

**BYLAWS**  
**of the**  
**THE UTAH FOREST PRODUCTS ASSOCIATION**  
**(“UFPA”)**

**ARTICLE I**  
**BOARD OF DIRECTORS**

The Utah Forest Products Association (UFPA) shall be constituted as a separate corporation under the governing laws of the State of Utah. The governing body shall be a Board of Directors constituted as follows:

There shall be three or more Directors and the officers having interest in the forest products industry as set forth in the Purpose of this corporation.

All regular members in good standing are a member of the Board of Directors.

**ARTICLE II**  
**MEMBERSHIP**

The membership of the Utah Forest Products Association shall consist of regular membership and associate membership. It shall be open to all persons who support land stewardship and renewable forest use and management and who subscribe to the intent and purpose of the Articles of Incorporation and the Bylaws of the Association. Membership and voting privilege is contingent upon maintaining a membership in good standing. Membership is defined as follows:

- A) The regular membership may vote and shall serve as the Board of Directors.
- B) Associate membership may vote on issues concerning the Association, but not serve on the Board of Directors.
- C) All business entities (one representative per business) at this organizational meeting shall be charter members and shall serve on the initial board of directors with the exception of all government employees.

**ARTICLE III**  
**DUES**

Membership in good standing with the Utah Forest Products Association shall constitute payment of dues on an annual basis. Dues for the next calendar year shall be set by the Board of Directors at its regular third quarter meeting. The Treasurer or their designee shall bill all members in July and due by first of October. New member dues shall be prorated. Memberships in good standing for the previous year and the current year shall be deemed as voting members for the election at the Annual Membership Meeting. Members not renewing their membership by December 31 shall be removed from the roster of membership.

## ARTICLE IV

### OFFICERS

The officers of the Utah Forest Products Association shall be elected by the general membership at the annual meeting and serve without compensation for a one year term. The officers shall be President, Vice-President, Secretary and Treasurer. All officers shall be members of the board of directors.

**EXECUTIVE COMMITTEE:** The Executive Committee shall be comprised of the following officers and the past president of the Association.

**PRESIDENT:** The President shall be elected from the general membership at the same time the ballot is cast for Directors. The President shall serve a one-year term.

The President shall direct and supervise the activities of the Association, supervise employees or contractors of the Association, shall appoint committees as necessary, act as official spokesperson, shall perform other duties inherent with the office of the President and act on behalf of the Association as required. The President shall serve as chairman of the Board of Directors, preside at their meetings, but will only vote in the event of a tie.

**VICE-PRESIDENT:** The Vice-President shall act for the President in his absence.

**SECRETARY:** The Secretary shall be responsible for the preparation of meeting minutes of the Board of Directors and the General Membership. The Secretary shall be responsible for maintaining the records of the Association including its files, correspondence, corporation records and related materials of the Association. The Secretary shall keep the seal of the Corporation. The Secretary shall act as teller for elections of officers and other matters coming before the membership for voting action. The Secretary shall be empowered to delegate some or all of his or her responsibilities to the Executive Secretary.

**TREASURER:** The Treasurer shall be responsible for maintaining the accounts of the Association, investment, special funds and other activities consistent with the responsibility of Corporate Treasurer. The Treasurer shall be responsible for the filing of all financial matters of the Corporation with the State or Utah and the United States Government including all tax returns, employment reports and related actions. The Treasurer may delegate his or her function, or portion thereof, to the Executive Secretary.

**ARTICLE V  
REPLACEMENT OF OFFICERS AND DIRECTORS**

If the Vice-President, Secretary or Treasurer leaves office during his or her one year term, The Board of Directors shall fill the vacancy from the Board or Directors. If the office of President is vacated, the Vice-President will serve the remaining term of the President.

If a Director leaves during his or her term, the President may appoint a new Director from the General Membership to fill the remaining term.

**ARTICLE VI  
THE EXECUTIVE SECRETARY**

The Board of Directors, at its sole discretion, may employ or contract the services of an Executive Secretary for the Association. The authority of the Executive Secretary shall be defined by the Board of Directors, and the Executive Secretary shall serve at the pleasure of the Board. The Executive Secretary shall not be a voting member of the Association.

**ARTICLE VII  
ELECTIONS**

The Board of Directors shall appoint a nominating committee consisting of three (3) persons who are members of the Association. The nominating committee shall submit a list of candidates at the Annual General Membership Meeting, and the President will then accept other nominations from the floor. The Secretary shall complete a ballot and submit it to the General Membership present for voting. The ballots shall be counted and the election certified in writing by the Secretary.

**ARTICLE VIII  
MEETINGS**

**MEMBERSHIP:**

There will be a Membership Meeting for all Association members and other interested persons. It will be held no later than March 31 each year. The purpose of this meeting will be to inform the membership of the financial condition of the Association, a report of the activities for the last year, be informed of the Budget and Dues set by the Board of Directors; hold an election to elect a President. The Membership shall act on any other business that may be brought before them. At any Membership meeting, the voting members present shall constitute a quorum. Voting by proxy is prohibited.

**EXECUTIVE COMMITTEE:**

The Executive Committee shall meet regularly as needed, via teleconferencing, electronically, or in person.

**BOARD OF DIRECTORS:**

The Board of Directors shall meet quarterly during the last month of each calendar quarter. A majority of the members (a minimum of five) at the meeting shall constitute a quorum for the purposes of taking action by vote of the Board.

**SPECIAL BOARD OF DIRECTORS:**

A special meeting of the Board of Directors may be called by the President. The purpose for the meeting must be stated with the meeting notice at least seventy-two hours in advance of special meeting. "Notice" is defined as telephonic, facsimile, or via electronic mail.

A decision on a specific issue may be obtained by polling the Board Members.

**ARTICLE IX  
GOVERNANCE**

All meetings of the Association (Board and Membership) shall be governed by the latest edition of ROBERTS RULES OF ORDER. The president may appoint a parliamentarian to advise the chair as necessary.

**ARTICLE X  
AMENDMENTS**

These bylaws may be amended from time to time by submitting changes to the Board of Directors in writing. Within thirty (30) days the Board must take action on the proposed change. A two-thirds majority of the Board of Directors membership must approve a change in the bylaws. If approved, the amendment will be submitted to the voting membership. Effective date of the bylaws change shall be the same date as the referendum certified by the Secretary.

**RATIFICATION OF THESE BYLAWS AS AMENDED**

The foregoing Bylaws of the Utah Forest Products Association, having been duly read by the Secretary, and were adopted on the 26<sup>th</sup> day of April, 2005 at a General Membership meeting of the Association. The General Membership has been served notice of the intent to discuss and adopt same as part of that general membership meeting.

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Rebecca Hoyt, Secretary