

Tacoma Tree Foundation

—BYLAWS—

Article I. NAME AND PRINCIPAL OFFICE

Section A. Name/Nonprofit Incorporation

The name of the corporation shall be the Tacoma Tree Foundation, hereinafter referred to as TTF, or the Corporation. TTF shall be incorporated as a nonprofit, tax-exempt corporation organized under the laws of the State of Washington for the purposes set forth herein, and in the Articles of Incorporation.

Section B. Principal Office/Other Offices

The principal office of TTF shall be located in the State of Washington unless otherwise designated by TTF's governing body, known as the Board of Directors or the Board. TTF may have such other offices at such suitable places, as may be designated by the Board of Directors.

Section C. Registered Agent

The TTF shall appoint and continuously maintain a registered agent in the State of Washington, USA.

Article II. PURPOSES AND LIMITATIONS

Section A. Mission Statement

Tacoma Tree Foundation is focused on educating, empowering, and supporting community greening efforts in the Greater Tacoma area, Pierce County, and the watersheds of the Puget Sound.

Section B. General Purposes

TTF has been founded as a non-profit, tax-exempt, professional membership association dedicated to advancing community greening, within the meaning of Section 501(c)(5) of the U.S. Internal Revenue Code and regulations, the Washington Nonprofit Corporation Law, and any applicable successor laws. Subject to the limitations set forth in the Articles of Incorporation and these Bylaws, the purposes of TTF are to support community greening, sustainable urban forestry, and neighborhood improvements in the Greater Tacoma area, Pierce County and the watersheds of the Puget Sound.

Section C. Specific Purposes

The purposes and objectives of the TTF shall be:

- ☐ To educate community members and tree care professionals on best practices in urban forestry, arboriculture, and community greening.
- ☐ To empower community members to participate in community greening and neighborhood-based improvements.

- ☐ To engage community members in data collection and help elevate the scientific literacy activities.
- ☐ To support the implementation of neighborhood-based projects.
- ☐ To promote sustainable urban forestry.
- ☐ To build community through educational activities, such as conferences, and through neighborhood-based programs.
- ☐ To engage in other activities as permitted by law.

The TTF Board of Directors shall be responsible for establishing governance policies to direct the organization and Executive Director to accomplish the stated purposes and objectives of the Tacoma Tree Foundation.

Section D. Limitations

The purposes and activities of the TTF shall be restricted as follows:

- ☐ Unless authorized by applicable law, no part of any contributions, donations, assets, net earnings, or other finances of the Tacoma Tree Foundation inure to the benefit of, or be distributed to, its Members, Directors, Officers, or other private persons, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes.
- ☐ TTF shall not engage in any activities relating to election campaigns for candidates seeking political office, nor shall any Director, Officer, agent, representative, or employee engage in such activities on behalf of the Tacoma Tree Foundation.
- ☐ The Board of Directors shall have the authority, responsibility, and accountability to develop, establish, and enforce policies and procedures necessary to implement the goals and requirements of this Article.

Section E. Use of TTF Intellectual Property

Members shall use TTF names, trademarks, logos, symbols, and other intellectual property of the corporation only in a manner consistent with applicable law, these Bylaws, and corporate policies.

Article III. BOARD OF DIRECTORS

Section A. Duties and Functions of the Board

General Authority. The TTF Board of Directors functions as the ultimate, supervisory authority regarding matters affecting the Tacoma Tree Foundation. When appropriate, the Board may delegate certain, limited authorities to other TTF bodies and representatives. However, such delegation shall not constitute a permanent reduction of any Board authority. Board Directors shall act at all times in the best interests of the Tacoma Tree Foundation and independent of any other interests, including the interests of the Director, another organization, individual Chapters, or Professional Affiliations. Each Board Director shall act in a manner consistent with the obligations owed to the Tacoma Tree Foundation and required by these Bylaws, regardless of any other affiliation, membership, or position of the Director.

Specific Authority. The Board of Directors shall have authority and control over all lawful corporate activities, including, but not limited to, policies and matters related to: membership and member services; corporate planning and services; educational programs; publications; fees, dues, and assessments; Board functions and operations; funding, spending, and the corporate budget; contract and grant arrangements; management of corporate resources; and, ethics, grievance, appeals, and disciplinary processes.

Functions. The Board of Directors shall develop and implement all appropriate policies and procedures in order to carry out corporate goals and purposes, as set forth in these Bylaws and in the Articles of Incorporation, including all policies and procedures related to TTF strategic planning, corporate ends and vision, executive authorities and limitations, Board governance, and Board-staff relations.

Section B. Limitations and Conduct of the Board

The Board of Directors shall establish policies and procedures specifying Board limitations and conduct, including, but not limited to, the following:

- ☐ Compensation for Services. Unless authorized by applicable law, voting Board Directors, including Officers, shall not receive any compensation or other tangible or financial benefit for service on the Board of Directors. However, the Board of Directors may authorize payment by TTF of: actual, reasonable expenses incurred by Directors regarding attendance at Board meetings and other approved activities; and, a reasonable honorarium to the TTF President and other Directors as determined by the Board.
- ☐ Compensation from Activities. Unless authorized by applicable law, voting Board Directors, including Officers, shall not receive any compensation or other tangible or financial benefit from any element or activity of, or related to, TTF except as reimbursement for actual, reasonable expenses directly associated with such corporate element or activity, when authorized by the Board of Directors.
- ☐ Corporation and Director Independence/Loyalty. Board Directors, including Officers, shall act in an independent manner consistent with their obligations to TTF and applicable law, regardless of any other affiliations, membership, or positions.

Section C. Composition of the Board

The Board of Directors shall be composed of no less than four (4), but no more than fifteen (15), full voting Directors, unless otherwise authorized by these Bylaws or by the Board consistent with these Bylaws. The voting Board of Directors shall include: Director positions, a President of the Board, and a President-Elect elected by the Board of Directors from the current Directors.

Section D. Director Terms of Office

All voting Directors shall be elected to serve a term of two (2) years, unless specified otherwise in these Bylaws. No Director shall be permitted to serve more than six (6) consecutive years.

Section E. Nomination and Election of Directors

Candidates for election to Director positions shall be selected and nominated by the Nominating and Election Committee.

The Nomination and Election Committee can be composed of both directors and staff. Persons serving on the Nomination and Election Committee can be nominated for office. The committee should receive a copy of the membership list, the bylaws, and a description of the duties of each director position. The committee must then meet and carefully review each position and select the best candidate for each office. A member of the committee should then contact each nominee to see if he or she is willing to serve if elected. If someone is not willing to serve, the committee needs to meet again and find another candidate. If no candidate is found, the committee can leave that director position open for nominations by the Board of Directors.

The Nomination and Election Committee shall provide a report or list of the candidates selected by the committee to the Board of Directors. The Board of Directors will then vote on the candidates at the Annual Meeting, or at a regular meeting, of the Board of Directors. In the event of a split in the nominating committee over who to nominate, if a minority of the committee wishes to nominate someone else, the members in the minority can make the nomination at the Annual Meeting, or at a regular meeting of the Board of Directors.

The Directors shall serve for a term of two years until a successor has been elected at the next Annual Meeting or regular meeting marking the end of the Director's term.

The nomination process shall be governed by these Bylaws and policies adopted by the Board of Directors. All newly-approved Directors shall take office at the close of the meeting during which Directors are elected.

Section F. Director Removal, Resignation, and Vacancy

A Board Director may be removed, suspended, or otherwise sanctioned for cause by a two-thirds (2/3) vote of the Board of Directors at any Board meeting where a quorum is present. Such removal, suspension, or other action shall be conducted pursuant to a fair process adopted by the Board, and shall include: at least ten (10) days prior notice to all Board Directors, including the Director in question, of the time and place of the Board meeting at which such action is proposed; at least fifteen (15) days prior notice of the reasons for such action; and, an opportunity for the Director in question to be heard orally or in writing, by the Board of Directors. A Director may resign at any time by submitting a written letter of resignation to the President. In the event of removal, death or resignation of a Board Director, the Nominating and Election Committee shall identify qualified candidates, and the appropriate body responsible for electing the Director shall elect a candidate to fill the remainder of the un-expired term.

Article IV. MEETINGS OF THE BOARD OF DIRECTORS

Section A. Annual Business Meeting/Regular Meetings

The Annual Business Meeting of the Board of Directors shall be at such time and place as is designated by a majority of the Board, or the President of the Board, for the transaction of business that comes before the Board. There shall be at least one (1) other regular meeting of the Board each year at a place designated by the Board for the transaction of business. Board meetings shall be chaired by the President of the Board.

Section B. Special Meetings

Special meetings may be called by a majority of the Board of Directors, the Executive Committee, or the President of the Board, upon the filing of a written Special Meeting notice with the Secretary stating the location, date, and hour of such meeting. The Board is authorized to conduct any lawful business at Special Meetings, as provided in these Bylaws.

Section C. Telephone/Video Conference Meetings

The Executive Committee or President may authorize a Board of Directors meeting via telephone/video conference or similar form of telecommunications, when deemed necessary, provided that forty-eight (48) hours notice of such meeting is given to each Board Director, delivered personally, electronically, or by telephone, which may include a voice messaging system or other system or technology designed to record and communicate messages. Should an item of business require immediate attention and action by the Board of Directors, a telephone/video conference may be called without previous notice, so long as all of the Directors have been contacted and advised of such a telephone/video meeting and of the item(s) to be reviewed or acted upon. The Board is authorized to conduct any lawful business by telephone/video conference meetings, as provided in these Bylaws.

Section D. Meeting Quorum

A majority of the voting Directors shall constitute a quorum for any meeting of the Board of Directors. Such majority shall be capable of transacting corporate business, consistent with these Bylaws and applicable law. Except as otherwise provided in these Bylaws or by applicable law, the act of a majority of the Board present at a meeting at which a quorum is present shall be an action of the Board of Directors.

Section E. Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section F. Proxies

Voting by proxies shall not be permitted, except where specifically authorized by these Bylaws and applicable law.

Section G. Actions of the Board of Directors

Every decision of the Board of Directors shall be by a majority vote, unless otherwise required by law, these Bylaws, or the policies of the Board. Each voting Board Director shall be entitled to one (1) vote on any matter coming before the Board.

ARTICLE VII OFFICERS

Section A. Titles of Officers

The Officers of the Board of Directors shall consist of: President of the Board; Vice- President; Treasurer; and, Secretary.

Section B. Qualifications and Authority of Officers

The Officers shall be responsible and accountable to the Board of Directors for satisfying Board resolutions and directives, and shall have the authority and accountability conferred and granted by these Bylaws and by the Board. No Director shall hold more than one Officer position.

Section C. Election and Terms of Officers

All newly-elected Officers shall take office at the close of the Board meeting. Each Officer shall serve a term of two (2) years in office, but can be re-elected at the end of the second year and eligible for a total of no more than six (6) years in any board position.

Section D. Duties of the Officers

President of the Board. The President of the Board shall act as presiding officer at all meetings of the Tacoma Tree Foundation, the Board of Directors and the Executive Committee. The President of the Board shall chair the Executive Committee and shall perform all duties that may be prescribed by the Board of Directors.

Vice President. The Vice President shall assist the President of the Board in carrying out the duties of the President, and shall serve as a voting member of the Executive Committee.

Secretary. The Secretary shall have, perform, or supervise all regular duties commonly incident to, and vested in, the office of Secretary of a corporation, including, but not limited to: the maintenance and distribution of minutes of Board of Directors meetings; the supervision and oversight of corporate records and related policies; and, the keeping and preserving of corporate books and records. The Secretary shall serve as a voting member of the Executive Committee.

Treasurer. The Treasurer shall have and perform all duties commonly incident to, and vested in, the office of Treasurer of a corporation, as well as all duties delegated and designated by the Board of Directors or the President of the Board, including, but not limited to: the administration of the fiscal and financial policies of TTF; supervision and maintenance of accurate corporate financial records; the maintenance of financial accounts; the preparation of financial documentation requested by the Board; and, the fiscal oversight of Tacoma Tree Foundation monies. The Treasurer shall serve as a voting member of the Executive Committee.

Section E. Officer Resignation/Vacancy

An Officer may resign at any time by providing written notice to the President of the Board, Secretary, or Executive Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the President or Board of Directors. Unless directed otherwise in these Bylaws, in the event that an Officer position becomes vacant, the Board shall elect a new Officer from the current voting Board Directors to serve the unexpired portion of the term. Such interim service as an Officer shall not affect a Director's ability to serve a full, elected term as an Officer.

Section F. Removal of Officers

An Officer may be removed from office, with or without cause, by the Board of Directors whenever, in its judgment, the best interests of TTF will be served by such removal. An Officer may be removed by a two-thirds (2/3) affirmative vote of the Board at any regular or Special Meeting of the Board of Directors at which a quorum is present, and under rules or procedures approved by the Board. This process shall include: at least fifteen (15) days prior notice of the proposed removal or suspension, including the reasons therefore; and, an opportunity for the Officer to be heard, orally or in writing, by an impartial person or body authorized to decide whether the proposed removal or suspension will occur.

Article V. EXECUTIVE DIRECTOR

Section A. Executive Director Appointment, Authority, and Duties

The Board of Directors may appoint and employ an Executive Director, who shall report to the Board. The Executive Director shall be responsible for the supervision and management of TTF in its administrative, business, financial, and other operational affairs, consistent with these Bylaws, Governance Policies, Corporate Policies, and directives of the Board of Directors. The Executive Director shall have the authority and duty to implement all operational and administrative policies of TTF, including the responsibility to: conduct the business affairs of TTF; hire and dismiss employees and personnel of TTF; and, legally bind TTF, and sign on its behalf, contracts, checks, drafts, notes, mortgages, leases, and other legal documents, with respect to corporate business affairs. The Executive Director shall perform such other duties as may be elsewhere specified in these Bylaws or corporate policies, or as may otherwise be designated by the Board of Directors. Compensation of the Executive Director shall be comparable to independent third party salary data, and shall not exceed prevailing market rates. The Executive Director shall serve as an ex-officio, corporate officer and not as a member of the Board, but shall have no voting powers. The Executive Director has the right to attend and participate at all meetings of the Board, except when excused by the Board for executive session.

Article VI. COMMITTEES OF THE BOARD AND BOARD COMMITTEES AND COUNCILS

Section A. Executive Committee

Composition. The Board of Directors shall establish an Executive Committee with limited authorities to function on behalf of the Board, and when the Board is not in session. The Executive Committee shall be composed of the Officers, and shall also include the Executive Director as a non-voting, ex officio Committee member.

General Authority, Duties, and Limitations. The Executive Committee may act for the Board of Directors between meetings of the Board or as otherwise authorized by the Board, consistent with applicable law. All proceedings and actions of the Executive Committee shall be recorded and reported to the Board of Directors at the next meeting of the Board.

Meetings of the Executive Committee. The Executive Committee shall meet at least one (1) time each calendar year and when determined by the President. Any Member of the Executive Committee may request that a Committee meeting be convened to conduct specific business. Such requests shall be communicated to the President, who may call a meeting if appropriate and necessary. Executive Committee meetings shall be conducted in person, via telephone conference, or other appropriate communication method, so long as all participants can communicate and effectively participate. Minutes of all Executive Committee meetings shall be kept, and such minutes shall be circulated promptly to the Board of Directors and maintained with the corporate minutes of the Board.

Section B. Nominating and Election Committee

Establishment and Purpose. The Nominating and Election Committee (NEC) shall oversee and supervise the nominating and election process for Directors of TTF and Nominating and Election Committee Members, subject to policies adopted by the Board of Directors. The Board and the NEC shall ensure that appropriate procedures are in place for the selection and presentation of qualified Director nominees, consistent with these Bylaws and Board policies.

Section C. Board Standing Committees

Establishment. Board Standing Committees may be created and established upon resolution adopted by the Board of Directors. Each Board Standing Committee shall be permanent and continuing until such time that it is dissolved or modified by the Board of Directors.

Article VII. GOVERNANCE

Section A. Autonomy

The Tacoma Tree Foundation and its Board of Directors shall be autonomous and independent with respect to: corporate activities; finances; policies; administration; the conduct of meetings; the election and the appointment of corporate representatives; and, all other lawful activities.

Section B. Authorization to Act

Except as provided in the Articles of Incorporation, these Bylaws, or applicable law, no Director, Officer, employee, agent, or representative of the corporation may act on behalf of TTF, or hold himself or herself out to the public as authorized to act on behalf of the corporation, without the prior, express authorization or approval of the Board of Directors.

Section C. Fiscal Year

The fiscal year of the corporation shall begin on January 1 and shall end on December 31. The Board of Directors is authorized to fix and change the fiscal year, as it deems appropriate.

Section D. Review of Financial Records

A Certified Public Accountant shall be retained to conduct a regular review of the financial books and records of the corporation.

Article VIII. AMENDMENTS

The Bylaws may be amended by a favorable vote of at least two-thirds (2/3) of the Board of Directors.

Article IX. INDEMNIFICATION

Section A. Definitions

For the purposes of this Article, the terms identified below shall have the following meanings:

“Indemnification” shall mean the duty owed by the Tacoma Tree Foundation to pay, compensate, or reimburse a corporate agent for certain liabilities and obligations to third parties, and/or expenses, relating to that individual’s service with or to TTF, consistent with this Article.

“Corporate Agent” shall mean any person who is or was a Director, Officer, representative, employee, or other agent of TTF, or any person who is or was serving at the request of TTF as a Director, Officer, representative, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise.

“Proceeding” shall mean any pending, threatened, or completed civil, criminal, administrative, or arbitrative action, suit, or proceeding, and any appeal therein, and any inquiry or investigation which could lead to the action, suit, or proceeding.

“Expenses” shall mean reasonable costs, disbursements, attorney fees, and any or other charges directly related to a right of indemnification as authorized in this Article.

“Liabilities” shall mean a legal obligation to a third party, including damages.

Section B. Indemnification in Actions by Third Parties

TTF may indemnify any corporate agent who was or is a party, or is threatened to be made a party, to any proceeding, other than a proceeding by or in the right of TTF to procure a judgment in its favor, by reason of fact that such person is or was an agent of TTF against the agent’s expenses and liabilities in connection with any proceeding involving the corporate agent if: the corporate agent acted in good faith and in a manner which the agent reasonably believed to be in, or not opposed to, the best interests of TTF; and, with respect to any criminal proceeding, the corporate agent had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the corporate agent did not act in good faith and in a manner which the agent reasonably believed to be in, or not opposed to, the best interests of TTF, or that the corporate agent had reasonable cause to believe the conduct was unlawful.

Section C. Indemnification in Actions by or in the Right of TTF

TTF may indemnify any corporate agent who was or is a party, or is threatened to be made a party, to any proceeding by or in the right of TTF, to procure a judgment in its favor which involves the corporate agent by reason of being or having been the corporate agent, against the agent's expenses and liabilities in connection with any proceeding involving the corporate agent if the agent acted in good faith and in a manner which the agent reasonably believed to be in, or not opposed to, the best interests of TTF. However, in the proceeding, no indemnification shall be provided with respect to any claim, issue, or matter as to which the corporate agent was liable for negligence or misconduct, unless and only to the extent that the Court in which the proceeding was brought, or other appropriate Court, shall determine, upon application, that despite the adjudication of liability, but in view of all circumstances of the case, the corporate agent is fairly and reasonably entitled to indemnity, for those expenses as the Court shall deem proper.

Section D. Indemnification Against Expenses

To the extent that a corporate agent has been successful on the merits or otherwise in any proceeding referred to in Sections B and C of this Article, above, or in defense of any claim, issue, or matter therein, the corporate agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section E. Required Determinations

Except as provided in Section D of this Article, any indemnification under this Article, unless ordered by a Court, shall be made by TTF only as authorized in a specific case, upon a determination that indemnification is proper in the circumstances because the corporate agent has met the applicable standard of conduct set forth in Sections B and C of this Article. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the determination shall be made:

By the Board of Directors, or a committee thereof, at a meeting at which a quorum of disinterested Directors is present, acting by a majority vote of those disinterested Directors; If a quorum is not obtainable, or, even if obtainable and the quorum of the Board of Directors or committee by a majority vote of the disinterested Directors directs, by corporate legal counsel, in a written opinion, the counsel to be designated by the Board of Directors.

Section F. Advance of Expenses

Expenses incurred by a corporate agent in connection with a proceeding may be paid by TTF in advance of the final disposition of the proceeding, if authorized in the manner provided in Section E above, upon receipt of an undertaking by, or on behalf of, the corporate agent to repay the amount unless it shall ultimately be determined that the agent is entitled to be indemnified as authorized in this Article.

Section G. Application for Indemnification

If TTF, upon application of a corporate agent, has failed or refused to provide indemnification pursuant to this Article, a corporate agent may apply to a Court for an award of indemnification by TTF. Application for indemnification may be made: in the civil action in which the expenses were or are to be incurred or other amounts were or are to be paid; or, to the appropriate Court in a separate proceeding.

Section H. Other Indemnification

The indemnification provided by this Article shall not exclude any other rights to which a corporate agent may be entitled under the Articles of Incorporation, these Bylaws, a resolution of the Board, an agreement or otherwise.

Section I. Forms of Indemnification Not Permitted

Except as required under Section D of this Article, no indemnification or advance by TTF shall be made under this Article, and none shall be ordered by the Court, if that action shall be inconsistent with: a provision of the Articles of Incorporation; these Bylaws; a resolution of the Board or of the Members; or, an agreement or other proper corporate action, in effect at the time of the accrual of the alleged cause of action asserted in the proceeding, which prohibits, limits, or otherwise conditions the exercise of indemnification powers of TTF or the rights of indemnification to which a corporate agent may be entitled.

Section J. Personal Liability of Volunteer Directors or Executive Officers

To the fullest extent permitted by law, as now in effect or as may hereafter be amended, there shall be no monetary liability to a third party on the part of, and no cause of action for damages shall arise against, a volunteer Director or Officer of the corporation, based upon any alleged failure to discharge the person's duties as a Director or Officer if: their duties are performed in good faith; and with that degree of diligence, care, and skill which ordinarily prudent persons shall exercise under similar circumstances in like positions.

Section K. Insurance

TTF shall have power to purchase and maintain insurance on behalf of any corporate agent against any expenses incurred in any proceeding and any liabilities asserted by reason of the agent being or having been a corporate agent, whether or not TTF shall have the power to indemnify the agent against those expenses and liabilities under the provisions of this Article.

ARTICLE XVI DISSOLUTION

Upon the dissolution of the Tacoma Tree Foundation, in accordance with applicable Federal, State, or other laws, the Board of Directors shall adopt a dissolution plan, which shall include, where appropriate, provisions to implement the following: payment and discharge of all liabilities and obligations of the corporation; compliance with all relevant legal requirements concerning the Tacoma Tree Foundation's tax-exempt and nonprofit status; return, transfer, or conveyance of all assets received or held by the corporation upon condition that the assets be returned, transferred, or conveyed upon dissolution of the corporation; and, transfer or conveyance of all assets of the corporation to one or more domestic or foreign corporation(s) engaged in activities substantially similar to those of the Tacoma Tree Foundation, and which may be selected as an appropriate recipient(s) of certain assets, so long as such organization(s) shall then qualify as an organization or organizations exempt from Federal income taxation under Section 501(c) of the U.S. Internal Revenue Code, or other controlling law.

ARTICLE XVII ADOPTION OF AMENDED BYLAWS

These amended Bylaws were adopted by the Board of Directors, and became effective as of 17 February 2019.