

# SOUTHERN FOREST SERVICE RETIREES ASSOCIATION

## CONSTITUTION

*[amendments proposed as of October 25, 2024]*

### ARTICLE I – NAME

The name of this organization shall be SOUTHERN FOREST SERVICE RETIREES ASSOCIATION.

### ARTICLE II – ORGANIZATION

This organization shall be non-profit, to serve present, former, and future USDA Forest Service retirees. Subdivisions within this parent organization may be established as area chapters or other special interest or more intimate groups, subject to approval of the Board.

### ARTICLE III – MISSION AND PURPOSE

The mission of this organization shall be to create and maintain an active network of retirees who are connected in some way with USDA Forest Service in the South, for the purpose of sustaining relationships, providing opportunities for fun and fellowship, and sharing information to promote preservation of Forest Service history and awareness of and involvement in current natural resource issues.

### ARTICLE IV – MEMBERSHIP

Section 1. This organization shall consist of Members and Associate Members.

1. A Member shall be a person who:

Is a retiree or someone close to retirement who has at any time been employed by USDA Forest Service and has a connection to or interest in the mission of USDA Forest Service in the South.

Is a spouse of a deceased retiree, who qualified as a member.

2. An Associate Member shall be a person who never worked in the USDA Forest Service but has a connection to or interest in the mission of USDA Forest Service in the South.

Section 2. Each Member and Associate Member in good standing shall have a vote and full membership rights, except that Associate Members shall not be entitled to hold elective office in the parent organization.

Associate Members may hold office in any chapter or sub-groups which may be formed as an affiliate of the SFSRA.

- Section 3. A member in good standing shall be one who meets the membership requirements specified in Section 1 of Article IV and whose dues are fully paid for the membership year.
- Section 4. Any person desiring membership shall submit an application to the Board using methods identified and publicized by the Board.
- Section 5. A person may resign from membership by sending a letter, text, or email message to the Membership Committee Chair or any member of the Board, or by refusing to pay their dues by March 31st.
- The Board may remove any member from membership who performs an act which is a disservice or discredit to the organization.
- Section 6. A member may be removed from the membership list if they have not paid their dues before March 31st of each year, providing that the Membership Chair or their representative has attempted to contact the member via email and phone.

## **ARTICLE V – OFFICERS**

- Section 1. The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and a Past President.
- Section 2. A Vice-President, a Secretary, and a Treasurer shall be elected biennially and shall hold office for two years or until their successor is chosen.
- The Vice-President shall serve as President for two years after completing their term as Vice-President.
- The President shall serve as Past President for two years following their term as President.
- Section 3. The duties of the Officers shall be as follows:
- The President shall preside at all meetings of the membership and the Board of Directors. He/she shall appoint Committee Chairs and direct the administration of the organization.
- The Vice-President shall carry out such executive assignments as may be made by the President, and in the event of resignation, incapacity, or death of President, shall assume the duties and responsibilities of the President. The Vice-President also serves as Chair of the Program Committee
- The Secretary shall be responsible for keeping all records of meetings of the Association and of the Board of Directors, except financial records; shall issue notices of elections and election results; and shall submit transcripts or reports of

minutes and other records to the Historian and other appropriate officers, directors, and members.

The Treasurer shall collect all dues and assessments and make all disbursements; keep appropriate financial records; serve as primary contact and manager of all organization checking and savings accounts and online payment accounts; file appropriate documents and forms with the IRS and the Secretary of State; submit records for audit when required by members of the Board; and deliver all financial records to their successor upon retirement from office.

The Past President shall provide advice and assistance to the President especially with regard to precedent and continuity of Board intent.

## ARTICLE VI – BOARD OF DIRECTORS

Section 1. The Board of Directors (referred to herein as “the Board”) shall consist of eight voting members: five Officers and three Directors.

Section 2. The role of Directors is to strengthen representation of membership on the Board and to add perspectives to Board deliberations.

Directors shall hold office for three years, with staggered terms so that one shall be elected each year. The first year, one director will be elected for a three-year term, one for a two-year term, and one for a one-year term.

Section 3. Duties of the Board shall be:

To determine policies of the Association within the limits prescribed by this Constitution.

To counsel the President in the conduct of his/her office.

To provide for audit of records of the Association as deemed proper for the protection of Association funds and purposes.

To determine the places of meeting of the Association.

To fill a vacancy occurring during the term of office of any officer or director by electing another officer or director to serve the remainder of the term – except that the office of President shall be automatically filled by the Vice-President.

Section 4. The Board shall meet at the call of the President or upon a request addressed to the Secretary by at least two Board members.

The majority of Board members (i.e., five members minimum) shall constitute a quorum.

Decisions of the Board shall require a majority vote of the quorum present at an

official meeting of the Board.

Section 5. Attendance and voting at a Board meeting by phone or video conference is permitted. Proxy voting is not allowed.

Section 6. Committee Chairs may attend Board meetings and participate, without voting rights, at the pleasure of the President.

## ARTICLE VII – MEETINGS

Section 1. Regular meetings of the Association shall be held a minimum of once annually.

Section 2. The attendant membership at a regular or called meeting shall constitute a quorum.

Section 3. Attendance and voting at meeting of the Association by phone is permitted. Proxy voting is not allowed.

## ARTICLE VIII – ELECTION OF BOARD MEMBERS

Section 1. Board members shall be elected by members at a regular meeting of the Association or through mail or email ballots distributed to all members. Method and protocol of each election shall be determined by the Board based on cost, feasibility, level of competition for positions, and need for additional participation.

Section 2. The Nominating Committee will identify qualified and willing candidates for Board vacancies. For elections held at regular meetings of the Association, additional candidates may be nominated from the floor provided the candidate is present at the meeting and agrees to serve if elected.

Section 3. Elected Officers and Directors shall assume office on January 1st following their election.

## ARTICLE IX – FINANCES

Section 1. Dues for Membership and Associate Membership shall be set by the Board. The Board shall change dues only after notifying members of proposed changes through methods including but not limited to publication in the newsletter. Members shall be given a minimum of 30 days to provide input to the Board prior to a Board decision on a dues change proposal.

Section 2. Dues for the first year of membership shall be complimentary.

Section 3. Dues shall be used for the benefit of members as determined by the Board, including, but not limited to printing and mailing of newsletters, directories of members, ballots, and other official communications; digital communications services such as website maintenance and mass emailing capacity; and other

administrative purposes.

- Section 4. The President shall have the authority to expend funds within the purposes of the Association not to exceed two hundred fifty dollars (\$250.00) per item. These expenditures must be reported to the **Board** within 30 days of disbursement. Items above this amount must be approved by the Board.
- Section 5. The President shall present a budget for the following year **to the Board** at the last meeting of each year. This budget shall include expected expenditures for recurring items such as the newsletter. Approval of the budget **by the Board** shall constitute approval of expenditures for those items in the next year.

## ARTICLE X – COMMITTEES

- Section 1. The President shall appoint Chairs of Committees to advise and assist him/her in carrying out policies and programs of the Association – such as, but not limited to, Membership, Programs, **Event Planning**, Newsletter (Editor), Nominating, and Historian. Committee Chairs shall recruit as many members as they may need to assist them in carrying out their responsibilities.
- Section 2. In addition to those responsibilities and duties stated in documents provided to the Chairs by the President, and incorporated into this Constitution by reference, the duties and responsibilities of the Committees shall include:

**Membership:** Recruit members for the Association within the qualifications prescribed by Article IV. Encourage members to pay their dues and retain their membership.

Maintain the roster of members.

Prepare the Directory of Members for printing and distribution in March of each year.

**Programs:** Make arrangements for presentation at meetings of the Association, programs of interest to the members that are consistent with the purposes of the Association. The Vice President shall serve as Chair of the Program Committee.

**Event Planning:** Work with the **Board** and President in determining the location and dates for meetings. Arrange for meeting dates, places, and facilities, and assessments for meals, etc., and collaborate with the Secretary, Treasurer, and Newsletter Editor for sending out notices, making reservations, collecting assessments, and paying bills.

**Newsletter Editor:** Solicit and collect articles and other items of interest to members consistent with the purposes of the Association; prepare the newsletter and arrange for printing and mailing **or electronic distribution of** the newsletter to all Members and Associate Members in good standing.

Collect and edit obituaries to include information about the deceased's life and Forest Service career.

Work with the Membership Chair to print and distribute a Directory of Members in March of each year.

**Nominating**: Submit a slate of candidates for officers and directors in accordance with Article V at the last meeting of each year.

**Historian**: Maintain a chronology of events in the activities of the Association, including a complete set of newsletters, rosters of members, accounts of meeting, annual financial statements, and other activities.

Section 3. Chairs of each committee shall develop and maintain Standard Operating Procedures for their committees. These procedures are subject to review and approval by the Board.

## **ARTICLE XI – AMENDMENTS**

Section 1. This Constitution may be amended, revised, or replaced by approval of a super majority of the Board (six of eight members). The Board shall amend, revise, or replace the Constitution only after notifying members of proposed changes through methods including but not limited to publication in the newsletter. Members shall be given a minimum of 30 days to provide their input to the Board prior to a Board decision on proposed changes to the Constitution.

Section 2. Proposed amendments, revisions, or total replacement must be submitted in writing to the President of this Association.

## **ARTICLE XII – DISPOSITION OF FUNDS**

Upon the dissolution of this Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of this Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 of the Internal Revenue code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Officers and Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.