

NATIONAL FOREST HOMEOWNERS BYLAWS

ARTICLE I - Purposes

The purposes of the National Forest Homeowners (NFH), a nonprofit corporation incorporated in the State of Nevada, are generally stated in the Articles of Incorporation.

The further purposes are:

Section 1. To officially represent recreation residence permit holders in all matters relating to and affecting the ownership, occupancy and enjoyment of their interests on federal lands and to work for the improvement of their use for the benefit of present and future permit holders. NFH may take positions and express opinions on issues directly and generally affecting permit holders.

Section 2. To provide advocacy, protection, representation, information, education, assistance and action to obtain security and improved conditions for its members, so their recreation enjoyment is maximized and the forest environment is preserved.

Section 3. To foster good will between permit holders, permit holder organizations and with all levels of government officials.

Section 4. To promote better public education and understanding of the positive role played by recreation residences and permit holders in federally managed lands as well as the contribution they make to the outdoor recreation program.

Section 5. To establish, enhance and maintain good communication between NFH and its members, between permit holders and permit holder groups, with commercial permit holders and semi-public groups having recreation type permits and with all levels of government officials.

Section 6. To further the objectives of NFH, the board of directors may establish relationships with groups of permit holders that are formed on local, regional (sub-state or multi-state), or state basis. The board of directors may establish such terms and conditions for relating to recognized societies and groups as it considers desirable.

Section 7. To engage in the necessary fund raising endeavors to support its activities.

Section 8. To participate in any other lawful activity not for profit for which the corporation may be engaged under Nevada Revised Statutes (NRS) 82 and in furtherance of the above purposes or objectives.

ARTICLE II - Membership and Dues

Section 1. Qualification. Any permit holder, spouse of a holder, co-holder or person with a financial interest in a recreation residence covered by a special use permit issued by the United States Forest Service (USFS) or the Bureau of Land Management (BLM) is eligible to be a member.

Section 2. Regular Member. Any permit holder, spouse of a holder, co-holder or person with a financial interest in a recreation residence who pays annual dues is a voting member of NFH and is entitled to all rights and privileges of membership. One vote is allowed per paid membership.

Section 3. Associate Members. Persons and organizations not qualifying for regular membership but who have an interest in the purposes and/or services of NFH may become associate members. Such members are not eligible to vote. One associate member shall be on the board of directors and shall have a vote on that body. Policies governing the participation of associate members shall be determined by the board of directors. (04-08)

Sections 4. Dues. Dues and admission fees, if any, for all classes of membership shall be established by the board of directors. Any member of NFH who shall be delinquent in dues for a period of sixty (60) days shall be notified of the delinquency and may be suspended from receiving membership services.

Section 5. Non-discrimination. In principal and practice, NFH values and seeks a diverse membership. There shall be no barriers to full participation in this association other than those stated in Article II, Section 1 through 4.

ARTICLE III - Officers and Directors

Section 1. The officers of NFH shall be a president, vice president, secretary and a treasurer. Officers and other directors shall be elected using a certified regular members using United States Postal Service (USPS) first class mail. No proxy voting

is permitted. The officers shall perform the duties prescribed by these bylaws, by the policies and procedures, and by *Robert's Rules of Order Newly Revised*.

Section 2. The NFH board of directors shall consist of a minimum of eleven (11) and a maximum of fifteen (15) directors. The elected officers, an associate member and the immediate past president shall be directors. (04-08)

ARTICLE IV - Meetings

Section 1. The annual business meeting of NFH shall be held in conjunction with the annual convention which shall be at such place and on such dates as may be determined by the board of directors. This meeting shall be held for the purpose of announcing the election of officers, other directors and the nominating committee, receiving reports of officers and committees, and for any other business that may arise.

Section 2. Notice of the annual business meeting shall be sent to the last known address of each member in the NFH newsletter not less than thirty (30) days prior to the meeting and shall specify the time and place of the meeting and the nature of the business to be considered.

Section 3. Special business meetings may be called at any time by the president, by the board of directors or by the written request of fifty (50) regular members of NFH. The purpose of the meeting shall be stated in the call and no other business may be considered at that time. Except in cases of emergencies, at least thirty (30) days notice of the meeting shall be given.

Section 4. Voting on issues other than the election of officers, other directors and nominating committee can be accomplished at all business meetings of NFH. The quorum shall be a majority of the regular members who have registered as attending. For election of officers, other directors and the nominating committee by written ballot, the quorum shall be the number of returned ballots. No proxy voting is permitted.

Section 5. The board of directors shall meet as needed but at least once a year. The annual meeting of the board of directors shall be held in conjunction with the annual business meeting. Other meetings of the board of directors may be called by the president or any five (5) directors at any time as needed with not less than thirty (30) days notice. A majority of directors shall constitute a quorum. No proxy voting is permitted.

Section 6. The president shall call such meetings of the executive committee as the business of NFH may require, or a meeting shall be called by the president upon request of two (2) voting members of the executive committee. Notice of all meetings shall be given to members not less than fifteen (15) days prior to the meeting. A majority of the members of the executive committee shall constitute a quorum. No proxy voting is permitted.

ARTICLE V - Duties of the Officers

Section 1. The president shall be the chief elected officer of NFH and is subject to the control of the board of directors and the executive committee. The president presides at meetings of the membership, board of directors and the executive committee. The president shall be an ex-officio member of all committees except the nominating committee.

Section 2. The president shall recommend appointments to special committees subject to ratification by either the board of directors or the executive committee.

Section 3. The vice president shall be informed in all matters concerning NFH business and shall perform such duties as assigned by the president or the board of directors. The vice president shall:

- a. preside at all meetings in the absence of the president;
- b. become president if the office of president should become vacant between elections and serve for the completion of the president's term; and
- c. assist the president in the performance of all duties assigned by the president.

Section 4. The treasurer has a fiduciary responsibility to the membership, board of directors and the executive committee. The treasurer shall oversee: the funds of NFH; the collection of members' dues and other payments; the establishment of proper accounting procedures for the handling of NFH funds; the performance of an annual audit or review; and further, shall report the financial condition of NFH at all meetings of the board of directors, at the annual business meeting, and at other times as called upon by the president and shall ensure that accurate records are kept of all members.

Section 5. The secretary shall serve as recording secretary for the annual business meeting, the board of directors and the executive committee. The secretary shall perform those duties as called upon by the president.

Section 6. Such duties of the secretary and/or the treasurer as specified by the board of directors may be delegated to the executive director.

ARTICLE VI - Board of Directors

Section 1. The board of directors shall be an active governing body.

Section 2. The board of directors shall have supervision, control and direction of the affairs of NFH, its committees and publications; shall determine the policies and procedures and changes therein; shall actively prosecute its purposes and objectives; shall supervise the disbursement of its funds; shall recommend bylaws amendments to the membership; shall be responsible for the interpretation of these bylaws; and shall approve the budget. The board may adopt such policies, rules and regulation for the conduct of its business as shall be deemed advisable, and may, in the executing on the powers granted, delegate certain of its authority and responsibility to the executive committee.

Section 3. The board shall elect a director to be a member-at-large to the executive committee.

Section 4. Vacancies on the board of directors between annual business meetings may be filled by the board of directors. A director elected to fill a vacancy shall serve the unexpired term of their predecessor.

Section 5. Any director may be suspended or removed with or without cause by action of a two-thirds (2/3) vote of the directors present at any meeting. Cause shall include non-attendance at three (3) or more meetings consecutively.

ARTICLE VII - Executive Committee

Section 1. The executive committee shall consist of the president, vice president, secretary, treasurer, one member-at-large elected from the directors, and the executive director who shall serve without vote.

Section 2. The executive committee may act in place and stead of the board of directors between board meetings on all matters, except those specifically reserved to the board by these bylaws. The committee shall oversee the financial affairs of NFH, the day-to-day operations of NFH and the executive director and other staff.

Section 3. Any vacancy occurring on the executive committee will be filled in the manner prescribed in Article VI, Section 4.

ARTICLE VIII - Term of Office

Section 1. The term of office for all elected officers, other directors and member-at-large on the executive committee shall be two years or until their successors are elected and assume office. The term of office for all members of the nominating committee shall be one (1) year.

Section 2. Terms of office for officers, other directors, the member-at-large on the executive committee and members of the nominating committee shall be limited to three (3) consecutive terms.

Section 3. Individuals elected to fill director vacancies shall be considered to have served one full term if they serve more than twelve (12) months except those elected to the nominating committee where the period is six (6) months.

Section 4. An officer, a director, or an executive committee member-at-large having served three (3) terms may, after an absence of one (1) year, be nominated again for the office previously held.

Section 5. Terms of office for officers, other directors, executive committee member-at-large and nominating committee members shall begin at the close of the annual meeting at which their election is announced.

ARTICLE IX - Executive Director and Staff

Section 1. NFH shall employ a salaried chief staff officer who shall have the title of executive director and whose term and condition of initial employment shall be specified by the board. The executive committee is delegated the authority to determine ongoing compensation and other financial arrangements, provide evaluations, and execute the contract of employment. Such data will be provided to the board of directors.

Section 2. The executive director, as chief staff officer, shall operate the day-to-day activities of NFH subject to the policies of the board of directors and through the office of the president. The executive director shall employ and may terminate the

employment of the members of the staff necessary to carry on the work of the NFH and fix their compensation within the approved budget. The employment, termination and compensation of staff shall be with the approval of the executive committee. The executive director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interests of NFH. The executive director shall serve without vote as an ex-officio member of the executive committee and the board of directors.

ARTICLE X - Finances

Section 1. NFH may reimburse members of the board, the executive committee and/or appointed committees reasonable expenses associated with the proper accomplishment of NFH business in compliance with an approved budget.

Section 2. The fiscal year of NFH shall be as directed by the finance committee and approved by the board of directors.

Section 3. A finance committee shall prepare an annual operating budget covering all activities of NFH for approval by the board.

Section 4. Trust or surety bonds shall be furnished for those officers and employees who handle NFH funds and such other persons as the board may direct. The amount of such bonds shall be determined by the board and the cost paid by NFH.

ARTICLE XI - Committees

Section 1. Standing Committees.

a. There shall be standing committees of finance, membership, government liaison, program, and bylaws and policy. At least one board member shall be appointed to each standing committee.

b. There shall be such other standing committees as may be authorized by the board of directors.

Section 2. Special Committees. There may be established such special committees as may be necessary by the board of directors or the executive committee.

ARTICLE XII - Nominating Committee. A nominating committee of five (5) members shall be elected using a printed ballot mailed to certified regular members using USPS first class mail. One member shall be a director and one shall have served the previous year. It shall be the duty of this committee to nominate candidates for the board of directors, officers, and the nominating committee to be voted upon by certified regular members. The membership shall be notified of the slate of nominees in conjunction with the Call to Convention issue of the newsletter. The slate of nominees and their resumes shall also appear in the NFH website. The committee shall recommend candidates for director vacancies and the member-at-large on the executive committee.

ARTICLE XIII - Indemnification

The organization shall indemnify to the fullest extent permitted by Nevada State laws any person who was or is made or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal or administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the organization) by reason of the fact that the person is or was an officer, director, employee or agent of the organization, or serves or served at the request of the organization as officer or director of another corporation of legal entity. This indemnification shall be provided if the person has not been sued or found liable to the organization, proceeded in good faith and in a manner reasonably believing the conduct was in or not opposed to the organization's best interests, and in case of any criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful.

ARTICLE XIV - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern NFH in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any rules of order NFH may adopt.

ARTICLE XV - Amendment of Bylaws

These bylaws may be amended at any annual business meeting of NFH by two-thirds (2/3) vote of those regular members present and voting, provided that the amendment has been submitted in writing to the membership in the call to the meeting. To hear an amendment not previously submitted requires unanimous consent of the body and three-fourths (3/4) affirmative vote to approve an amendment to these bylaws.

1994: Originally Adopted; 1999: Amended; 2005: Reviewed and Approved;

2006: Amended; 2008: Amended; 2011: Amended