

BYLAWS

NORTHEASTERN LOGGERS' ASSOCIATION, INC.

Revised effective May 14, 2021

ARTICLE I

Name

Section 1

The name of this organization shall be the Northeastern Loggers' Association, Inc.

ARTICLE II

Geographical Limits

Section 1

The territory in which this Association shall be active shall correspond with the Northeastern Region of the U.S. as delineated by the U.S. Forest Service. It shall include the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, New Jersey, Delaware, Maryland, West Virginia, Ohio, Indiana, Illinois, Iowa, Michigan, Wisconsin, Minnesota, Missouri.

ARTICLE III

Mission and Objectives

Mission

The purpose of the Northeastern Loggers' Association, Inc. is to serve its membership and the region's forest industry by developing and promoting programs and services that strengthen the community as a whole and help members produce products and environmental benefits to meet the needs of the American people.

Objectives

1. To build and enhance the forest industry community in the Northeast region of the US
 - a. By increasing the circulation, influence, and profitability of *The Northern Logger and Timber Processor* magazine and its affiliated electronic and social media streams.
 - b. By increasing the size, effectiveness, and profitability of association-sponsored equipment expositions, both broadening the industrial base among exhibitors and attendees and using these event platforms to advance the association's education and communication objectives.
2. To support and enhance professionalism in all aspects of the forest industry as a continual improvement endeavor through education, training, communication, and advocacy
 - a. By creating and supporting efforts to enhance safety, production efficiency and profitability, general business knowledge, and knowledge of public laws and regulations.

- b. By facilitating education and communication efforts that enhance best management practices (BMPs or AMPs) and the general professionalism of the industry.
3. To strengthen relationships with the American public as well as state, federal, and industry organizations to protect our businesses, to advocate for wise stewardship of our forest resource, and to ensure the future health of our industry and our community
- a. By monitoring and tracking state and Federal regulations in the area of forest products industry concerns.
 - b. By participating in coalitions to affect the outcome in legislative and regulatory matters.
 - c. By creating and supporting communication efforts that educate the public and government entities about the forest products industry – the environmental benefits we deliver, the employment opportunities we offer, and the challenges we face.

ARTICLE IV

Membership

Section 1

Membership in the Northeastern Loggers' Association shall be open to all persons, businesses and organizations interested in fulfillment of the Association's Objectives.

ARTICLE V

Classes of Membership

Section 1

The following classes of membership shall be recognized.

- A. *Individual Membership*—Individual membership shall be open to any individual person, not a business firm as defined under Article IV, Section 1.
- B. *Industrial Membership*—Industrial membership shall be open to companies, corporations and businesses connected with the logging and lumbering, pulp and paper and other allied industries on the following basis:
 - Class I*—Businesses whose average annual payroll includes 250 or more employees.
 - Class II*—Businesses whose average annual payroll includes 76 to 250 employees.
 - Class III*—Businesses whose average annual payroll includes 26 to 75 employees.
 - Class IV*—Businesses whose average annual payroll includes 13 to 25 employees.
 - Class V*—Businesses whose average annual payroll includes 6 to 12 employees.
 - Class VI*—Businesses whose average annual payroll includes 5 employees or less.
- C. *Associate Membership*—Associate Membership shall be given to those companies, corporations, and businesses in allied industries including equipment suppliers who support the Association's mission and objectives. The classification for Associate Membership shall be as follows:
 - Class I*—Manufacturers
 - Class II*—Distributors

Class III—Dealers

D. *Honorary Life Membership*—This class of membership may be awarded by the Board of Directors at its Fall Board Meeting. It is intended to recognize individuals who have made significant contributions to forestry and the forest products industry. Dues for this class are waived and Honorary Life Membership includes a complimentary subscription to *The Northern Logger*.

Section 2

The dues schedule for these Membership classes will be maintained as a Board Policy and shall be attached to these Bylaws. The dues schedule may be revised by a majority vote of the Board of Directors at any of its regular meetings.

ARTICLE VI

Officers and Election of Officers

Section 1

The officers of the Northeastern Loggers' Association, Inc., shall consist of a Board Chair, President, 1st Vice-President, 2nd Vice President, Secretary, and Treasurer.

Section 2

The officers shall be elected at the annual membership meeting of the Association.

Section 3

The officers shall serve for one year, or until their successors are elected. Excepting the offices of Secretary and Treasurer, no elected officer shall be eligible for re-election to succeed to the same office for two successive years.

Section 4

The outgoing President shall automatically become Board Chair upon the election of a new President and shall continue to serve in this capacity until completion of the successor's term of office. In case the office of President is vacated, the 1st Vice-President shall become President until the next annual membership meeting. The Executive Committee shall appoint a Secretary or Treasurer or other members of the Executive Committee in case those offices are vacated.

Section 5

The Executive Committee is authorized to employ, at such time as the finances of the Association permit, an Executive Director to carry out the policies of the Association as defined herein. The Executive Committee is empowered to hire, supervise, and to discharge the Executive Director and to establish the rate of compensation and otherwise control all activities of this employee of the Association.

ARTICLE VII

Duties of Officers

Section 1

Board Chair – The Board Chair position shall be occupied by the Immediate Past President. The Board Chair serves as the chair of both the Executive Committee and the Nominating Committee and may assume additional responsibilities of the Association as assigned by the President.

Section 2

President—The President shall be the directing head of the Association. The President shall call special meetings of the Association, Directors and Executive Committee. The President shall make all appointments to and determine charges for standing and special committees, except the Executive Committee.

Section 3

Vice-Presidents—The 1st Vice-President shall act in place of the President in the case of an absence and shall assume special responsibilities in relation to the administration of the Association as assigned by the President and the Executive Committee. The 2nd Vice-President shall act in the absence of both the President and 1st Vice-President.

Section 4

Secretary—The Secretary shall keep the minutes of the meetings of the Association, the Directors and the Executive Committee and shall supervise the maintenance of Association records. The Secretary shall prepare and transmit to the membership at Association meetings abstracts of the proceedings of the Association, Directors and Executive Committee meetings.

Section 5

Treasurer— The Treasurer shall collect all regular membership dues and shall be custodian of all funds and monies of the Association. The Treasurer shall maintain a special bank account in the name of the Association at its principal place of business, shall deposit in this account all monies received by the Association and shall draw against this account to meet legitimate bills and expenses. The Treasurer shall keep accurate and complete accounts of all financial transactions and shall submit these accounts to audit prior to the regular annual membership meeting. The Treasurer shall submit to the President on request statements showing the existing financial status of the Association. The Treasurer shall be bonded. The Treasurer title and duties shall be assigned to the Executive Director unless otherwise determined by the Executive Committee.

Section 6

Executive Director—The Executive Director shall manage the affairs of the Association to carry out its programs and policies including the conduct of correspondence and the notice of meetings. As an employee and advisor to the Association, the Executive Director shall not cast a vote at Association, Board or Executive Committee meetings.

ARTICLE VIII

Directors and Election of Directors

Section 1

There shall be twenty-four (24) Directors serving for terms of three years each. Eight Directors shall be elected at the annual membership meeting each year, and in addition any vacancies on the Board shall be filled by election of successors for the unexpired term of their predecessor.

Section 2

Directors shall not serve more than two full terms in succession.

Section 3

When a vacancy occurs between annual meetings a new Director may be appointed by the Board of Directors to serve temporarily until the next annual membership meeting.

Section 4

When a Director shall fail, without cause as determined by the Executive Committee, to attend two successive meetings of the Board of Directors, the then sitting Board of Directors shall declare the office vacant and a Director may be named to temporarily serve until the next general election shall elect a successor Director to serve the unexpired term remaining.

Section 5

The functions of the Board of Directors shall be in accordance with the legal requirements of the Articles of Incorporation of the Association.

ARTICLE IX

Executive Committee

Section 1

There shall be an Executive Committee of the Board of Directors consisting of the six officers (Board Chair, President, 1st Vice President, 2nd Vice President, Secretary, Treasurer) and three at-large members elected from among the current Board of Directors. The Executive Committee shall be elected by the Board of Directors at the annual meeting of the Board, and the Executive Committee members shall serve for one year or until their successors are elected.

Section 2

The Executive Committee shall be headed by the Board Chair and will be responsible for the development of the Association and its work between regular meetings. The Executive Committee shall have the power to decide the policies and procedures between regular meetings and shall authorize expenditures.

ARTICLE X

Meetings

Section 1

The membership of the Northeastern Loggers' Association, Inc., shall hold one regular membership meeting annually. Notice of the annual membership meeting shall be published in the two (2) monthly issues of *The Northern Logger* magazine immediately preceding the meeting. Twenty (20) members shall constitute a quorum for the annual membership meeting.

Section 2

The Board of Directors shall hold at least one meeting annually. Sixteen (16) Directors shall constitute a quorum.

Section 3

The Executive Committee shall meet at the call of the President when necessary. Five (5) members shall constitute a quorum.

Section 4

A special meeting of Association membership shall be called by the President upon petition of fifty (50) members in good standing or upon request of the Executive Committee. Special meetings of the Board of Directors or Executive Committee shall be called by the President upon request of a majority of the Board or Executive Committee, or at the President's direction.

ARTICLE XI

NL Publishing, Inc. and *The Northern Logger & Timber Processor* magazine

Section 1

Pursuant to the objective of the Northeastern Loggers' Association as defined in Article III, Objective 1.a. of these bylaws the Association, as sole shareholder of NL Publishing, Inc., shall publish a monthly periodical the name of which shall be *The Northern Logger & Timber Processor*. What was the *Lumber Camp News* magazine, edited and published by Frank A. Reed, Old Forge, NY, shall become *The Northern Logger & Timber Processor* magazine according to mutual agreement between Mr. Reed and the Northeastern Loggers' Association, Inc.

Section 2

For the purpose of publishing *The Northern Logger & Timber Processor* magazine the Association has formed the for-profit entity NL Publishing, Inc. NL Publishing shall maintain an adequate business organization, engage the necessary editorial and business staff, and enlist the contributed cooperation of others desirable to carry out the purpose of Section 1 above.

ARTICLE XII

Committees

Section 1

Standing Committees. The President shall appoint the following standing committees.

- A. Finance Committee—The finance committee shall serve as an advisory committee to the Executive Committee and the Treasurer on financial matters and shall be responsible for overseeing the preparation of an annual budget and securing an annual audit of the Treasurer's accounts. This committee shall be responsible for any fund-raising programs of the Association.
- B. Nominating Committee —The nominating committee shall solicit officer and director nominations to the NELA Board of Directors. They will finalize and publish a slate of qualified nominees to be presented to the Board of Directors and to Association membership at the annual membership meeting. Nominations from the floor for both officers and directors shall be permitted.

Section 2

Working Committees. The President may appoint the following working committees if and when in the President's judgement the organization of these committees is necessary and desirable:

- A. Awards Committee – The awards committee shall oversee the Association's annual awards program which is intended to recognize and honor outstanding individuals and companies in our region's industry.
- B. Grants Committee – The grants committee shall oversee the Association's grants program which is intended to support public relations and educational programs that align with the Association's objectives.

Section 3

Special Committees. In order to advance the Association's objectives, the President may appoint additional working and/or special committees at any time.

ARTICLE XIII

Conduct of Meetings

Section 1

All meetings shall be conducted in accordance with Roberts Rules of Order.

Section 2

The order of business at the annual membership meeting shall be as follows:

- A. *Reading of the minutes of previous meeting*
- B. *Reports of officers*
- C. *Communications*
- D. *Reports of Committees*
- E. *Old Business*
- F. *New Business*
- G. *Elections*
- H. *Adjournment*

ARTICLE XIV

Amendments to the Bylaws

Section 1

These bylaws may be amended at the regular annual membership meeting by a two-thirds majority vote of those present.

Original bylaws adopted by the Northeastern Loggers' Association at the regular annual meeting, May 17, 1991
s/ Robert A. Robinson, *Secretary, Pro-Tem* ; s/Melvin Williams, *President*