall be the President-elect.

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**SECTION 3:**

An Officer vacancy other than the President shall be filled by a vote of the Board of Directors and that Board member voted on by the Board shall complete the unexpired term. Should the office of President become vacant, the Vice President shall become the President for the unexpired term and go on to serve his/her term of President as well.

**ARTICLE VI**

**President, Vice President and Past President**

**SECTION 1:**

The President shall preside at all meetings of the Chapter and of the Board. The President shall appoint the chair of all committees and shall sign all contracts made for and in behalf of the Chapter. Each chapter President or his/her accredited representative shall represent the Chapter at all meetings of the TUFC Board of Directors.

**SECTION 2:**

The Vice President shall preside in the absence of the President. The Vice President shall assist the President and shall act in his/her place in the event of sickness and inability of the President to perform the duties imposed upon him/her or incident to the Office of President.

**SECTION 3:**

The immediate Past President shall be a Board member of the Chapter the year following his/her tenure as President. This person shall have full voting rights but will not be eligible for re-election to the board for one year. (See Article IV, Section 3)

**ARTICLE VII**

**Secretary/Treasurer**

**SECTION 1:**

It shall be the duty of the Treasurer to properly account for all receipts and disbursements, and to make reports to the membership showing the balance on hand and outstanding obligations at designated meetings. The Treasurer shall have charge of and be responsible for the membership records and other books of account. In addition, the Treasurer shall provide financial reports at the Board's regularly scheduled meetings.

**SECTION 2:**

The Secretary shall conduct the correspondence of the Chapter, give notice in writing of all annual and special meetings of the Chapter and its Board, keeping a permanent record of all the business conducted. In addition, he/she shall provide additional copies of all activities including

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elections, Bylaws and Annual Reports to the Executive Director of the TUFC within one month of completion.

**ARTICLE VIII  
Membership Meetings**

**SECTION 1:**

Chapter membership meetings shall be held at least quarterly with at least 30 days advance notice.

**SECTION 2:**

Special meetings may be called by action of the Board provided the membership is given at least 10 calendar days written notice.

**SECTION 3:**

A Chapter quorum is determined as the number of currently paid members attending any membership meeting.

**ARTICLE IX  
Procedure**

**SECTION 1:**

The Chapter shall make and adopt by-laws, rules and regulations for its own guidance as may be expedient insofar as such are consistent with the mission and bylaws of the TUFC. Amendments to these Bylaws may be made by a two-thirds affirmative vote of all the members present at an annual meeting or at any special membership meeting called for that purpose provided that written notice of such meeting shall include a copy of the proposed amendments. The Chapter will inform the TUFC of adopted Bylaw revisions (*Reference Article VII, Section 1*).

**SECTION 2:**

The fiscal year for the Chapter shall be from January 1 through December 31.

**SECTION 3:**

The rules contained in the current edition of Robert's Rules of Order Newly Revised Shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the chapter may adopt.

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**ARTICLE X  
Dues**

**SECTION 1:**

The Chapter shall establish a dues schedule for various levels of membership. This schedule shall be adopted by and may be amended by a majority vote of the Board (or membership), upon notification to the general membership, and is incorporated herein by reference.

**ARTICLE XI  
Committees**

**SECTION 1:**

All committees shall be formed during a Board meeting.

**SECTION 2:**

The term of the non-standing committees shall expire with the term of the appointing President unless another expiration is provided by an establishing resolution or successful motion.

**ARTICLE XII  
Chapter and State Relationships**

**SECTION 1: Organization**

A local Chapter shall consist of a group of TUFC – West Tennessee Chapter members. No Chapter shall use the name “Tennessee Urban Forestry Council” without the written authorization of the TUFC Board of Directors.

**SECTION 2: Financial**

In addition to dues, the members of each Chapter may assess themselves for any costs incurred in connection with the activities of the Chapter.

**SECTION 3: Bylaws**

A Chapter shall make Bylaws for their governance consistent with Mission of the TUFC and shall file their Bylaws with the Executive Director of the TUFC (*Reference Article VII, Section 2*).

**SECTION 4: Reports**

Each Chapter organization shall file copies of an Annual Report with the Executive Director of the TUFC. Each Chapter President or his/her accredited representative shall represent the Chapter at all meetings of the TUFC Board of Directors.

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**SECTION 5: Grants**

Chapter grant requests will be in line with the mission of the TUFC, clearly communicated to both the State and Chapter Boards, and will not conflict with the fund-raising efforts for statewide programs supported by the TUFC.

**SECTION 6: Media Releases**

A Chapter shall have the right to release through its Officers, or a duly authorized spokesperson, expressions of opinion, views, statements, or other public pronouncements on matters of interest to the welfare of its members of the Chapter and the general public. Said public pronouncements shall not contain directly, indirectly, or by implication material at variance with the Constitution, Bylaws, or Policy Statements of the TUFC. Copies of all releases shall be furnished to the TUFC Executive Director at the time they are issued.

**SECTION 7: Endorsement**

The TUFC does not assume any responsibility for any Chapter unless such action shall have first received the approval of the TUFC Executive Committee.

**SECTION 8: Self-Funding**

The TUFC will not assume any liability for debts incurred by, or for the expenditure of any Chapter. Upon Chapter dissolution, any remaining funds shall revert to the Council.

**SECTION 9: Charter**

The TUFC Executive Committee shall have the right to rescind the Charter of any Chapter.