

August 26, 1993
First reading 8.8.2007 adopted
Adopted 10.15.2008
Amended first reading 9.9.2009
Final amendment 12.9.2009
Amended 8.14.2013
Amended 9.24.2013
Amended 12.11.2013
Draft 10 August 2015
Adopted 9.9.15

Lafayette Tree Fund, Inc.
Lafayette, Indiana
Bylaws

Article I
Name

The name of this corporation shall be the Lafayette Tree Fund, Inc., doing business as Tree Lafayette, and hereafter in this document referred to as the Corporation.

Article II
Vision

Tree Lafayette's vision is a green and beautiful urban landscape in our community.

Article III
Mission

Tree Lafayette promotes a healthy community by providing education, leadership, and inspiration in planting and caring for trees.

Article IV
Strategic Areas

The Corporation is organized for the purposes of planting and maintaining trees in public spaces in Lafayette and Tippecanoe County, education about tree care and the value of the urban forest, marketing to promote our goals, financial stability, and sound governance.

Strategic Area: Tree Program

Plant and maintain trees in public spaces within Lafayette and Tippecanoe County.

Strategic Area: Education Program

Educate the citizens of Lafayette and Tippecanoe County regarding the value of trees.

Adopted 10.15.08, amended 12.9.09,8.14.13,9.24.13,and 12.11.13, Draft of 15 June 2015

Strategic Area: Marketing

Promote the Corporation’s activities so that citizens will recognize the organization as a leader in urban forestry and in promoting a healthy environment.

Strategic Area: Finances, Development, and Membership

Secure grants and donations to support programs. Maintain financial stability. Recruit donors and members.

Strategic Area: Governance

Oversee the operations of the organization.

**Article V
General Membership**

Section 1. Members. A “member” of Tree Lafayette shall be an organization or individual that contributes a minimum of \$12 per calendar year. Membership will be valid for the calendar year in which membership is paid. Failure to meet this requirement will place that membership in lapse, with a revocation of all membership rights and privileges. However, these requirements can be waived by a simple majority of the Tree Lafayette Board of Directors on a case-by-case basis.

A member of Tree Lafayette shall be entitled to an invitation to the annual meeting and to casting one vote on each of the motions made there. There are no other rights expressed or implied for a “member”.

Section 2. Membership Categories, Fees, and Privileges. The Board of Directors shall determine the membership categories, fees, and privileges.

Section 3. Annual Meeting. An annual meeting of the membership shall be held the second Wednesday of November or as the Board of Directors may direct for the purpose of presenting a slate of proposed Directors, receiving reports of the President and the Executive Director of the Corporation and for such other business as may be necessary. The time and place of the meeting shall be mailed to the members at least ten (10) business days prior to the meeting.

Section 4. Quorum. At the (*annual*) membership meeting of the Corporation, a quorum shall consist of ten percent of the members, and no less than 15 members.

**Article VI
Board of Directors**

Section 1. General Powers. The Board of Directors shall be the governing body of the Corporation and shall have full responsibility for the management of the Corporation. It shall determine the policies governing the administration and operation of LTF, and shall have full responsibility for the supervision of financial affairs and ethical standards of the Corporation. The Board of Directors shall exercise the powers, control the property, and conduct the affairs of the Corporation, and shall adopt such resolutions, rules, regulations,

and policies for the conduct of meetings and management of the affairs of the Corporation as may be deemed proper.

Section 2. Board of Directors Membership

The Board of Directors shall consist of a maximum of 15 members.

Section 3. Election to the Board of Directors

A. The Governance Committee shall present a slate of nominees for the Board of Directors to members at the annual meeting; directors shall be elected by a majority of members present, and their terms shall begin on January 1 of the following year.

B. **Officers.** The Governance Committee shall present nominees for officers of the Corporation (president, vice-president, secretary, and treasurer) to current directors at the end of the annual meeting. Officers shall be elected by receiving a majority vote of directors present, for a 1-year term to begin January 1 of the following year.

Section 4. Vacancies. The Board of Directors may fill vacancies at any time. The individual filling the vacancy will complete the term he or she is filling and may then be considered for re-election to his or her own term.

Section 5. Term. Each Director shall be elected for a term of three (3) years. Directors may not serve more than two (2) consecutive terms. Individuals shall be eligible for re-election after a one-year absence from the Board of Directors. If a director who has been elected to fill a vacancy fills a term less than eighteen months he or she is eligible to be elected to two more consecutive terms. If the term to be filled exceeds eighteen months, he or she would be eligible to be elected to only one more consecutive term.

Section 6. Resignation and Removal. Any director may resign at any time by giving written notice to the president or secretary. Any director may be removed, with or without cause, by vote of two-thirds (2/3) of the directors at any regular or special meeting called for that purpose. A director who is absent without excuse from three regularly scheduled meetings of the Board of Directors within any six (6) month period may be removed by a majority vote of the Board of Directors. A director who has been removed by the Board of Directors may not be elected to the Board of Directors in the future.

Section 7. Compensation and Expenses. Directors shall serve without compensation. If approved by the Board of Directors, reasonable expenses incurred by a director on Corporation business shall be reimbursed.

Section 8. Regular Meetings. Board of Director meetings shall be held at least six times annually or at other intervals determined by the Board of Directors, at the time and place they designate.

Section 9. Special Meetings. Special Board of Directors meetings may be called by the president or vice president, or may be called by written request of three (3) or more directors. Meetings shall be open to all Board of Directors. Notice of a special meeting shall be sent to all Board of Directors at least 14 days before the meeting. Members can recommend a special meeting to the Board of Directors, who may take this under consideration.

Section 10. Quorum. A quorum shall consist of 7 directors.

Section 11. Voting. If there is a quorum at a meeting, all matters requiring Board of Directors action shall be decided by majority of those attending. Each director shall be entitled to one (1) vote. Virtual presence is allowable if the director can hear and participate in all discussion. An absent member cannot vote.

Article VII **Officers**

The officers of the Corporation shall consist of the president, vice president, secretary, and treasurer. All officers shall be elected from the Board of Directors following the annual meeting in November.

Section 1. Duties.

A. Past President

- a) Shall serve as a voting ex officio member of the Board of Directors. An additional year on the Board of Directors may be granted if the past president has already served 6 years.

B. President

- a) Shall preside at all meetings of the Board of Directors.
- b) Shall appoint committee chairs upon recommendation of the committee.
- c) Shall be an ex officio member of all committees.
- d) Shall call special meetings, if necessary.
- e) Shall have general supervisory duties and serve as the chief executive officer of the Corporation.

C. Vice President

- a) Shall serve in the absence of the president.
- b) Shall automatically succeed to the office of the president in the event of a vacancy in that office.
- c) Shall be encouraged to become president for succession.
- d) Shall, with the treasurer, develop an annual budget.

D. Secretary

- a) Shall keep accurate minutes of all Board of Directors meetings.
- b) Serve as the official custodian of all records and papers pertinent to the operation of Corporation, and assure their preservation in either hard copy or in electronic format, whichever is appropriate.
- c) Send or cause to be sent notice of all meetings of the Board of Directors as required by these bylaws.
- d) Keep an accurate record of directors' attendance at regular and special Board of Director meetings.
- e) Shall maintain an accurate copy of the current bylaws.

E. Treasurer

- a) Shall monitor the receipt and disbursement and keep account of all funds belonging to the Corporation.
- b) Prepare and provide a written financial report at each regularly scheduled Board of Directors meeting.
- c) Assist the Corporation in meeting all reporting and accounting requirements of any funding agencies.
- d) Shall, with the vice president, prepare an annual budget, which shall be submitted to the Board of Directors for approval.

- e) Shall be responsible for all governmental tax filings.

Article VIII Executive Director

The executive director shall be appointed by the Board of Directors; shall be an ex-officio, non voting member of the Board of Directors; and shall perform such duties as are assigned by the Board of Directors. The Executive Director may be removed, with or without cause, by vote of a majority of the directors present at any regular or special meeting called for that purpose.

Article IX Indemnification

Section 1. Indemnification. Any person who serves or has served as a director, officer, employee or agent of the Corporation, or in such capacity at the request of the Corporation for any other Corporation, partnership, joint venture, trust, or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold liable by reason of the fact that such person was acting in such capacity, and (b) reasonable payment made in satisfaction of any judgment, money decree, fine, penalty or settlement for which such person may have become liable in any such action, suit or proceeding.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by these bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and giving notice to, and obtaining approval by the directors of the Corporation.

Any person who at any time after the adoption of these bylaws serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision for this article.

Section 2. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by such person in any such capacity, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this section.

Article X Parliamentary Authority

Roberts Rules of Order shall govern in all cases wherein they do not conflict with these bylaws.

Section 1. Funding.

The Corporation is organized exclusively for civic, charitable, and educational 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 of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

Section 2. Compensation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 set forth in Section III.

Section 3. Politics.

This organization shall not devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise, shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office by publishing or distributing of statements or otherwise, and shall neither engage in activities nor have as objectives such that would characterize it as an "action" organization as defined in Section 1.501 (c) (3) -1 (c) (3) of the Income Tax Regulations.

Section 4. Dissolution.

Upon the dissolution of the Corporation the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors of directors shall determine. Any such assets not so disposed of shall be disposed of by the Tippecanoe Circuit Court, exclusively to such organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 5. Amendments.

These bylaws can be amended at any Board of Directors meeting by two-thirds vote of the Board of Directors, provided that 30 days notice has been given.

Article XI
Financial and Administrative Matters

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin January 1 and end December 31 of each year.

Section 2. Fiscal Policy. The books of the Corporation shall be balanced and audited as of the 31st day of March each year. The audit committee shall consist of at least one person who is not a member of the Board of Directors. This may be by a public accountant. No funds of the Corporation shall be deposited in any name except that of the Corporation. No funds in the name of the Corporation shall be invested without the authority of the Board of Directors.

Section 3. Payment for services and goods. The treasurer, president, and executive director are authorized to sign checks for the Corporation. Signature of any two (2) of the above named are required on checks for payment in excess of a limit set by resolution of the board. This same limit shall apply to purchases made by the Corporation's credit cards.

Section 4. Financial Policies. Financial policies and procedures shall be established by resolutions of the Board of Directors.

Section 5. Location of Principal Office. The Corporation shall maintain a principal office (location to be decided by the Board of Directors.)

Section 6. Procedural Rules. Unless otherwise provided in these bylaws, the Articles of Incorporation, or state or federal law, actions taken and decisions made at Board of Directors meetings shall be made in accordance with Roberts Rules of Order, Revised. However, any procedural objections to Board of Directors' actions or decisions must be made at the time (at the meeting before adjournment) the particular action took place or the objection is waived. Absent objection or failure to comply with the "Rules of Order" shall not affect the validity of the decision made or action taken. The president may dispense with Robert's Rules of Order from time to time in order to expedite the conduct of business, with consent of a majority of the directors present.

Section 7. Reports. An annual financial report shall be submitted at the annual meeting of the Corporation.