

Northern Kentucky Urban and Community Forestry Council Constitution

*Revised and adopted December 5th, 2017
Effective December 5th, 2017*

ARTICLE I

Name

The name of the Council shall be the Northern Kentucky Urban and Community Forestry Council, an incorporated 501(c)(3) nonprofit organization, referred to as NKUCFC or the “Council.”

ARTICLE II

NKUCFC Statement of Purpose

Established on December 2, 1996, the Council is a nonprofit organization created to provide a forum for learning, sharing technical information and acting to incorporate the multiple values of urban forestry into the planning of our shared landscape. The Council also helps communities improve the management of their trees and green spaces in order to protect and enhance them for future generations, and provide an opportunity to join others who are interested in community trees.

The Council is comprised of an interdisciplinary group of citizens and professionals who support the work of existing organizations and agencies interested in urban forestry. Toward that purpose we strive to:

1. Increase education of public employees, organizations and residents to appreciate the value of urban forests and understand how to design, establish and maintain urban forests.
2. Evaluate current and identify new programs to focus efforts on those that will strengthen and intensify the mission achievement of the Council.
3. Evaluate the state of and changes in the urban forests in order to provide a benchmark for assessing the economic and quality of life impacts of these changes on the urban infrastructure.
4. Identify public policies and programs that would encourage the design, establishment, growth and maintenance of urban forests.
5. Move toward financial sustainability by expanding and diversifying income streams.
6. Enhance organizational structure and processes to assure efficient and effective achievement of mission and vision.

ARTICLE III

Membership

Membership is open to all individuals and organizations having an interest in urban forestry. Members in good standing may vote for board of directors and officers in the annual election, amendments to the constitution and any other business that is brought before the membership; may serve on committees; may be nominated for election to the board of directors; and, have a voice in the board meetings and the general membership meeting.

ARTICLE IV

Board of Directors

- A. A Board of Directors shall be constituted as the legal policy making body of the Council, and shall be comprised of a minimum of three members. The Board is to be broad-based and representative of the membership. The business and activities of the Council shall be controlled by the Board of Directors. The Board shall establish membership fees, approve the time and place of annual meetings, approve expenditure of all funds, and take any other action necessary to carry out the purpose of the Council.
- B. The officers of this Council shall be a President, Vice President, a Secretary, and a Treasurer.
1. The President shall be responsible for the overall administration of the Council.
 2. The Vice President shall work under the direction of the President, and shall assume his/her duties in his/her absence. The Vice President shall automatically fill a vacancy in the Presidency. If such a vacancy occurs at a time when there is no Vice President, a President will be elected by the Board of Directors to serve until the close of the next annual meeting at which time a President and a Vice President shall be elected.
 3. The Secretary is responsible for the records of the Council and in conducting the elections of officers for the Council.
 4. The Treasurer is responsible for all Council funds and financial reports.
 5. The Executive Committee shall consist of the officers and the immediate past President. The Executive Committee shall have the authority to act for and on behalf of the Board of Directors of the Council in emergency policy matters between meetings of the Board of Directors. Such emergency must be reported on and ratified by the Board of Directors at its next meeting.
 6. The terms of committee membership and the chair of each Standing Committee shall be concurrent to that of the President. The terms of membership and chair of each Ad-hoc Committee shall be at the pleasure of the President, but in any case, shall expire at the same time as the term of the President.

ARTICLE V

Elections

- A. Board members and officers shall be elected bi-annually by the membership. To be nominated for an office of the Council the individual must be serving in an elected position. Board members and officers may serve successive terms.
1. The President and Vice President shall serve for a term of two years shall be elected on even numbered years.

2. The Treasurer and Secretary shall serve for a term of two years. The Secretary shall be elected on even numbered years. The Treasurer shall be elected on odd numbered years.
3. Board members shall serve for a term of two years. One-half of the board members shall be elected on even-numbered years and the other half on odd-numbered years.

ARTICLE VI

Meetings

The general membership of this Council shall meet at least annually at such time and place or places as shall be determined by the Board of Directors.

ARTICLE VII

Finances

- A. No member of the Council shall be liable for the debts of the Council.
- B. Said organization is organized exclusively for charitable, religious, educational and scientific purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- C. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- D. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Amendments

The Constitution of the Council may be amended only by a majority vote approval of the Board of Directors of the Council and a two-thirds (2/3) vote of approval by the members present at the business meeting of the annual meeting. Proposed changes must be sent to all members to be received by them no less than thirty (30) days in advance of the business meeting.