

BYLAWS

of

(The) FOREST FIRE LOOKOUT ASSOCIATION, INC.

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(Insert to preface the Bylaws of the Forest Fire Lookout Association, Inc.)

The Bylaws
of
(The) Forest Fire Lookout Association, Inc.

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The Bylaws
of
(The) Forest Fire Lookout Association, Inc.

Article One - Membership.

Section One – Regular Members.

Regular Members are those members who pay annual dues to the Corporation.

Sub-Section One-A.

Regular Members who are members of Chapters will channel their payment of annual dues through their Chapter Directors.

Sub-Section One-B.

Regular Members who do not live in a geographical area served by a Director, i.e., those without Chapter affiliation, are considered Members-At-Large, and they pay their annual dues directly to an Officer designated by the Board of Directors.

Section Two - Contributing Categories of Membership.

The Board of Directors will establish special categories of membership to facilitate contributions by those inclined to support the Corporation in a financial way greater than the payment of annual dues would require. These categories would include, but not be limited to Contributing, Sustaining, Commercial and Life Membership.

Section Three - Honorary Members.

The Board of Directors will establish the criteria for Honorary Membership. When such criteria has been established and the Board of Directors has determined to activate this category of membership. an Amendment to the Bylaws to that effect will replace Section Three of Article One of these Bylaws.

Section Four - Organizational Members.

The Board of Directors may wish to consider affiliate memberships by and for other organizations. If such a decision is made after these Bylaws are approved and in effect, an Amendment to that effect would replace Section Four of Article One.

Section Five - Voting Rights of Members.

Except as otherwise provided in these Bylaws, no member of the Corporation, as such, shall be entitled to vote on any matter involving the governance or operation of the Corporation, as all such powers are vested exclusively in the Board of Directors of the Corporation who shall manage its business and affairs.

Article Two - Directors.

Section One - (Representation).

Directors are selected to represent each State, Region or Province where a body of members exist. hereinafter referred to as Chapters.

Section Two - (Election By Chapter).

Directors may be elected by the body of members in the Chapter they are to represent.

Section Three - (Appointment by National Chairperson).

Where an election among a body of members is not feasible, the Director for a particular Chapter may be named by the Chairperson or President of the Corporation.

Section Four - (Co-Directors).

A Chapter may elect or select two Directors if desired, but in decisions of the Board of Directors. such Chapters so represented will have but one vote., as will each.

Section Five - (Representation & Responsibility).

Directors will be responsible for representing their Chapters on the Board of Directors, making certain that the interests and opinions of those they represent are known to the Board.

Section Six - (Terms of Office).

The term of Office of Directors will be determined by the Bylaws of the Chapters they represent.

Section Seven - (Further Responsibility).

While there may be elections of other Offices within Chapters, or duties may be delegated to others who have volunteered, the Director of each Chapter has the final responsibility to the Corporation for the distribution of information and the servicing of the membership he or she may represent.

Section Eight.

Each Director shall be a natural person of full age but need not be a resident of the Commonwealth of Pennsylvania.

Section Nine.

Each Director shall serve as such for the term of which he has been elected and until his successor shall be elected and shall qualify.

Section Ten.

The Incorporator of the Corporation shall elect the initial Board of Directors of the Corporation at the organization meeting of the Incorporation.

Article Two - Directors, Continued.

Section Eleven

In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-laws directed and required to be exercised or done by any other body.

Section Twelve.

The Board of Directors shall have the authority to fix the compensation of Directors for their services and such, and a Director may also be a salaried Officer of the Corporation

Section Thirteen.

The Board of Directors may suspend or expel a member of the Board for cause after an appropriate hearing.

Section Fourteen.

The Board of Directors may declare vacant the office of a Director if he is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the by-laws specify.

Article Three - Dues.

Section One - (Amount of Dues).

The amount of Annual Dues per member will be established by the Board of Directors.

Section Two - (Restriction On Increase of Dues).

Once established, Annual Dues may not be increased by the Board of Directors except when a decision to do so is accompanied by notice to all then members a year in advance of any such increase.

Section Three - (Chapter Fees).

The amount of Annual Dues established by the Board of Directors does not preclude any Chapter from requiring a surcharge or other fees of its members over and above the amount set by the Board, in order to cover costs of Chapter operations, and when such additional charge has been approved by the members of such Chapters.

Section Four - (Dues For Special Classes of Membership).

The amount of dues for special classes of members, such as Contributing, Sustaining, Commercial, and Life members will be established by the Board of Directors. The amounts requested for such special categories will be reviewed, and revised as necessary by the Board.

(Addendum)

Section Five - Organization and Affiliate Memberships).

In the event that the Board of Directors does recognize at some time in the future, a category or organizational member or affiliate, a dues structure for such forms of membership will be established at such time by Amendment, and may become Article Three, Section Five of these Bylaws.

(Note:)

(In Conference on Saturday, August 10, 1991, the Board of Directors authorized Directors to solicit and receive Sustaining Memberships at twenty-five dollars, and Commercial Memberships at a rate of thirty-five dollars, of which five dollars and ten dollars respectively would be forwarded to the National Treasurer.)

Article Four - Officers

Section One - Chairperson.

At the first opportunity in each even-numbered year a Chairperson will be elected for a two-year term in office, by the Board of Directors. The Chairperson will coordinate and chair meetings of the Board of Directors, will chair scheduled conferences when available, and will assume all such proper duties as are those normal for the President of a non-profit organization. The Chairperson will appoint a person to chair conferences at which he or she is unable to attend.

Section Two - Deputy Chairpersons.

A Deputy Chairperson will be elected for each of two regions and each for a term of two years. These two regions will be designated as the Eastern Region and the Western Region. The Deputy Chairperson for the Eastern Region will be elected at the earliest opportunity during even-numbered years. The election of the Chairperson for the Western Region will occur at the earliest opportunity during odd-numbered years. The Deputy Chairperson for the Eastern Region will be elected by the Directors representing Chapters within the boundaries of the Eastern Region. The Deputy Chairperson for the Western Region will be elected by the Directors representing Chapters within the boundaries of the Western Region.

Sub-Section Two-A

Within the boundaries of the Continental United States, those States which are East of the Mississippi River will be considered as comprising the Eastern Region and those States which are West of the Mississippi River will be considered as comprising the Western Region.

(Addendum - Pending Amendment Action.)

The geographical boundary between Eastern and Western Regions is further clarified by a line following the boundary between Wisconsin and Minnesota and then between Minnesota and the Province of Ontario. The boundary then proceeds North between the Provinces of Ontario and Manitoba, and the Western Region would then include all of the Northwestern Canadian Territories. (Clarification offered by Henry Isenberg and accepted 18 January 1992. This Addendum subject to Amendment proceedings.)

Section Three - Archivist.

At the first opportunity in each odd-numbered year, an Archivist will be elected for a two-year term of Office, by the Board of Directors. The Archivist will be responsible to receive, catalog, and file all pertinent data provided or obtained, relative to forest fire lookouts, past or present. Such material will be maintained in such a manner as to provide reasonable access on the call of members in good standing. The Archivist will have discretion to any decisions regarding the release of such materials or information at the request of non-members such as government agencies, news media, etc. At the end of the elected term of office and when not re-elected, the Archivist will facilitate the transfer to his or her successor, all records and materials properly belonging in the Archives of the Corporation.

Article Four - Officers, Continued

Section Four - Treasurer.

At the first opportunity in each even-numbered year, a Treasurer will be elected for a two-year term of Office, by the Board of Directors. The Treasurer will be responsible to receive, record and disburse funds of the Corporation and to provide the Board of Directors with a strict accounting of all transactions at the call of the Board and at each major conference. The treasurer will transfer within thirty days, all records, files and funds pertinent to the Corporation any elected or appointed successor.

Section Five - Secretary.

At the first opportunity in each odd-numbered year, a Secretary will be elected for a two-year term of Office by the Board of Directors. The Secretary will maintain the records of the Corporation not specifically in the charge of other Officers. And the Secretary will record the Minutes of any meetings of the Board of Directors. In any case where the Secretary is unable to attend a meeting of the Board of Directors, he or she will assume the responsibility of having someone present who is able and willing to accomplish the taking of the Minutes for such meeting. The Secretary will maintain such records in his or her charge in a manner so as to make them available on the call of the Board of Directors or any Officer. And the Secretary will maintain an accurate list of the membership of the Corporation.

Section Six - Other Officers.

When necessary, the Board of Directors will add additional Offices and a brief description of the duties of each, as Amendments to the Bylaws. Such Amendments stand as Sections of Article Four.

Section Seven - Interim Appointments.

In advance of an election, or to fill a vacancy, or in anticipation of any Office being created, the Chairperson may appoint those persons who are able and willing to accomplish specific tasks. Such appointments would expire at the end of the term of the presiding Chairperson, if not terminated by election or other appointment prior to that time.

Section Eight - Financial Responsibility.

All Officers, including Directors, will be responsible to maintain an strict financial accounting of all funds of the Corporation that may come through their hands as a result of the position they hold.

Section Nine - Necessary Expenses.

Officers may submit to the Board of Directors, requests for reimbursement for proper and necessary expenses.

Section Ten - Eligibility for Office.

Any member in good standing may be nominated and elected for the Offices described in Article Four, whether a member of the Board of Directors or not.

Section Eleven - Officers Serve On The Board.

Any member that is elected to Offices described in Article Four, and who is not a member of the Board of Directors when elected to Office, becomes a member of the Board of Directors at the instance of his or her election to office.

Article Five - Chapters

Section One.

Chapters will be recognized as such when a body of members in any State, group of States, or Province is represented by a duly elected, selected or authorized Representative who shall be known as a Director.

Section Two.

Chapters may undertake any legal activity that supports or furthers the work of the Corporation, so long as there is no thing in their operations that is an conflict with the Constitution and Bylaws of the Corporation. They may elect Officers, sponsor conferences, maintain meeting schedules, raise funds to cover operating expenses, and provide services to their members.

Section Three.

Chapters will at all times, cooperate with the Corporation in its projects and endeavors, supporting the work of the Archivist, for example, and implementing projects of the Corporation when their geographical area is involved, in particular.

Section Four.

Chapters will maintain a strict financial accounting of all moneys received and disbursed and provide an annual financial reports to the Board of Directors of the Corporation.

Section Five.

Chapters will manage their affairs in such a manner that no financial advantage or gain is accrued to any individual save for the possible reimbursement of proper and necessary expenses reported to the Chapter for that purpose.

Section Six.

A Chapter may reduce the geographical area it serves by cooperating with those who seek to create a new Chapter, and with the approval of the Board of Directors of the Corporation.

Section Seven.

When publishing letterheads, business cards, or other materials, Chapters will give the name of the Corporation, followed by the name of the Chapter. An example would be:

Forest Fire Lookout Association, Inc.
Pennsylvania Chapter

Section Eight.

Unorganized Chapters, those without meetings or elections, will have a Director named for them from among their membership, by the Chairperson of the Corporation.

Article Six - Meetings

Section One.

Meetings of the Corporation are termed Conferences.

Section Two.

Conferences will include, to as great a degree as is possible, opportunities for fellowship, exchange of information, and special programs related to the interests of the Corporation, as well as a general business session, and an opportunity for the Board of Directors to meet and function.

Section Three - A.

Conferences should also provide opportunities for displays, exhibits, and the sale of related items that may be of interest to the membership and the general public. The sale of any items should be for the benefit of the Corporation, its Chapters, or its purposes.

Section Three - B.

Conferences will provide, to the degree possible, opportunities for research, investigation, field trips, and/or other learning opportunities for those who attend. Conferences may be held in facilities at or near forest installations where the purposes of the conferences may be enhanced by the physical location.

Section Four.

Conferences, in order to include business sessions for either the membership or the Board of Directors must be advertised to the membership no less than sixty days in advance of the event.

Section Five.

Conferences may be sponsored by Chapters of the Corporation. The Board of Directors will sponsor conferences only when there is no Chapter ready and available to sponsor and host the event.

Section Six.

It is understood that those who sponsor a conference may have the opportunity to cover the costs they may incur to collection, solicitation, or other fundraising mechanism.

Section Seven.

Members of the Corporation are encouraged to have their opinions expressed at conferences either by writing to the sponsoring agency of the conference or to their representative Director.

Section Eight

When necessary, the Board of Directors may meet when there is no conference, providing sixty days written notice has been provided to all members of the Board.

Article Six - Meetings, Continued

Section Nine.

To the greatest degree feasible, conferences will be held in different States, or if in the same State, in varied locations, from one time to the next. This, in order to provide the membership the opportunity to participate more easily from time to time, due to the change in travel distances. And this is as well, to provide the maximum opportunity to participating members to visit and see more forestry and lookout-related sites and facilities.

Section Ten.

Minutes will be taken for purposes of record, of all aspects of the conferences. Copies of these Minutes will be made available within a reasonable time afterwards, to all Officers and Directors. Such Minutes will be available to any member in good standing who may request them. A charge to cover the costs of duplication and mailing may be asked of those requesting copies of Minutes, other than the Officers and Directors.

Section Eleven.

Minutes will be taken of any meeting of the Board of Directors that is not held as a part of a conference. Copies of such Minutes will be made available to all Officers and Directors.

Section Twelve.

Meeting of the Board of Directors may be held at such time and at such places within the Commonwealth of Pennsylvania or elsewhere as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section Thirteen.

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

Section Fourteen.

Whenever any written notice is required to be given under the provision of the Pennsylvania Nonprofit Corporation Law of 1988 or the Articles of Incorporation or by-laws of the Corporation, a waiver whereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting. at the beginning of the meeting. to the transaction of any business because the meeting was not lawfully called or convened.

Section Fifteen.

One or more person may participate in a meeting of the board of Directors by means of conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other, an participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Article Seven - Committees

Section One.

As they are needed to accomplish specific tasks, the Chairperson will appoint committees.

Section Two.

Committees will maintain a strict financial accounting of necessary expenses as well as any income they may generate. Financial reports of committee operations will be available on the call of the Corporation, Chairperson or the Board of Directors.

Section Four.

The elected Officers will constitute an Executive committee. The Executive committee will manage the business of the Corporation during those periods of time between conferences and meetings of the Board of Directors. The Executive committee will deal with all matters of business not expressly designated as the responsibility of the Board of Directors.

Article Eight - Voting

Section One - Membership.

The membership may be asked to vote by mailed solicitation of that vote and may be asked to vote when assembled in conference, or the vote of the membership may be accomplished by a combination of both methods stated.

Section Two - Committees.

Voting in committees may be accomplished by seeking a simple majority of committee members.

Section Three - Directors.

Directors may vote in any of four methods as described in the Sub-Sections that follow.

Sub-Section Three-A

A vote of Directors may be solicited by mail. In such cases, a stated deadline will be given for response to such solicitation.

Sub-Section Three-B

A vote of Directors may be solicited by telephone. In such cases a strict accounting will be made for the record of the response of each Director.

Sub-Section Three-C

Directors present at a stated meeting may vote by virtue of a simple majority save for such cases specified in Bylaws where a vote of three-quarters of the membership of the Board of Directors is required.

Sub-Section Three-D

In specified cases where a three-quarters majority of Directors is required to approve, votes received by mail are to be counted with the votes of those present, so long as sixty days notice has been provided all Directors.

Section Four - Minority Report.

If requested by those in the minority, a report of voting on any issue must include such comment as that minority may wish to express.

Section Five - Constitution, Bylaws, Amendments.

Voting on such matters as Constitution, Bylaws and Amendments to the same will be governed by the Articles of the Constitution and the Bylaws pertaining to the same.

Article Nine - Organization

Section One.

At such time as it becomes both necessary and feasible, the Board of Directors may create subdivisions of the organization such as Eastern. Western, or whatever. In such a case, conferences may reflect regional areas such as an Eastern Conference, Western Conference.

Section Two.

At such time as regionalization of the organization might occur, the Board of Directors would enact the necessary procedures regarding Offices, management, etc., in line with existing Constitution and Bylaws Articles and in such a manner as to best serve the membership of the Corporation.

Section Three.

Every effort will be made to cooperate with other organizations and agencies with similar interests and aims.

Section Four.

So long as the National Historic Lookout Register exists, this Corporation will endeavor to do all things proper and reasonable to facilitate the work of the Register.

Section Five.

While being supportive with information and historic research to individuals and agencies, this Corporation will at all times avoid a political or lobbying role in the matter of lookout job retention or those matters related thereto.

Section Six.

The fiscal year of the Corporation shall begin on the first day of January.

Article Ten - Publications

Section One.

Publications may be written, and then copies or otherwise produced in the name of the Corporation, when approved by the Board of Directors.

Section Two.

Publications produced by or for the Corporation may be sold to cover costs or as a fundraising project when approved by the Board of Directors.

Section Three.

The Chairperson of the Corporation may appoint a Publications Committee.

Section Four.

A newsletter will be provided to the membership as a benefit of membership.

Section Five.

To provide continuity, and a growth potential built on experience, a Newsletter Committee will be a standing committee.

Section Six.

An Editor, appointed by the Chairperson of the Corporation, will serve as Chairperson of the standing Newsletter Committee.

Section Seven.

The Editor/Chairperson of the Newsletter committee will select and enlist able, willing and interested members of the Corporation to serve on the Newsletter committee and to assist in the writing, publication and distribution of the Newsletter.

Article Eleven - Memorabilia

Section One.

No souvenir, publication, hat, patch, shirt or other item may use the name of the Corporation, without the approval of the Board of Directors of the Corporation.

Section Two.

No souvenir, publication, hat, patch, shirt or other items may be sold for or in the name of the Corporation without the approval of the Board of Directors.

Section Three.

Souvenirs, publications, hats, patches, shirts and other items may be produced and distributed or sold for the benefit of the Corporation or its Chapters, when permission to do so has been obtained from the Board of Directors.

Section Four.

Any item distributed or sold, using the name of the Corporation, or sold for the benefit of the Corporation or any of its affiliates, will be represented in the archives of the Corporation by a sample. In cases where a sample is so large as to not be feasible to ship or store, a photograph may be substituted.

Article Twelve - Rules of Order

Section One.

In all cases regarding procedure and policy, not specifically covered within the Constitution & Bylaws, Roberts Rules or Order will apply.

Article Thirteen - Amendments To The Bylaws

Section One.

The Bylaws may be amended, when an Amendment has been proposed in writing by a member, and when the proposal to amend the Bylaws has been approved for consideration by the Board of Directors.

Section Two.

To enact an Amendment to these Bylaws, written notice must be given of such intent to the membership of the Corporation, at least sixty days in advance of such action.

Section Three.

Further, to enact such Amendment to these Bylaws, the Board of Directors must vote to approve such Amendment by a majority of no less than three-quarters of the membership of the Board of Directors, at two successive conferences.

Section Four.

In the absence of a scheduled conference, the Board of Directors may approve an Amendment to the Bylaws at a scheduled meeting occurring not less than five months after a conference, nor more than seven months after a conference.

Section Five.

At a meeting or conference where action is to be taken to amend the Bylaws of the Corporation, sixty days written notice will have been given to all members of the Board of Directors.

Section Six.

At a meeting or conference, where action is to be taken to amend the Bylaws of the Corporation, and where written notice has been given no less than sixty days prior to such gathering, written responses from Directors will be accepted as valid ballots for voting purposes from those unable to physically attend.

Article Fourteen - Enabling

Section One.

If the Bylaws presented in the foregoing pages are approved, or after some alteration are approved, they would go into force immediately after the present, (August, 1991) Conference. However, they would still stand for review and second approval at the following conference, presumably in January of 1992.

(DELETED)

Article Fifteen - Prohibitions & Restrictions.

Section One.

While this Corporation will in no way restrict or attempt to control the activities of its members, members will take care not to represent the Corporation when they are participating in activities that are prohibited implicitly or implied by reason and common sense.

Section Two.

Members of this Corporation will wear or show no identification indicating a connection with this Corporation when involved in any activities prohibited implicitly or implied by reason and common sense.

Article Sixteen - Name

Section One.

The name of the Corporation shall be the "Forest Fire Lookout Association, Inc."

Article Seventeen - Offices.

Section One.

The registered office of the Corporation shall be at 1740 Highland Street, Allentown, Lehigh County, Pennsylvania 18104.

Section Two.

The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

Article Eighteen - Annual Report

Section One.

The President and Treasurer shall present annually to the Board of Directors, and shall file with the minutes of the meetings of the Board, a report showing in approximate detail the following:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report:

(b) The principle changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report:

(c) The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and

(e) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.