

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, and meetings of the Board of Directors, vote on matters requiring membership approval, serve on sub-committees, 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 electronic application form to the organization. Membership will commence upon the applicant's receipt of a notice/email 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 a 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 of Directors. 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 of Directors 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. Serve as the duly appointed Urban Forest Council and advisor to the State Forester as recognized by the USDA Forest Service, and in the role 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.
4. Establish sub-committees as deemed necessary.
5. Review and confirm appointment of chairpersons of sub-committees as submitted by the President.
6. Prescribe and revise, as necessary, mission statements for sub-committees established by the Board.
7. Develop and adopt a Plan of Work for the coming fiscal year.
8. Review, approve and distribute reports, studies and position papers prepared and submitted by sub-committees.
9. Adopt resolutions and policies to guide and control the operation of MnSTAC.

10. Determine the date, time, location and agenda for semi-annual Board meetings and meetings of the general membership.
11. Disseminate to the MnSTAC membership, in a timely manner, the minutes of all meetings of the Board and the membership.
12. Review and confirm the selection of individuals to fill the position of President and Short Term Non-designated Director.
13. Review and adopt an annual budget
14. Ratify any expenditure over \$100.00.
15. Perform all other duties as may be assigned in accordance with this Constitution.

Section 3. Number of Directors. The Board 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. Persons with MnSTAC clerical staff responsibility are not eligible for Board membership.

1. Long-Term Positions. 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:

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| 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 Tree Care Advisor (1) | Minnesota Chapter-Society of American Foresters (1) |
| University of Minnesota (1) | Minnesota Chapter-American Society of Landscape Architects (1) |
| Minnesota Pollution Control Agency (1) | League of Minnesota Cities (1) |
| | Minnesota Association of Soil and Water Conservation Districts (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:

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| Municipal Forester or Arborist (2) | Natural Resources Non-profit Organization or Foundation (1) |
| Consulting Forester or Arborist (1) | Corporation (1) |
| Utility Forester or Arborist (1) | University Student (1) |
| Local Tree Board Member (1) | Citizen at Large (3) |

Section 4. Selection and Terms of Office.

1. **President.** The President shall be selected in a timely manner by a sub-committee of at least three (3) 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 the State of Minnesota or the University of Minnesota 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 after January 1st following the Board's confirmation at its October or January 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 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. The Vice President shall serve as the Treasurer, empowered with all the duties and responsibilities of said position.
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 members in 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, Article IV, Section 3.1 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 a sub-committee of at least three (3) MnSTAC 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 shall be approved by the Board. If there are no qualified applicants for a particular position, the Board at its discretion and by a majority vote of members in 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 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 continue to serve in the same position on the Board (with Board approval). There is no term limit for short-term Directors. The serving Director shall be re-approved by the Board at the end of each completed term.
5. **Ex-Officio Director.** The non-voting ex-officio position shall be appointed by 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 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 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 four times annually at a date, time and place to be determined by the Board at the prior regular meeting. The regular annual meetings shall be held during the months of January, March, June and October. 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. Any 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.

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 mailed by postal and/or electronic mail 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 on the MnSTAC website at least fifteen (15) days prior to the respective meeting. Minutes of each Board meeting shall be posted on the MnSTAC website in a timely manner for a reasonable length of time following the respective 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 a majority of 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 regular 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, 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, and sub-committees. In addition, the President shall:

1. Convene, set the agenda for, 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, and social and community service functions
3. Establish sub-committees during the interim periods between regular Board meetings. Subcommittees established are 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. Serve as point-of-contact with 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:

1. Undertake special assignments as are delegated by the President.
2. Serve and perform the duties of Treasurer. Treasurer is not an elected position nor principal officer of the Board, but is an expansion of the duties of Vice President. Such duties shall include:
 - a. Oversee the financial affairs of MnSTAC.
 - b. Oversee and direct the receipt of revenues (receivables) and payment of expenditures.
 - c. Oversee bank accounts
 - d. Advise the Board on the use of MnSTAC's financial resources
 - e. Monitor and report to the Board on the financial health of MnSTAC.
 - f. Prepare and present quarterly financial reports to the Board.
 - g. Prepare and submit an annual budget to the Board for adoption.
 - h. Ensure that record keeping and accounts meet the standards and conditions of funders and statutory bodies.
 - i. Prepare accounts for audit and liaise with auditors.
3. Treasurer will work directly with Minnesota Society of Arboriculture paid Administrator on organization's finances.

Article V. Committees

Section 1. Sub-committees. The Board may establish sub-committees consisting of Board members, MnSTAC members, non-MnSTAC members, and State agency personnel for the purpose of executing assigned tasks designed by the Annual Plan of Work or as otherwise deemed necessary to accomplish the stated purposes of MnSTAC. The chairpersons of such sub-committees shall be appointed by the President and confirmed by the Board. The chairperson of each sub-committee shall be responsible for selecting the other members of the respective sub-committees.

The President may establish sub-committees and appoint the chairpersons of such sub-committees to respond to emergency issues and situations or constitutionally mandated tasks that arise during the interim between Board meetings. Such action are subject to confirmation by the Board. The Board shall prescribe mission statements for each established sub-committee. Any regular MnSTAC member or group of members may submit a proposal and petition to the Board to establish a specific sub-committee. Sub-committees may be ongoing or may be dissolved as the Board deems necessary.

Section 2. Executive Committee. The Executive Committee shall consist of the President, Vice President, and up to 3 other Board members. The role of the Executive Committee shall be to act on behalf of the Board during the interim times between Board meetings. The Executive Committee has the authority to make decisions and ensures that these decisions are carried out. The Executive Committee shall meet at the discretion of the President, or as needed, to discuss and make recommendations to the Board about the organizations finances, discuss immediate issues, make operational decisions and programmatic strategies.

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. 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/or electronically 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 sub-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 any time 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/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 in at least nine (9) months each year, 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. Twenty (20) regular MnSTAC members shall constitute a quorum for voting at a duly scheduled regular membership meeting. 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 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 
Karen Zumach