

**REVISED 12.15.05
BYLAWS**

OF

GEORGIA FORESTRY FOUNDATION, INC.

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BYLAWS
OF
GEORGIA FORESTRY FOUNDATION, INC.

ARTICLE I

NAME AND PURPOSE

1. The name of this foundation shall be the “Georgia Forestry Foundation, Inc.,” hereinafter referred to as the “Foundation.” The form of organization shall be that of a nonprofit corporation, incorporated under the laws of the State of Georgia.

2. The purposes and objectives of the Foundation shall be:

1. To initiate, encourage and sponsor the development of technical and practical information of interest to the forestry community and the public in general and to publish or aid in the publication of this information.

2. To initiate, encourage and sponsor educational programs in forestry and other related subjects for private timberland owners and the public in general.

3. To advance instruction in forestry and encourage qualified individuals to enter careers in the field of forestry.

4. To initiate, encourage and sponsor research in forestry and effective teaching methods in forestry and publish or aid in the publication of the results of such research.

5. To advance a widespread knowledge of forestry among qualified students and the public in general.

6. To engage in related activities within the meaning of Section 501(c)(3) of the Internal Code or corresponding section of any future federal tax code.

3. To the extent resources are available, all materials shall be available to the interested public and to representatives of government.

ARTICLE II

OFFICE, AUTHORITIES AND RESIDENT AGENT

1. The Foundation shall have its principal office in Georgia at the headquarters of the Georgia Forestry Association, Inc. The Foundation shall have the authority to construct, own and lease to the Georgia Forestry Association the building and surrounding grounds used as its headquarters in Forsyth, Georgia.

2. The Foundation shall have the authority to solicit, manage and invest funds in support of the purposes and objectives stated in Section 2 of ARTICLE I of these Bylaws appropriate for a Section 501 (c)(3) corporation. This shall include the authority to borrow money, execute notes and other appropriate documents, manage endowments, own and lease property and other endeavors consistent with the purposes and objectives of the Foundation.

3. The Foundation shall have in Georgia at all times a designated agent authorized to accept service of process for the Foundation; and notice served upon or mailed to such agent at such business address, shall be deemed service upon or notice to the Foundation.

ARTICLE III

CONTRIBUTORS

1. Contributors to the Georgia Forestry Foundation, Inc. shall be acknowledged by a receipt or appropriate certificate.
2. The Foundation shall not have members.

ARTICLE IV

OFFICERS

1. The officers of the Foundation shall be a Chairman of the Board, a Vice Chairman, a Secretary and a Treasurer. Each officer shall serve concurrently as a member of the Board of Trustees.
2. The Chairman of the Board shall be the chief executive officer of the Foundation and shall preside at all meetings of the Board of Trustees. The Chairman shall see that all orders and resolutions of the Board of Trustees are carried into effect. The Chairman may execute all contracts, deeds, certificates, bonds, or other obligations authorized by the Board and sign records or certificates required by law or by orders of the Board of Trustees. The Chairman shall perform such other duties as may from time to time be prescribed by the Board of Trustees. Such duties as noted above may be delegated at the discretion of the Board of Trustees.
3. The Vice Chairman shall preside at meetings of the Foundation and the Board of Trustees in the Chairman's absence, and perform such other duties as may be assigned by the Chairman.
4. The Secretary shall attend all meetings of the Board of Trustees, and shall record the minutes of such meetings in books provided for that purpose. The Secretary shall attend to the giving and serving of all notices of the Foundation. The Secretary shall be the custodian for

all papers brought before the Board of Trustees for action or ordered on file; also of all written contracts, deeds, insurance policies, leases, records and evidence of title to real estate and other property (except monied securities) owned, held, or controlled by the Foundation. The Secretary shall have the custody of the corporate seal and shall affix and attest the same when authorized by any officer, the Board of Trustees or a committee thereof.

5. The Treasurer shall keep full and accurate account of all receipts and disbursements in the books of the Foundation and shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees. The Treasurer shall have authority to receive and give receipts for all monies due and payable to the Foundation and from any source whatsoever and to give full discharge for the same, and to endorse for deposit on behalf of the Foundation all checks, drafts, notes, warrants, orders and other papers requiring endorsement. The Treasurer shall disburse the monies of the Foundation under the discretion of the Board of Trustees. The Treasurer may, at the discretion of the Trustees, be required to give a bond in any amount satisfactory to the Board for the faithful performance of the duties of this office and for the restoration to the Foundation in case of his death, resignation or removal from office of all books, papers, vouchers, money or other property of whatever kind in his or her possession, belonging to the Foundation. The Treasurer shall prepare annually, and more often if so requested by the Board of Trustees, a full statement of the finances of the Foundation. The Treasurer shall perform such other duties as may be conferred upon him by the Board of Trustees.

ARTICLE V

TRUSTEES AND MEETINGS

1. The affairs of the Foundation shall be managed by a Board of Trustees of not less than nine (9) members nor more than fifteen (15) members who shall have submitted a filing form indicating an awareness of their responsibilities and a commitment to attend all meetings. This Board of Trustees shall be elected by the Georgia Forestry Association Board of Directors in accordance with the provisions of Article VI of these bylaws. Trustees may be designated by district.

2. Trustees shall serve as such without salary or other compensation, but, by resolution of the Board of Trustees, may be allowed expenses of attending meetings. Nothing herein contained shall be construed to preclude any Trustee from serving the Foundation or the Georgia Forestry Association in another capacity for which compensation is appropriate.

3. The annual meeting of the Board of Trustees shall be held at such place and on such date as may be determined by the Board of Trustees. Regular meetings of the Board of Trustees may occur at such times and at such places as the Trustees deem appropriate. The Chairman may call a special meeting, and notice thereof need not contain any statement of the business to be transacted except where the meeting is called to consider or vote on amendments to the Articles of Incorporation or the Bylaws.

4. A quorum of the Board shall be a majority of the Board.

5. The Board of Trustees shall be empowered to create such subsidiary offices, such as assistant secretaries, assistant treasurers, etc., as in their discretion, are needed. The Trustees may delegate such powers and such duties, not inconsistent with Georgia statutes, to such officers as in their discretion is deemed warranted. More than one office may be held by the

same person, provided that the offices of Chairman and Treasurer may not be held by the same person.

ARTICLE VI

NOMINATION AND ELECTIONS

1. At least sixty days prior to the Fall Board of Directors meeting of the Georgia Forestry Association, the Chairman shall appoint a nominating committee composed of three trustees. The Chairman of the nominating committee shall be elected by the committee. The nominating committee shall submit at least one name for each available elective office of the Foundation to the Georgia Forestry Association Board. The recommendations of the nominating committee shall be provided to the Georgia Forestry Association Board at least thirty days prior to its Fall meeting.

2. Trustees and officers shall be elected by the Georgia Forestry Association Board of Directors by a majority of those present and voting at the meeting of the Board of the Georgia Forestry Association at which the election occurs. A majority of the Foundation Trustees shall also be members of the Board of Directors of the Georgia Forestry Association. The Georgia Forestry Association Board may remove a trustee or officer for cause, at its sole discretion, by a two-thirds vote of the full membership of the Georgia Forestry Association Board.

3. Trustees shall serve for three-year terms or until their successors are elected. Their terms shall begin on January 1 following their election.

4. Officers shall serve for one-year or until their successors are elected. Their terms shall begin on January 1 following their election. The Chairman and Vice-Chairman may succeed themselves once. These officers may serve additional terms after a break in service.

5. In the event a trustee or officer vacancy occurs, it shall be filled by the Board of Directors at the Georgia Forestry Association at its next regular meeting.

ARTICLE VII

EXECUTIVE VICE PRESIDENT

1. The Executive Vice President of the Georgia Forestry Association shall serve as Executive Vice President of the Foundation, and shall, with the approval of the Board of Trustees, be appointed secretary to the Foundation.

2. The Executive Vice President shall be the manager of the Foundation, responsible for all management functions as prescribed by the Board of Trustees and be responsible to the Board. He may employ and may terminate the employment of members of the staff necessary to carry on the work of the Foundation and their compensations within the approved budget. As Executive Vice President, he shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall, in his judgment, be in the best interests of the Foundation.

ARTICLE VIII

MISCELLANEOUS

1. The Corporate Seal shall be circular in form and shall contain the name of the Foundation, the year of its creation and the words, "Corporate Seal, State of Georgia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

2. The fiscal year of the Foundation shall be from January 1 to December 31.

3. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

4. The accounts of the Foundation shall be reviewed annually by a certified public accountant when and only when receipts for any one year exceed \$10,000.00 or the fund balance exceeds \$25,000.00 in any one year.

5. Notice may be communicated in person; by telephone, telegraph, electronic mail or other form of wire or wireless communication; or by mail or private carrier, and such notice deemed to have been given under these Bylaws may be waived by the person entitled thereto.

ARTICLE IX

INDEMNIFICATION

1. This Article is intended to provide the broadest indemnification to the Foundation's trustees, officers, employees or agents authorized and permitted by law.

2. The Foundation may, by resolution of the Board of Trustees, provide for the indemnification by the Foundation of any and all of its Trustees, officers, employees or agents, or former Trustees, officers, employees or agents against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they, or any of them are made parties, or a party, by reason of having been a trustee, officer, employee or agent of the Foundation. Such provision may not eliminate or limit liability:

- (i) For any appropriation, in violation of his or her duties, of any business opportunity of the corporation;

(ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

(iii) For any transaction from which the person derived an improper personal benefit.

ARTICLE X

AMENDMENTS

The trustees, by the affirmative vote of a two-thirds majority thereof, may at any meeting, provided the substance of the proposed amendment shall have been stated in the meeting notice, amend or alter any of these Bylaws provided notice of such amendments shall have been provided members of the Board of Trustees at least thirty days in advance of such meeting.

ARTICLE XI

DISSOLUTION

SECTION 1. The Foundation shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure to the benefit of, or be distributed to, the contributors of the Foundation. On dissolution of the Foundation, any funds remaining shall be distributed in accordance with the Articles of Incorporation.

Amended on December 15, 2005