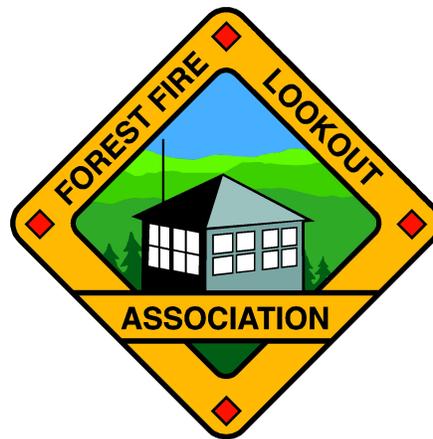


Forest Fire Lookout Association



Bylaws

Original Bylaws Adopted 1992
Bylaws Amended 2012
Major Revision March 3, 2025
Minor Amendments June 7, 2025

1. Association Mission Statement

Our mission is to preserve lookouts and their legacy. We do this through research, education, and support of lookout restoration, staffing for fire detection or historical interpretation, or other alternative uses.

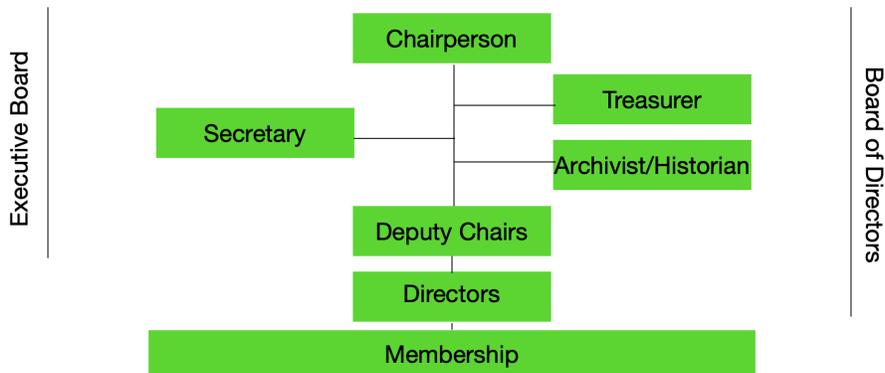
2. Organization

The Forest Fire Lookout Association Inc., is registered in the State of Pennsylvania as a non-profit Corporation. It has members throughout the country and in several countries of the world.

Elected officers form the Executive Committee of the Association.

Directors, representing geographic Chapters, along with the Executive Committee, form the Board of Directors of the Association.

FFLA Organization



Geographic Chapters are grouped together to form Regions, enabling better spans of coordination and communication between the Executive Committee and the Directors. Regions are designated by the Executive Committee and publicized on our website and in the magazine.

3. Officers

Chairperson

The Chairperson will coordinate and chair meetings of the Board of Directors, will chair scheduled conferences when available, and will assume all such proper duties as are those normal for the President of a non-profit organization. The Chairperson will appoint a person to chair conferences at which he or she is unable to attend.

Deputy Chairs

Deputy Chairpersons will maintain an awareness of activities, and provide support to, Directors within their region and provide assistance to the Chairperson in tasks related to their region. Chapter Directors report to the Chair through their respective Deputy Chairs.

Secretary

The Secretary will maintain the records of the Association not specifically in the charge of other Officers. The Secretary will record the Minutes of any meetings of the Board of Directors. In any case where the Secretary is unable to attend a meeting of the Board of Directors, he or she will assume the responsibility of having someone present who is able and willing to accomplish the taking of the Minutes for such meeting. The Secretary will maintain such records in his or her charge in a manner so as to make them available on the call of the Board of Directors or any Officer. The Secretary will maintain accounting of all actions taken by the Executive Committee between board meetings.

Treasurer

The Treasurer will be responsible to receive, record and disburse funds of the Association and to provide the Board of Directors with a strict accounting of all transactions at the call of the Board and at each major conference. The Treasurer will transfer within thirty days, all records, files and funds pertinent to the Association to any elected or appointed successor. The Treasurer will receive all membership dues and will maintain an accurate list of the membership of the Association

Archivist/Historian

The Archivist will be responsible to receive, catalog, and file all pertinent data provided or obtained, relative to forest fire lookouts, past or present. Such material will be maintained in such a manner as to provide reasonable access on the call of members in good standing. At the end of the elected term of office and when not re-elected, the Archivist will facilitate the transfer to his or her successor, all records and materials properly belonging in the Archives of the Association. The Archivist may also use the title Historian.

4. Directors, Chapters, Sub-chapters and Affiliates

Chapters may be recognized as such when a body of at least ten regular members in any State, portion of a State, group of States, Province, or Country is represented by a duly elected, selected or authorized representative who shall be known as a Director. Once established, Chapters will continue to be recognized, even if membership falls below the minimum for establishment, unless otherwise dissolved.

Directors must be members in good standing of the FFLA. Directors will serve as the membership, media, and general contact for the FFLA within their chapter boundary. Directors will be responsible for overseeing lookout inventories, fund raising, newsletter, membership development, and other chapter activities, and may develop a chapter organization, as needed, to aid in administering these activities. Directors will file an annual report of activities in their chapter.

Directors may be elected by the body of members in the Chapter they are to represent or may be named by the Chairperson and confirmed by the Executive Committee. The term of office for a Director shall be determined by the Bylaws of the Chapter he or she represents. If no Chapter Bylaws are in place, the Director's term of office will be until he or she is replaced or chooses to resign.

A Chapter may elect or select two Directors if desired, but in decisions of the Board of Directors, such Chapters so represented will have but one vote.

Chapters may undertake any legal activity that supports or furthers the work of the Corporation, so long as there is nothing in their operations that is in conflict with the Constitution and Bylaws of the Corporation. They may elect Officers, sponsor conferences, maintain meeting schedules, raise funds to cover operating expenses, and provide services to their members.

Chapters will maintain a strict financial accounting of all moneys received and disbursed and provide an annual financial report to the Board of Directors of the Corporation. Chapters will manage their affairs in such a manner that no financial advantage or gain is accrued to any individual save for the possible reimbursement of proper and necessary expenses reported to the Chapter for that purpose.

A Chapter may alter the geographical area it serves by cooperating with those who seek to create a new Chapter, and with the approval of the Board of Directors.

When publishing letterheads, business cards, or other materials, Chapters will give the name of the Corporation, followed by the name of the Chapter. An example would be:

Forest Fire Lookout Association
Keystone Chapter

Unorganized Chapters, those without meetings or elections, will have a Director named for them from among their membership, by the Chairperson of the Corporation and confirmed by the Executive Committee.

Sub-chapters, also known as Local Chapters, may be formed to support individual lookouts or groups of lookouts at a more localized level within the boundaries of a Chapter. The leader of any such group must be a member in good standing of the FFLA and will report to the Chapter Director. Non-FFLA members may belong to these local groups, but will not be accorded the individual benefits of FFLA membership. Sub-chapters and their leaders may be granted the same rights as Chapters and Directors, but will also be held to the same responsibilities with regard to tax-exempt status and financial accountability, use of the FFLA name and logo, and conduct reflecting upon the Corporation.

Affiliates are groups or organizations, existing or newly created, that function independently, yet desire a relationship with FFLA. Where the Executive Board feels there is mutual benefit, a memorandum of understanding will be developed and executed. Such a memorandum will clarify that the affiliate is not a chapter or sub-chapter, nor is it bound to the remainder of provisions in these by laws.

5. Membership and Dues

Regular Members are those members who pay annual dues to the Association.

Regular Members will make payment of annual dues to the Treasurer. Dues may be paid for multiple years. Dues may be channeled through Chapter Directors at the request of individual Directors.

Regular Members who do not live in a geographical area served by a Chapter Director will be assigned to the closest chapter unless they request membership in a specific Chapter

Except as otherwise provided in these Bylaws, no member of the Association, as such, shall be entitled to vote on any matter involving the governance or operation of the Corporation, as all such powers are vested exclusively in the Board of Directors of the Corporation who shall manage its business and affairs.

The amount of Annual Dues per Member will be established by the Board of Directors on advice of the Treasurer. Once established, Annual Dues may not be increased by the Board of Directors except when a decision to do so is accompanied by notice to all then members ninety days in advance of any such increase.

The amount of Annual Dues established by the Board of Directors does not preclude any Chapter from requiring a surcharge or other fees of its members over and above the amount set by the Board, in order to cover costs of Chapter operations, and when such additional charge has been approved by the members of such Chapters. Sub-chapters may also use this method to fund operations.

6. Meetings, Notice and Rules of Order

Meetings

The business of the Association is conducted during conferences, meetings of the Board of Directors and during meetings of the Executive Committee. The above may occur at the same time and place, or as separate events. The Executive Committee will meet not less than three times each year. The Board of Directors will meet not less than once each year. At that time actions by the Executive Committee over the past year will be summarized and presented.

Deputy Chairs will meet with Directors in their respective Regions not less than once each year, in addition to the above. This may be individually, by in-person, audio, or electronic means.

Board and/or Executive Committee Meetings may be held in person or may be conducted electronically via audio or video platforms.

Notice for any Board Meetings will be provided in writing, physically or electronically, providing at least thirty days notice before such meeting. Members will be notified of conferences not less than ninety days before such conference, using means such as mailings, electronic mailings and notice in Association publications. To enable the continuous management of the association, the Executive Committee may meet whenever necessary.

Conferences

Conferences will include, to as great a degree as is possible, opportunities for fellowship, exchange of information, and special programs related to the interests of the Association, as well as a general business session, and an opportunity for the Board of Directors to meet and function.

Conferences should also provide opportunities for displays, exhibits, and the sale of related items that may be of interest to the membership and the general public. The sale of any items should be for the benefit of the Corporation, its Chapters, or its purposes.

Conferences will provide, to the degree possible, opportunities for research, investigation, field trips, and/or other learning opportunities for those who attend. Conferences may be held in facilities at or near forest installations where the purposes of the conferences may be enhanced by the physical location.

To the greatest degree feasible, conferences will be held in different states, or if in the same state, in varied locations, from one time to the next. This, in order to provide the membership the opportunity to participate more easily from time to time, due to the change in travel distances.

Conferences may be sponsored by Chapters of the Corporation. The Board of Directors will sponsor conferences only when there is no Chapter ready and available to sponsor and host the event.

It is understood that those who sponsor a conference may have the opportunity to cover the costs they may incur to collection, solicitation, or other fundraising mechanism.

Day to Day Management

The Executive Committee will manage the business of the Corporation during those periods of time between conferences and meetings of the Board of Directors. The Executive Committee will deal with all matters of business not expressly designated as the responsibility of the Board of Directors. All actions taken by the Executive Committee between Board Meetings shall be recorded by the Secretary and confirmed at the next Annual Board of Directors Business Meeting.

In all cases regarding procedure and policy, not specifically covered within the Constitution & Bylaws, Roberts Rules or Order will apply.

7. Elections and Appointments

A standing Elections Committee will be responsible for conducting this process. These by laws establish a schedule to provide continuity by means of a staggered election process, consistent with each position's term of office;

- Chairperson, two year term, even numbered years
- Deputy Chairs, two year term, staggered years (depending on number of Deputies)
- Secretary, two year term, even numbered years
- Treasurer, two year term, odd numbered years
- Archivist/Historian, two year term, odd numbered years

An Election Committee Chairperson will be appointed by the Executive Committee. This position shall not be held by a member of the Board of Directors, and the position will not be considered a part of the Board of Directors. An Acting Chairperson may be temporarily appointed to fulfill duties in the absence of the Chairperson. Additional committee members will be appointed as needed, including to process voted ballots and to certify election results.

Any member in good standing may nominate or be nominated for any Officer position. All candidates to be named on the ballot for Officer positions of the

Corporation must be nominated no later than ninety days prior to the date of the Election. All nominations must be made to the Election Committee.

The slate of candidates to be listed on the ballot will be announced by the Election Committee Chairperson to the members of the Board of Directors no later than sixty days prior to the date of the Election. Write-in votes will be accepted for candidates not nominated and listed on the ballot.

No person shall hold more than one elected Officer position at a time. A current Officer may be a candidate for another position, but must resign from that position prior to accepting election to another position.

Each Deputy Chairperson will be elected by the Directors representing Chapters within the boundaries of that Region.

The voting for Election of Officers will be completed by written response either through the mail, electronic mail, or in person. Ballots must be received by the Election Committee Chairperson no later than one week prior to the Election date. All in-person voting must be completed by a specified time announced to those Directors present at the Election. All votes will be counted by the Election Committee and the results announced on the Election Date.

The Election Committee shall keep all votes received confidential. Ballots shall be destroyed once elected Officers have been certified and all candidates notified.

In the event of a tie for any elected position, the Executive Committee shall select the winner.

In the event an elected officer resigns or is no longer able to serve for any reason, the Executive Board may select an interim member to serve until such time as an election can be held.

Elected and appointed positions may be terminated by the Executive Committee in the event such person is convicted of a felony, is no longer willing, or no longer able, to function effectively in that position, should a majority of Executive Committee members so agree.

8. Committees

The Elections Committee, referenced above, is the only standing committee. Other functional committees may be formed, and their members charged, to assist in the functions of the association.

9. Publications and Outreach

Publications may be written, and then copies or otherwise produced in the name of the Association, when approved by the Board of Directors. Publications produced by or for the Corporation may be sold to cover costs or as a fundraising project when approved by the Board of Directors. At a minimum, a newsletter will be provided to the membership as a benefit of membership.

An Editor, appointed by the Chairperson of the Association may create a committee to assist in this process and if so, will serve as Chairperson of the Publications Committee.

One or more members may also be appointed to coordinate, manage or provide outreach from the association through social media, a website and other means determined to be effective.

10. Amendments

These Bylaws may be amended at the conclusion of a process that provides opportunities for members to voice their opinions on such proposed amendments.

The Bylaws may be amended, when an Amendment has been proposed in writing by a member, and when the proposal to amend the Bylaws has been approved for consideration by the Executive Committee.

Written notice must be given of such intent to the full membership of the Association, at least ninety days in advance of such action.

Further, to enact such Amendment to these Bylaws, the Board of Directors must vote to approve such Amendment by a simple majority of the membership of the board. Such vote may be held in person, in an electronic meeting using voice or video, or by mail or electronic mail. Regardless of the means, the Secretary of the Association will document the vote and results.

11. Restrictions

Souvenirs, publications, hats, patches, shirts and other items with the Association's name or logo may be produced and distributed or sold for the benefit of the Association or its Chapters. Any other use requires permission to

do so from the Board of Directors, or if between meetings, the Executive Committee.

Any item distributed or sold using the name of the Association, or sold for the benefit of the Corporation or any of its chapters, will be represented in the archives of the Corporation by a sample or a photograph.

The Association will not employ, or function as, a lobbyist as defined in 2 U.S.C. 1602.

13. Annual Report and Communications

General business of the Executive Committee and the Board will be widely publicized in the Association's publication(s).

Additionally, the Treasurer shall present annually to the Board of Directors, and shall file with the minutes of the meetings of the Board, a report showing in approximate detail the following:

- (a) The revenues or receipts of the Association for the fiscal year immediately preceding the date of the report;
- (b) The expenses or disbursements of the Association for the fiscal year immediately preceding the date of the report; and
- (c) The number of Members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the fiscal year immediately preceding the date of the report.

The Treasurer shall ensure appropriate reports are filed annually with the Internal Revenue Service.

For these reports and other purposes the Fiscal Year for the Association shall be January 1 – December 31.

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