BYLAWS

Revised and Approved April 2011

ARTICLE I: NAME

1.1 Name
The name of this corporation shall be The Dogwood Alliance, Inc. The name may be changed only by
consensus of entire Board of Directors.

ARTICLE II: PURPOSE

2.1 Mission

Dogwood Alliance mobilizes diverse voices to defend the unique forests and communities of the
Southern U.S. from destruction by industrial forestry.

2.2 Nonprofit purpose
This corporation is organized exclusively for one or more of the purposes as specified in Section 501©(3)
of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that
qualify as exempt organizations under Section 501 ©(3) of the Internal Revenue Code.

ARTICLE III: OFFICES

3.1 Principal office
The principal office of the corporation shall be 129 Biltmore Avenue, Asheville, NC 28801 (Mailing
address: P.O. Box 7645, Asheville, NC 28802) and may be relocated from time to time as determined by
the board of directors.

3.2 Other offices
The corporation may also have offices at such other places, within or without its state of incorporation,
where it is qualified to do business, as its business and activities may require, and as the board of directors,
from time to time, designates.

ARTICLE IV: BOARD OF DIRECTORS

4.1 Nominating Process
The Board of Directors shall appoint a committee, that will solicit and organize potential board candidates
recommended by the board of directors, staff, members and member groups for nominees to serve on the
board of directors. This will be an ongoing process through the year. Particular attention will be given to
board diversity, regional representation and skill sets, using the nominations grid for guidance.

Twice a year, the executive committee will compile a short list of potential candidates from the master list
and present the recommended names to the full board. After processing any potential conflicts with the full
board, board members will then be asked to invite the nominees using the Board Nomination Interview
Form for guidance during the conversation.

Upon completion of a Board Nomination Interview Form, and after full review by the entire board, board
members will vote to elect by consensus new board members at the bi-annual Board meetings in the fall.
Newly elected Board members will be invited to participate in committees at the beginning of the new year.
Their terms will begin January 1. Orientation will be held prior to the first full board meeting.

4.2 Term
Each board member is expected to serve at least two years. A board member may serve up to six consecutive years contingent on annual board consensus before being required to take at least one year off. When the board chair term ends, he or she will remain a member of the executive committee the following year; if the board chair’s term on the board expires during the same year, he or she will serve on the executive committee in a non-voting advisory role the following year.

4.3 Composition
The board of directors shall be made of at least eight (8) and not more than sixteen (16) people and will strive to be diverse with respect to gender, geography, race, age and areas of expertise. The Dogwood Alliance does not discriminate on the basis of age, race, socio-economic status or sexual orientation. The Executive Director will serve as a non-voting member of the board of directors.

4.4 Qualifications
Any person may serve as a director of this corporation provided they agree with Dogwood Alliance’s mission, goals, and strategies and respect the consensus decision-making process.

4.5 Powers
Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation, the board of directors will manage these Bylaws and the affairs of the corporation. It shall be the function of the board of directors to develop policies and ensure that they are carried out by the organization and take any other actions necessary to realize the mission of the organization.

4.6 Duties
It shall be the duty of the directors to:
a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
b) Supervise the Executive Director, review the staff’s annual plan and approve the organizational budget.
c) Meet at such times and places as required by these Bylaws, provided that special meetings will only be held upon consensus of the board of directors.

4.7 Commitment
Members of the board of directors are expected to prepare regularly for and participate in scheduled meetings and phone conferences, serve on at least one committee and actively participate in the work of the board of directors. Members of the board of directors that are absent from two consecutive meetings of any kind without first seeking approval of the Chair or the committee chair will be considered to have tendered their resignations to the board. The Board will approve all such resignations.

4.8 Meetings
There will be a minimum of two face-to-face meetings and two conference calls of the board of directors per year as scheduled by the permanent schedule of the board or as revised by the Chair.

4.9 Manner of acting
Decisions of the Board are made by consensus unless expressly stated otherwise. The decisions of a consensus of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Reasonable attempts shall be made to solicit the input of all members of the board of directors on matters under consideration.

4.10 Removal
A member of the board of directors may be removed by consensus less one of the entire board of directors. Cause for removal includes, but is not limited to, the following: repeated failure to attend meetings, failing to fulfill the duties required of directors, or intentional acts or omissions which a prudent person could reasonably have foreseen would seriously damage the reputation or interests of Dogwood Alliance.

4.11 Non-liability of directors
The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
4.12 Indemnification by Corporation of Directors and Officers
The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

4.13 Conflict of interest
Directors shall declare the existence of any direct or indirect conflict of interest—financial or otherwise, disclose its nature on the record, and abstain from voting on that matter. A conflict is always present when a vote concerns a director’s personal financial interests or those of his/her family. Directors and officers of Dogwood Alliance may enter into transactions or contracts with Dogwood Alliance, subject to the limitations of law, the Articles of Incorporation and these Bylaws regarding such dealings. All transactions of the Dogwood Alliance involving the personal financial interests of directors, officers or employees shall adhere to standard business practice as a result of the corporate role of a director, officer or employee. A conflict of interest transaction must be approved by consensus of the members of the board of directors who do not have any conflict of interest in the matter being considered. Individuals with conflicts of interest may serve on the board of directors, including independent contractors; however, such person and his/her relatives must always constitute less than a majority of the Board.

ARTICLE V: OFFICERS AND COMMITTEES OF THE BOARD

5.1 Chair
The Chair is responsible for the overall coordination of the board of directors, attends all committee meetings, communicates regularly with the executive director and all members of the board of directors, facilitates all full board meetings and conference calls and engages in all other board responsibilities. The Chair shall be elected by the board of directors and shall be a member of the board of directors.

5.2 Vice Chair
The Vice Chair attends committee meetings that the Chair cannot attend, prepares for and facilitates executive committee meeting, assists the Chair with full board meetings and conference calls, is responsible for nominating/board development and personnel within the Executive Committee, and engages in all other board responsibilities. The Vice Chair, when acting as Chair, shall have all the powers of and be subject to all the restrictions of the Chair. The Vice Chair shall be elected by the board of directors and shall be a member of the board of directors.

5.3 Secretary
The Secretary is responsible for maintaining the records of all Dogwood Alliance meetings and conferences including all decisions. The Secretary is responsible for taking and distributing in a timely manner the minutes of Board conference calls and meetings. The Secretary shall be elected by the board of directors and shall be a member of the board of directors.

5.4 Treasurer
The Treasurer is responsible for setting up an annual budget cycle, leading the annual budget development process, and helping the staff draft the budget. The Treasurer will analyze and report on budget and current expenditures at all Board meetings and will make a final report at the end of the cycle.

5.5 Election of officers and committee Chairs
Officers and Committee Chairs shall be nominated by members of the board of directors and elected by consensus of the full board to their offices once a year. Members of the board of directors may also volunteer to hold an office, which shall be approved by consensus of the full board.

5.6 Terms of office
Officers shall serve one (1) year, renewable terms, and shall be subject to the same removal procedures as set forth for members of the board of directors.

ARTICLE VI: SUBCOMMITTEES
6.1 Committee establishment
The board of directors may create new Committees and make appointments to them from time to time at its discretion. Committee membership consists of, but is not limited to, members of the board of directors, staff and others with relevant expertise.

6.2 Standing committees
The following standing committees shall exist, however, the failure to establish or maintain any of these committees shall not in any way invalidate any actions or decisions made by the board of directors or Dogwood Alliance.

6.3 Executive committee
The board of directors shall select from within its membership an Executive Committee (EC) consisting of the Chair, Vice-Chair, Secretary, Treasurer, most recent out-going Chair and any other person(s) deemed necessary by the board of directors for the purposes of day-to-day administration. The Executive Committee shall make recommendations to the board of directors regarding personnel issues, finance, entering into binding agreements and major financial arrangements. This executive committee shall be a committee of the board of directors, and shall comply with the provisions of the Bylaws concerning the full board of directors. All EC decisions shall be in writing and submitted to the full board of directors. The board of directors may at any time pass a resolution modifying or revoking the authority of the EC, or changing the persons serving on the EC or increasing or decreasing the number of persons who serve on the EC.

6.4 Program committee
The Program Committee monitors the staff's progress toward meeting the goals set in the strategic and annual plans, leads the programmatic areas of strategic planning, advises the staff on its annual plan and determines Dogwood Alliance's official policy on emerging issues. Members of the program committee should also be available generally to staff or directors to provide input and advice.

6.5 Fundraising committee
The Fundraising Committee, along with the staff, is responsible for meeting the organization’s fundraising goals and makes recommendations to the board about setting and revising the budget. All members of the board are responsible for fundraising regardless of membership on this committee. The fundraising committee supports individual directors in their fundraising and holds individual directors accountable for meeting their fundraising goals. The committee also helps the board of directors create its annual fundraising goal and ensures that it is met.

6.6 Board Development Committee
The Board Development Committee will study the current composition of the Board of Directors to determine current skills and experience and identify skills and experience needed on the board. Recruit members to serve as members of the Board and develop a slate of directors for consideration by the board of directors at the annual meeting in accordance with selection/election procedures outlined in the by-laws. Review annually the procedures for Board recruitment. Develop an orientation and training plan for new board directors. Assist the Executive Committee in an annual board self-evaluation. Develop annual plan and goals for board development as part of the annual planning process. Annually evaluate its work as a committee and the objectives it has committed itself to and report on same to the Board of Directors. Report to the Board of Directors at regular meetings of the Board in a manner determined by the Board.

ARTICLE VII: ADVISORY BOARD

7.1 Formation
The Board may create an Advisory Board as it sees the necessity.

ARTICLE VIII: MEMBERS
8.1 Nonvoting members
Dogwood Alliance may have nonvoting members.

8.2 Rights and obligations of the nonvoting members
A membership may be held by one person, a group, an organization, or a business. All such entities supporting the mission statement and paying annual dues as specified from time to time by the staff shall be considered members of Dogwood Alliance and shall be entitled to all rights and privileges of membership as determined by the board of directors from time to time consistent with other applicable provisions of the Articles of Incorporation, these Bylaws, and the laws of the State of North Carolina governing nonprofit corporations.

The nonvoting members shall have no power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters. The board of directors may by resolution establish categories of nonvoting members and determine the dues, duties and privileges of members in those categories. The board of directors may establish, alter or waive dues for nonvoting members. The board of directors may by resolution set or alter the organization’s policies regarding the selection, tenure, resignation, removal and any other matters concerning the nonvoting members.

8.3 Member expulsion
The Board of Directors may suspend or expel a member whenever the best interests of Dogwood Alliance would be served thereby. A member threatened with removal shall be notified of such intent and the reasons given for the proposed removal, and shall have the right to respond to charges and to present a defense.

ARTICLE IX: CORPORATE RECORDS

9.1 Maintenance of corporate records
The corporation shall keep at its principal office:

a) Minutes of all meetings of directors and committees of the board of directors;
b) A conformed copy of the corporation’s Articles of Incorporation and Bylaws;
c) Adequate and correct books and records of its corporate bank account(s);
d) Copies of all correspondence and filings with the IRS.

ARTICLE X: IRC 501©(3) tax exemption provisions

10.1 Limitation on Activities
No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

10.2 Prohibition against private inurement
No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

10.3 Distribution of assets
Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501©(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.
ARTICLE XI: AMENDMENT OF BY-LAWS
11.1 Amendment
Any of the Articles in these Bylaws may be altered, amended, or repealed without voiding all other Articles, except where the entire Bylaws are repealed or substantively amended by action of the board of directors, and in that event, the Board shall promulgate and adopt new Bylaws by consensus.

ARTICLE XII: CONSTRUCTION AND TERMS
12.1 Conflict
If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended for time to time, or to corresponding provisions of any future federal tax code.

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of _______ preceding pages, as the Bylaws of this corporation.

Dated: _________

________________________________________
Danna Smith, Incorporator