



## Charlottesville Area Tree Stewards BYLAWS

### ARTICLE I Name

The name of the Association shall be Charlottesville Area Tree Stewards (hereinafter referred to as the Association).

### ARTICLE II Objective

Section 1. The purpose of this Association is to provide service to the community by increasing public awareness of the value and importance of trees, to educate the community on trees and tree care, to support rural and urban forests, and to work with local government agencies and civic groups to improve and restore the tree canopy.

Section 2. The mission statement of the Association is to support rural and urban forests and promote knowledge and understanding of the value of trees for present and future generations.

### ARTICLE III Membership

Section 1. Any person who has completed the Tree Steward Training Program and is a Tree Steward in good standing is eligible for membership. All members are eligible to vote and hold office. In special circumstances, the Board and the Education Committee may develop an alternate path to membership. The alternate path to membership is designed for those committed to meeting the voluntary hours requirement, but who cannot take the next scheduled training class.

Section 2. Associate members will be recognized at the discretion of the Board. These are non-members who have helped CATS and/or pursued our mission in an exemplary way. Their names may be posted on the website. They are invited to attend membership meetings and events.

Section 3. Friends of CATS are individuals or organizations which have donated \$100 or more. They are non-voting members and invited to attend membership meetings and

events during the year that the donation is made. The Treasurer will notify the Communication Committee of the names.

Section 4. A member (1) will pay dues as set by the Association, (2) will be encouraged to attend the Association meetings, (3) will participate in projects agreed to by the Executive Board, and (4) will submit the number of volunteer hours per year as set by the Executive Board after the completion of initial volunteer service requirements.

#### ARTICLE IV Board

Section 1. The Board shall include the officers and Standing Committee chairpersons.

Section 2. The officers of the Association shall include the President, President-Elect, Secretary and Treasurer. The Treasurer will serve without bond. These officers will perform the duties prescribed by the parliamentary authority adopted by the Association, where the authority is not in conflict with these bylaws.

Section 3. Officers will be elected by a majority vote of the membership at a duly called annual meeting. Candidates for officers will be chosen by the Nomination and Elections Committee and nominations may be accepted from the floor.

Section 4. The President and President-Elect will serve for one year. The Recording Secretary and the Treasurer shall serve for one year and may be re-elected annually for a period of four years. If the Nomination and Elections Committee is unable to find a candidate, an incumbent may continue to serve with the membership's approval. If a vacancy occurs in any one of the above offices, the Executive Board may appoint a member to fill the vacancy until the next annual meeting.

Section 5. The Board will be responsible for activities between meetings, for approving Association projects, for forming committees, for approving the Association budget, and determining the Association's Standing Rules, as stated in the Association's Organization Document.

Section 6. Liability of Officers and Board Members: Indemnification. No Officer or Board Member shall have any personal obligation for any liabilities of the Association by reason of being an Officer or Board Member. An Officer or Board Member shall be defended, indemnified and held harmless by the Association from any liability resulting from any act performed by such Officer or Board Member on behalf of the Association except for acts of gross negligence or willful misconduct. An Officer or Board Member shall not be liable to the Association for or as a result of any act, omission or error in judgment that was taken, omitted or made by an Officer or Board Member in the exercise of his or her judgment in good faith and which act, omission or error does not constitute gross negligence or willful misconduct.

## ARTICLE V Executive Board

Section 1. The Executive Board shall include the officers and, as an ex officio, non-voting member, the Immediate Past President.

Section 2. The Executive Board will set the frequency of Board meetings. Any member may attend these meetings.

Section 3. More than 50 percent of the Executive Board will constitute a quorum at all Board meetings.

## ARTICLE VI Membership Meetings

Section 1. Membership meetings will be held at a date, time, and place selected by the Executive Board.

Section 2. The Association will hold an annual meeting each year at a date, time, and place to be determined by the Executive Board. The membership will elect officers and transact other appropriate business. Notice of the annual meeting will be communicated to the membership at least 15 days before the meeting.

Section 3. A special meeting may be called by the President, a majority of the Executive Board, or by a petition of not less than 25 percent of the membership. Special meetings will be held at a date, time, and place to be determined by the Executive Board. Notice of any special meeting will be communicated to the membership at least 15 days before the meeting, and will include a statement of the purpose or purposes for which the meeting is being called.

Section 4. Twenty-five percent of the membership will constitute a quorum at the Association's meetings.

## ARTICLE VII Committees

Section 1. The Association will have Standing and Special committees whose chairperson will be appointed by the President and approved by the Executive Board.

Section 2. The Standing committees will be Projects, Communications, Education and Finance.

1. Projects Committee will evaluate and propose projects for approval by the Board. The chairperson of the Projects Committee will serve on the Board.
2. Communications Committee will foster communication among the Association's members and local community, disseminate information to the Association, maintain the library and a current list of books available to the members, maintain a roster of active members and maintain volunteer hours. The chairperson of the Communications Committee will serve on the Board.

3. Education Committee will plan and coordinate the educational activities of the Association for its members and provide training for future Tree Stewards. The chairperson of the Education Committee will serve on the Board.
4. The Finance Committee will prepare and submit an annual budget to the Board. The Treasurer will serve as the chairperson of the Finance Committee.

Section 3. The Special committees will include Audit, Nomination and Elections, Finance, Bylaws and Organization Document, and such other committees as the President may appoint and the Board approve. Special committees will be dissolved upon the completion of their assigned task.

1. The Audit Committee will examine the financial records of the Association as directed by the Board.
2. The Nomination and Elections Committee will seek candidates for officer positions from the membership, will report the list of candidates to the Board, and will prepare ballots, if necessary.
3. Bylaws and/or Organization Document Committee will be appointed periodically to review such documents.

#### ARTICLE VIII Fiscal Year

The Association's fiscal year will be from January 1 through December 31.

#### ARTICLE IX Parliamentary Authority

Robert's Rules of Order, current edition, will govern the Association in all cases in which they are applicable and in which they are consistent with these bylaws and any special rules of order the Association may adopt.

#### ARTICLE X Amendment of Bylaws

These bylaws may be amended at any meeting of the Association by a two-thirds majority vote of the members present and voting, provided that written notice of the proposed amendment(s) has been given to the membership at least 15 days prior to the meeting where they are to be voted upon.

#### ARTICLE XI Miscellaneous

Section 1. This Association is organized and will be operated exclusively for educational, scientific, or charitable purposes. No part of its net earnings will inure to the benefit of private individuals. No substantial part of the Association's activities will consist of carrying on political propaganda or otherwise attempting to influence legislation. It will not participate in any political campaign for public office.

Section 2. In the event of the Association's dissolution, its assets will be permanently dedicated to a purpose consistent with 26 U.S.C. § 501.

Section 3. This Association will not discriminate on the basis of age, color, disability, gender, national origin, political affiliation, race, religion, or veteran status.

Adopted: December 16, 2013

Revised: November 14, 2016  
November 20, 2017  
September 22, 2021