

BY-LAWS

Southern Forest Research Partnership, Inc.

ARTICLE I. NAME, OFFICES AND OBJECTIVES

Section 1. NAME--The name of this organization shall be the Southern Forest Research Partnership, Inc., hereinafter referred to as the "SFRP"

Section 2. OFFICES--The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address but may have other offices located within or without the State of Georgia as the Board of Directors may determine.

Section 3. PURPOSE-- The SFRP is formed to advance the public interest by providing direction and support for scientific research to improve the health, productivity and sustainability of forest resources in the southern United States.

ARTICLE II. MEMBERSHIP AND STATUS

Section 1. MEMBERSHIP ELIGIBILITY-- Membership shall be open to all persons and organizations that share a commitment to enhancing the health, productivity and sustainability of southern forest resources through collaborative means, and who can bring valuable resources to SFRP in support of its Purpose.

Section 2. BECOMING A MEMBER OF SFRP-- An individual or group may become a member of the SFRP by:

1. Being nominated by a current member of the SFRP either at a regularly scheduled business meeting, or by completing a membership application certifying that the applicant would support the objectives of the SFRP; Article I, Section 3;
2. Agreeing to provide a minimum annual membership contribution (dues) in an amount determined by the SFRP Board of Directors;
3. And, if joining after the first year of incorporation, by agreeing to pay an additional one-time joining fee in an amount determined by the SFRP Board of Directors;

Other individuals or groups may contribute to SFRP to support specific programs or research projects; however, such individuals or groups are not considered members of the SFRP.

Section 3. STATUS-- All members shall be considered in good standing as long as they remain committed to the goals of the SFRP and maintain their annual membership contribution. Any member may discontinue SFRP membership by so advising the SFRP Executive Committee in writing. No portion of an annual membership contribution made by a departing member will be refunded.

ARTICLE III. OPERATING PRINCIPLES

Section 1. COOPERATION-- Each member is committed to advancing the Purpose of SFRP.

Section 2. ANTI-TRUST LAWS-- All activities of the SFRP, including but not limited to business meetings, studies, and projects conducted by the SFRP will be conducted in full compliance with all applicable anti-trust laws.

Section 3. INTELLECTUAL PROPERTY-- The Board of Directors will establish general policy guidelines related to the disposition of Intellectual Property generated through cooperative efforts of the SFRP. In addition, prior to the initiation of a specific research project, as part of the contract or plan, the members and contributors to the project will describe how intellectual property arising from that project will be assigned. This statement will be reviewed and approved by the Executive Committee for compliance with the general policy established by the Board of Directors.

Section 4. NON-PROFIT STATUS-- All activities of the SFRP will be conducted in compliance with requirements specified in U.S. Code Title 26, Subtitle A, Chapter 1, Subchapter F, Part 1, Section 501, Subsection (c)(3). Activities not in compliance with these requirements are expressly forbidden.

Section 5. CONTRIBUTIONS--Contributions to the SFRP may either be cash or documented in-kind services, except that annual membership dues must be in cash. Contributions in excess of the annual membership contributions may be designated by members to be applied to specific projects or activities of the SFRP. Contributors who are not members of the SFRP may similarly designate their contributions.

Section 6. FISCAL YEAR--The fiscal year of the Corporation shall end on the last day of June of each year.

ARTICLE IV. ORGANIZATION

Section 1. BOARD OF DIRECTORS-- SFRP will be governed by a Board of Directors. The Chair of the Board of Directors shall be the Chair of the Executive Committee. The Board of Directors shall consist of the duly-elected officers of the SFRP, up to 12 others elected to membership by the members of the SFRP for a 2-year term, and appointed non-voting, ex-officio members as deemed

appropriate by the Board. In the first year of operation only, half of the Board members will be appointed for a 1-year term and the other half for the standard 2-year term to establish a yearly rotation cycle of half the Board. A Board member's term of office is restricted to no more than two consecutive terms. In the event a Board member cannot complete his/her term, a replacement shall be appointed by the Chair.

The function of the Board of Directors is to:

- a) Set operating policies consistent with the objectives of SFRP and ensure that such policies are established within the activities of the SFRP,
- b) Assure that all activities of SFRP are conducted in accord with SFRP By-Laws and all applicable local, state, and federal laws,
- c) Provide fund-raising leadership in support of SFRP goals,
- d) Set the overall research direction of the science program, and
- e) Have final authority in all funding decisions.

All actions taken by the Board of Directors will be reported to the membership of the SFRP within 14 days.

Section 2. EXECUTIVE COMMITTEE-- The Executive Committee shall be responsible for conducting the business of the SFRP, and shall be made up of:

- a) The Chair, Vice-Chair, and Secretary / Treasurer
- b) The immediate past Chair
- c) Two Members-at-Large from the Board to be elected by the Board for a two-year term.
- d) The Chair, or Co-Chair, of the Science Committee

Section 3. COMMITTEES-- The activities of the SFRP will be coordinated by a committee structure as follows:

Clause A. Science Committee-- The Chair, or Co-Chair, of the Science Committee shall be appointed by the Executive Committee with approval from the Board of Directors, and shall serve a two-year term. Participation on the Science Committee will be open to all members of the SFRP. The Science Committee will provide technical oversight of scientific programs sponsored by the SFRP, and make funding recommendations to the Board.

Clause B. Resource Development Committee-- The Chair of the Resource Development Committee *shall be appointed by the Executive Committee with approval from the Board of Directors, and shall serve a two-year term.* Participation on the Resource Development Committee

will be open to all members of the SFRP. The Resource Development Committee will be responsible for the financial business of the SFRP.

Clause C. Ad Hoc Committees-- Ad Hoc Committees may be established by the Executive Committee or the Science Committee. Members may be appointed to Ad Hoc Committees as needed to conduct the business of the SFRP. Ad Hoc Committees will be temporary, with specific tasks, and will sunset upon completion of their assigned tasks.

Clause D. Project Committees-- Project Committees may be formed by the Science Committee, with approval of the Executive Committee, to oversee the conduct of technical projects. Such committees will be composed solely of the SFRP members and/or contributing non-members who have made designated contributions to the technical project for which the Committee is formed. One individual will represent each member or contributor organization per project. The vote of a Project Committee member will be weighted in proportion to the financial support provided to the project by the organization represented.

All interim actions of these committees will be reported to the membership of the SFRP at the next business meeting.

Section 4. MEETINGS

Clause A. Board of Directors Meetings-- There will be at least one meeting of the Board of Directors each year. All meetings of the Board of Directors will be open to members of the SFRP.

Clause B. General Business Meeting-- There will be at least one General Business Meetings of the membership of the SFRP each year. These meetings shall be open to the public. Additional meetings may be called at the discretion of the Board of Directors.

Clause C. All Meetings-- All meetings of the Board of Directors and all General Business meetings will have written minutes prepared and distributed to the membership. Notification of these meetings will be made in writing at least two weeks before the meeting date. Notification will include time and place of the meeting, and an agenda of business to be conducted.

Section 5. VOTING

Clause A. Simple Majority-- Except as noted in Article VII., Section 1, decisions made at all meetings shall be decided by simple majority vote of those voting members in attendance, provided a quorum is present.

Clause B. Definition of Quorum-- A quorum is defined as at least one half of the membership of the body conducting business, and applies to General Business meetings, meetings of the Board, meetings of the Executive Committee, and all other committees. A member may be “present” either in person, or by electronic connection, or by written proxy.

Clause C. Definition of Voting Member-- Each member of SFRP, whether that be an individual or organization, shall have one vote, and one vote only, at all General Business Meetings, meetings of the Executive Committee, and all other committees. It will be up to each member of SFRP to designate their voting member if they have more than one person present.

ARTICLE V. OFFICERS AND STAFF

Section 1. OFFICERS-- The Officers of SFRP shall be a Chair, Vice-Chair, and Secretary / Treasurer. Only members or member representatives may serve as officers of SFRP.

1. Chair-- The initial Chair shall be elected by the Board of Directors, and shall serve a two-year term. Subsequent Chairs will succeed from the office of Vice-Chair. The Chair shall call and preside at all Board of Directors and general business meetings, set the time and place of each business meeting, and prepare the agenda (with consultation from the Science Committee). In the absence of the Chair, the Vice-Chair shall assume the duties of the Chair.
2. Vice-Chair-- The Board of Directors shall elect the Vice-Chair. The Vice-Chair serves for a two-year term and succeeds to the office of Chair. In the absence of the Vice-Chair, the Board of Directors will appoint a temporary Vice-Chair to fill the remainder of the vacated term.
3. Secretary / Treasurer-- The Secretary / Treasurer shall be elected by the Board of Directors, shall serve a two-year term, and may be re-elected to subsequent terms at the discretion of the Board of Directors. The Secretary / Treasurer shall be responsible for having meeting notices distributed to all members, and for having minutes recorded and distributed. The Secretary / Treasurer shall also be responsible for all funds of the SFRP. Assets in the SFRP accounts shall be made subject to the single signature of the Chair of the Board of Directors or the Secretary / Treasurer. In the absence of the Treasurer, the Board of Directors shall appoint a temporary Secretary / Treasurer to fill the remainder of the vacated term.

Section 2. STAFF-- The Board of Directors will provide for administrative support of the activities of SFRP, including the appointment of administrative staff, as appropriate.

ARTICLE VI. ELECTIONS

Section 1. Nominations-- At least 60 days prior to the end of the term of office for board members, the Chair of the Board of Directors shall appoint a Nominations Ad Hoc Committee consisting of at least three members of the SFRP. The Nominations Committee will develop a slate of candidates for each board position, and provide that to the designated staff at least 45 days before the election. The Secretary / Treasurer will ensure that ballots are distributed to all active members in good standing. Members will have until the specified due date on the ballot to return their marked ballots. This due date will be at least 30 days from the anticipated date of receipt of the ballot by members. Each member person or member organization will have one vote. Officers will be installed at the next business meeting following the election.

Section 2. Balloting-- Members will be elected to office by a simple majority of those members returning valid ballots. The designated staff and the Ad Hoc Nominations Committee shall validate the ballots.

ARTICLE VII. SEAL

The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or by his assistants on the share certificates and other appropriate papers.

ARTICLE VIII. AMENDMENTS

Section 1. Amendments-- These By-laws may be altered, amended, or repealed at any regular business meeting of the membership through a two-thirds majority vote of those voting members in attendance provided a quorum is present and:

1. A notice of intent to vote upon proposed By-Laws changes and a copy of the proposed changes are mailed to each member with the notice of the business meeting.
2. Such notice is provided to the membership at least two weeks prior to the business meeting.

ARTICLE IX. TERMINATION

Section 1. Termination-- In the event that SFRP is dissolved, the SFRP Board of Directors shall provide for the disposal of all SFRP assets. Such disposal will be consistent with the status of SFRP under U.S. Code Title 26, Subtitle A, Chapter 1, Subchapter F, Part 1, Section 501, Subsection (c)(3).