

The Constitution of Minnesota Shade Tree Advisory Committee

We, the members of the Minnesota Shade Tree Advisory Committee, in order to memorialize in written form the principles and procedures under which we have worked since 1974 to:

- *advise the State of Minnesota on the best ways to preserve, protect, expand, and improve Minnesota's urban and community forests; and*
- *promote and facilitate the coordination of efforts being made by the multitude of jurisdictions and entities which own and affect our urban and community forests,*

do ordain and establish this Constitution for the Minnesota Shade Tree Advisory Committee.

Article I: Name

The name of this body shall be the Minnesota Shade Tree Advisory Committee, hereafter referred to as MnSTAC. It is an assembly of individuals who share a common mission to advance Minnesotans' commitment to the health, care and future of all urban and community forests in Minnesota.

Article II: Purpose

Within the framework of this Charter, it shall be the purpose of MnSTAC to further the following duties and objectives:

1. To advise Minnesota's Governor, Legislature, State Forester, other legislative and administrative branches of the State, the University, the counties and communities, and the people of the State of Minnesota on the best ways to preserve, protect, expand, and improve Minnesota's urban and community forests.
2. To seek the broadest possible involvement of representatives of institutions, entities and persons involved in urban and community forestry matters, and after thorough discussion and study, to arrive where possible at a consensus on matters relating to good urban and community forestry policies and practices. To report from time to time, both formally and informally to the Governor, Legislature, and other entities and persons in Minnesota who are in positions to affect and influence urban and community forestry policies and practices adopted by the State of Minnesota, its political subdivisions, its other public and private organizations, and its people.
3. To encourage the coordination of the activities of the institutions, entities and persons involved in urban and community forestry matters, to the ends that duplication and inefficiency are avoided, and that the most beneficial and economical urban and community forestry policies and practices are adopted wherever possible.
4. To provide a forum for the communication and exchange of information and experiences regarding urban and community forestry initiatives and practices.

Article III: Membership

Section 1. Eligibility. Membership in MnSTAC is open to any person, regardless of residency, who is actively involved with or interested in the status of Minnesota's urban and community forests, and concurs with the prescribed purposes and objectives of this organization. Membership will be ongoing. However, from time to time as determined by the Board of Directors, individual members shall be required to renew their membership by updating personal data and confirming their desire to continue membership. Any person appointed or selected to fill

a position on the Board of Directors shall be deemed to be a regular member of MnSTAC.

Section 2. Privileges and Responsibilities. Members in good standing shall have the right to attend MnSTAC forums, general meetings of the membership, meetings of the Board of Directors, vote on matters requiring membership approval, serve on committees and task forces, and enjoy all other privileges of membership. A member shall be deemed to be in good standing if he/she has maintained his/her eligibility by periodic renewal of the membership as required by the Board of Directors, and is not currently subject to any suspension or disciplinary action imposed in accordance with this Constitution.

Section 3. Application for Membership. An applicant for membership shall submit a completed paper or electronic application form to the organization. Membership will commence upon the applicant's receipt of a notice of acceptance from MnSTAC.

Section 4. Suspension and Termination of Membership. An individual's membership may be suspended or terminated for just cause. Such cause shall be failure to fulfill requirements for continued membership eligibility as prescribed by the Board of Directors or any conduct prejudicial to the interest of MnSTAC while serving as an official or self-appointed representative of MnSTAC. Disciplinary action shall be issued by a two-thirds (2/3) vote of the Board of Directors after due notice and an opportunity for a hearing before the Board. In the event any member is terminated or suspended, such action shall, if said member is a Director, also constitute termination or suspension as a Board Member.

Section 5. Resignation of Membership. A member may resign by sending a written or electronic notice to the President. A member who resigned while in good standing may be reinstated, at any time, regardless of length of absence, upon re-application in accordance with Section 3 of this Article.

Article IV: Board of Directors

Section 1. Authority. The governing body of MnSTAC shall be the Board of Directors, hereafter called the Board, who shall oversee the general business and affairs, projects, property and funds of MnSTAC in accordance with this Constitution and policies and resolutions adopted by the Board and membership of MnSTAC.

Section 2. Responsibilities. The specific responsibilities stated below are hereby delegated to the Board by the general membership of MnSTAC:

1. Guide and counsel the President in the fulfillment of his/her duties.
2. Inform the President about matters related to the mission of MnSTAC as set forth by this document or MnSTAC strategic plan.
3. Establish, from time to time, task forces to address such matters that are not within the defined scope of standing committees.
4. Establish additional standing committees, ad hoc sub-committees and ad hoc panels as deemed necessary.
5. Appoint the chairperson and assign members of the Board to ad hoc panels.
6. Review and confirm the appointment of chairpersons and members of standing committees and chairpersons of task forces as submitted by the President.
7. Develop and revise, as necessary, mission statements for standing committees, ad hoc sub-committees, ad hoc panels and task forces established by the Board.
8. Develop and adopt a plan of work for the coming fiscal year.

9. Sanction the establishment of regional shade tree advisory committees.
10. Review, approve and distribute reports, studies and position papers prepared and submitted by standing committees, ad hoc sub-committees and task forces.
11. Adopt resolutions and policies to guide and control the operation of MnSTAC.
12. Determine the date, time, location and agenda for semi-annual Board meetings and meetings of the general membership.
13. Disseminate to the MnSTAC membership, in a timely manner, the minutes of all meetings of the Board and the membership.
14. Review and confirm the selection of individuals to fill the position of President and short term non-designated Director.
15. Perform all other duties as may be assigned in accordance with this Constitution.

Section 3. Number of Directors. The Board of Directors shall consist of twenty five (25) voting Directors including the President, and a representative of the U.S. Forest Service who shall serve as an ex-officio, non-voting member of the Board.

1. Long-Term Position. Thirteen (13) Directors shall be long-term designated positions filled by one appointed representative of each of the thirteen parent entities (established agencies and organizations) designated below. The permanent parent entities shall be:

Mn Department of Natural Resources (1)	Minnesota Society of Arboriculture (1)
Mn Department of Agriculture (1)	Minnesota Nursery & Landscape Association (1)
Mn Department of Transportation (1)	Minnesota Forestry Association (1)
University of Minnesota (1)	Minnesota Chapter-Society of American Foresters (1)
Agricultural Extension Service (1)	Minnesota Chapter-American Society of Landscape Architects (1)
Tree Care Advisor (1)	Minnesota Association of Soil and Water Conservation Districts (1)
League of Minnesota Cities (1)	

2. Short-Term Position. Eleven (11) Directors shall be short-term non-designated positions filled by applicants affiliated with one of the eight general categories designated below. The general categories shall be:

Municipal Forester or Arborist (2)	Non-profit Organization or Foundation (1)
Consulting Forester or Arborist (1)	Minnesota Chartered Corporation (1)
Utility Forester or Arborist (1)	University Student (1)
Local Tree Board Member (1)	Citizen at Large (3-from DNR regions)

Section 4. Selection and Terms of Office.

1. President. The President shall be selected in a timely manner by an ad hoc panel of at least five (5) Board members appointed by the Board, and confirmed by a majority vote of the filled positions of the Board. Any person who is not an employee of a state agency and meets the qualifications established by the Board can be a candidate for the position of President. If the person confirmed as President is currently a member of the Board, he/she shall immediately resign his/her Board position. That position shall be refilled in a timely manner in accordance with the relative appointment or selection process set forth in this Constitution. The normal term of office shall begin on January 1st following the Board's confirmation at its semi-annual October meeting, and shall continue for three (3) years, at the end of which upon mutual agreement, he/she may be reappointed by the Board for another term. A premature vacancy shall be filled, in a timely manner, in accordance with the established selection procedure

prescribed herein. The confirmed successor shall serve a full three (3) year term, unless a shortened term is mutually agreed upon by the confirmed candidate and the Board.

2. Vice President. A Vice President shall be elected annually at the regularly scheduled semi-annual October meeting of the Board from among the Directors who are not state employees and whose terms will not expire at the end of the current year. The term of office shall be for one year beginning on January 1st following his/her election. A premature vacancy shall be filled within thirty (30) days in accordance with the normal election procedure prescribed herein, and the Director so elected to fill such a vacancy shall serve for the unexpired remaining term of his/her predecessor.

3. Long-Term Director. Permanent long-term designated Board positions shall be appointed by the leadership of the respective permanent entity. The appointed individual shall serve in this capacity at the will and pleasure of the respective entity until resignation and/or replacement by a successor duly appointed by the parent entity. Any vacancy shall be filled within sixty (60) days by the entity represented by the vacant position. If a designated entity fails to fill a vacancy by appointing a representative in a timely manner, the Board at its discretion and by a majority vote of its filled positions, may terminate the designated entity's position on the Board and may reassign it to another suitable unrepresented entity. If more than three (3) of the parent entities designated herein are so terminated, this section of the Constitution shall be amended to reflect the revised list of permanent long-term positions.

4. Short-Term Director. Qualified candidates for the short-term non-designated Board positions shall be selected based on merit by an ad hoc panel of at least five (5) Board members appointed by the Board, subject to their confirmation by a majority vote of the filled positions of the Board. The Board, at appropriate times, shall actively and broadly solicit applicants for the respective positions. Applicants for these positions shall be self-nominated and shall be qualified for a particular position by virtue of occupation, employer, membership, deeds or other relative status. The three (3) citizen at large positions that represent the three DNR regions shall be appointed by the DNR regional forester in the specific region, subject to confirmation by the Board. If there are no qualified applicants for a particular position, the Board at its discretion and by a majority vote of its filled positions, may terminate the inactive category and replace it with another appropriate category or increase the number of representatives of one or more of the other established categories.

The normal term of office for the eleven (11) short-term positions shall be two (2) years, staggered such that the terms of no more than six (6) of these Directors expire in any year. Regularly selected candidates shall be confirmed at the semi-annual October meeting of the Board, and shall begin their term on January 1st, following their confirmation. Any vacancy that occurs during a standard term shall be filled within sixty (60) days by the Board. Short-term Directors may serve in the same position on the Board for a maximum of two (2) consecutive two-year terms. Individuals may serve additional terms as a representative of another position, or if there are no qualified applicants for their current position at the end of their term limit or there is at least a two year separation between the end of their initial term limit and re-application.

5. Ex-Officio Director. The non-voting ex-officio position shall be appointed by the of the U.S. Forest Service, and shall serve in this capacity until replacement by a successor duly appointed by the Forest Service.

6. Impeachment. Any voting member of the Board, upon having two (2) un-excused absences from two (2) consecutive regularly scheduled semi-annual meetings of the Board will be considered to have resigned from the Board. Twenty (20) MnSTAC members may, by written petition submitted to the President, request the Board to impeach a member of the Board for just cause. The Board shall act on the petition at the next semi-annual meeting of the Board. Any related Board action shall require a two-thirds (2/3) vote of the Board after due notice and an opportunity for a hearing before the Board.

Section 5. Meetings. The Board shall meet at least semi-annually, at a date, time and place, to be determined by the Board at the prior regular meeting. The regular semi-annual meetings shall be held during the months of March and October respectively. The minutes of the prior regular meeting and agenda for the pending meeting shall be

disseminated to each Board member at least fifteen (15) days prior to the scheduled meeting.

Special meetings of the Board may be called by the President or by written request of five (5) Directors. Notice of a special meeting specifying the date, time, location and agenda shall be postal and/or electronically mailed to each Director at least fifteen (15) days prior to such meeting. Business transacted at such special meetings shall be confined to the purpose(s) stated in the meeting notice. Any special meeting of the Board may be held either as a physical on-site meeting or by telephone or other electronic means of conferencing, provided each participant is in simultaneous communication with all other participants.

All physical on-site meetings of the Board shall be open to attendance by the general membership of MnSTAC. The date, time, location and agenda of every meeting of the Board shall be posted electronically on the MnSTAC website at least fifteen (15) days prior to the respective meeting. Minutes of each Board meeting shall be posted electronically on the MnSTAC website in a timely manner for a reasonable length of time following the respective meeting.

The Board shall convene in the capacity of the Urban Forest Council Standing Committee at each semi-annual Board meeting .

Section 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all members of the Board consent, in writing or electronically, to taking the action without a meeting. Such action shall have the same force and effect as a majority vote at a meeting of the Board.

Section 7. Procedural Authority. Business may be conducted at any scheduled meeting of the Board, and any matter brought before the Board shall be decided by a simple majority vote of members present, unless otherwise specified in this Constitution. A majority of the filled positions of the Board shall constitute a quorum for the transaction of business. If a quorum is present upon commencement of a Board meeting, business may be transacted, whether or not a quorum is present at the time any vote is taken during that meeting. All meetings of the Board shall be conducted in accordance with the latest edition of "Robert's Rules of Order".

Section 8. Duties of President and Vice President. The duties of the President and Vice President shall be such as their titles by general usage would indicate, as specified herein or otherwise assigned by the Board of Directors.

1. President. The President is responsible to the Board of Directors and general membership for maintaining the direction and momentum of MnSTAC, its Board, standing committees and task forces. In addition, the President shall:

- 1) Convene and preside at meetings of the Board of Directors and general membership.
- 2) Serve as spokesperson for MnSTAC on issues where the Board or general membership has adopted positions, and as the representative of MnSTAC at related legislative, educational, interagency, social and community service functions.
- 3) Appoint members of the Board to standing committees subject to approval by the Board.
- 4) Appoint chairpersons of standing committees and task forces subject to approval by the Board.
- 5) Assure that MnSTAC actions requiring follow-up be assigned to responsible individuals or groups and exercised in a timely manner.
- 6) Assign and oversee clerical and administrative support services.

2. Vice President. The Vice President shall perform the duties of President in the event of the absence, incapacity, resignation, removal from office or death of the President. In addition, the Vice President shall undertake special assignments as are delegated by the President.

Article V. Standing Committees and Task Forces.

Section 1. Standing Committees. The Standing Committees of MnSTAC shall include, but should not be limited to: Urban Forest Council, Information Transfer, Outreach, Legislation-Advocacy, and Forest Health.

Duties and tasks of a standing committee may be assigned to an ad hoc sub-committee subordinate to the respective standing committee. Ad hoc sub-committees comprised of MnSTAC members may be established by the Board to fulfill specific duties and tasks of a standing committee. The chairperson and members of an ad hoc committee shall be appointed annually by the current chairperson of the parent standing committee subject to approval by the members of the standing committee.

The Board may establish additional standing committees as it deems necessary to further the stated purposes of MnSTAC. All such additional standing committees shall initially have been established as an ad hoc committee of a standing committee or as a task force in accordance with this Constitution.

Each standing committee shall be comprised of a panel of members of the Board selected annually by the President and confirmed by the Board at its March semi-annual meeting. The chairperson of a standing committee shall be selected from the panel members by the President and confirmed by the Board at its March semi-annual meeting. Each standing committee shall meet at least once a year and shall submit a report to the Board prior to the Board's October semi-annual meeting.

1. Urban Forest Council Committee: The entire Board shall serve as Minnesota's Urban Forest Council. The President of the Board shall serve as the chairperson of the Urban Forest Council.

The role of the Urban Forest Council shall be to provide expert advice to state agencies on urban and community forestry issues, review agency program emphasis and priorities; assist in the development of agency action plans; review effectiveness of agency implementation efforts; assist in the building of partnerships among similar interest groups and promote other activities that advance urban and community forestry.

2. Information Transfer Committee: A panel of at least five (5) Directors representing those designated entities and non-designated categories typically involved with information transfer shall oversee the role of the Information Transfer Committee and associated ad hoc committees.

The role of the Information Transfer Committee shall be to identify ways to encourage research initiatives; publication and dissemination of educational materials; and availability of technical assistance and educational programs for tree professionals and citizens.

3. Legislative-Advocacy Committee: A panel of at least five (5) Directors who represent those designated entities and non-designated categories typically responsible for or involved with administering state programs; tracking legislative proposals and implementing volunteer projects shall oversee the role of the Legislative-Advocacy Committee and associated ad hoc committees.

The role of the Legislative-Advocacy Committee shall be to identify ways to promote the Governor's and state Legislature's understanding of urban forestry issues; public funding of urban forestry research, education and management programs; and mobilization of public support for relevant legislative action.

4. **Outreach Committee:** A panel of at least five (5) Directors who represent those designated entities and non-designated categories typically responsible for or involved with local community forestry programs and/or opportunities for voluntary citizen participation shall oversee the role of the Outreach Committee and associated ad hoc committees.

The role of the Outreach Committee shall be to identify ways to encourage local units of government to establish comprehensive community forestry programs; opportunities for increased voluntary citizen participation in community forestry projects; expansion of relationships within minority communities; and recognition of local efforts and citizen contributions.

5. **Forest Health Committee:** A panel of at least five (5) Directors who represent those designated entities and non-designated categories typically involved with research, detection, control and management of biotic and abiotic problems that affect tree populations shall oversee the role of the Forest Health Committee and associated ad hoc committees.

The role of the Forest Health Committee shall be to review state and local response to biotic and abiotic challenges; identify ways to encourage interaction and collaboration among state agencies; and the timely preparation of tree pest response plans.

Section 2. Ad Hoc Panels. The Board may establish, as it deems necessary, ad hoc panels comprised of designated Board members for the purpose of addressing and executing specific procedural and administrative tasks assigned to the Board by this Constitution. The chairperson and members of such special assignment panels shall be appointed by the Board. Such panels shall be dissolved upon completion of their assigned task.

Section 3. Task Forces. The Board may establish such task forces as it deems advisable for the purposes of investigating, evaluating and/or formulating action recommendations or policies relative to any issue or matter consistent with the general purposes of MnSTAC, and shall designate a sunset date or condition for termination of each task force. Any MnSTAC member or group of members may submit a proposal and petition to the Board to establish a specific task force. The chairperson of a task force shall be appointed by the President and confirmed by the Board. The chairperson of each task force shall be responsible for selecting other members of the task force. Each task force shall report to the Board at least once each year during its term of longevity and shall submit a written report to the Board upon completion of its assigned mission.

Section 4. Regional Committees. Regional groups may petition the Board to sanction the establishment of regional shade tree advisory committees whose goals are to further the purposes of MnSTAC. The petition and request for recognition shall include a name, area of representation, purpose statement, bylaws, and membership directory with designated officers. Upon receipt of such a petition, the Board shall review and act upon the proposal within sixty (60) days. Such requests must be approved by a majority vote of the Board. Each regional committee shall submit a written annual report to the Board.

Sanction of a regional committee may be suspended or terminated for just cause. Such cause shall be the promotion of objectives and/or implementation of actions which are in conflict with the purposes and interests of MnSTAC, failure to meet on a regular basis and/or failure to submit a suitable annual report to the Board. Such suspension or termination shall be issued by a two-thirds (2/3) vote of the Board after due notice and an opportunity for a hearing before the Board.

Article VI: Membership Meetings

Section 1. Semi-Annual Meetings. There shall be two (2) regular business meetings of the entire MnSTAC membership held during the months of February and September respectively. The date, time, location and agenda of such meetings shall be determined by the Board. Notice of such meetings, minutes of the prior meeting and an agenda shall be posted on the MnSTAC website and postal and/or electrically mailed to each MnSTAC member at

least fifteen (15) days in advance of the upcoming meeting. The purpose of these meetings is to provide an opportunity for members to interact with the Board and influence MnSTAC's annual agenda by providing input and putting forth consensus positions relative to timely committee and task force reports, annual legislative and advocacy agendas, urban forestry issues and forum topics.

Section 2. Special Meetings. Special meetings of the entire MnSTAC membership, may be called at anytime by the Board or by written request of ten percent (10%) of the MnSTAC membership. Notice of such meetings shall be posted on the MnSTAC website and postal and/or electronically mailed to each MnSTAC member at least fifteen (15) days in advance of the scheduled meeting date. Special meetings requested by the membership shall be scheduled by the Board for a date no later than forty five (45) days after receipt of such request. Business transacted at such meetings shall be limited to the purpose for which the meeting was called.

Section 3. Rules of Order. All business meetings of the MnSTAC membership shall be conducted in accordance with the latest edition of "Robert's Rules of Order".

Section 4. Monthly Forums. There shall be a regular informational and/or networking forum held each month at a date, time and location determined by the Board. Notice of such forums and their respective topics shall be posted on the MnSTAC website at least fifteen (15) days in advance of the upcoming forum. All forums shall be open to non-members.

Section 5. Membership Voting. Each voting member of MnSTAC in good standing shall be entitled to cast one vote in any matter coming before and requiring approval of the membership. Unless otherwise stipulated in this Constitution, the Board may submit selected issues to the membership for a vote at any meeting of the membership or by mail. Any matter voted on by the membership shall be decided by a simple majority of the votes cast. Voting by proxy shall not be allowed.

Article VII: Amendments

Section 1. Amendment Proposals. Amendments to this Constitution may be proposed by the Board on its own initiative, or upon written petition of any twenty (20) MnSTAC members forwarded to the President. Such proposed amendments shall be presented for a vote to the membership by the Board, with or without recommendation within sixty (60) days.

Section 2. Voting. This Constitution may be amended, repealed or revised, in whole or in part, by a majority affirmative vote of the MnSTAC general membership voting in person at a duly called special meeting of the MnSTAC membership, or by a majority vote of the MnSTAC members voting by postal mail ballot. A ballot and copy of the proposed changes shall be mailed to each MnSTAC member at least thirty (30) days prior to the scheduled meeting or the ballot return deadline. Amendments, if approved, shall become effective and posted on the MnSTAC website thirty (30) days following the ballot return deadline.

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President _____