

**International Society of Tropical Foresters (ISTF)**  
**11 October 2021**

**Bylaws**

**ARTICLE I – ISTF PREFACE, NAME, VISION, AND MISSION**

**Section 1 Preface**

The tropical forests of the world provide many ecosystem services important at local and global levels. Yet tropical deforestation and the interrelationships with agriculture, forestry, and industry are not well understood. Moreover, most tropical forests are in countries where the conservation and development of forests are often controversial. Therefore, the efficient sharing of technical knowledge pertaining to tropical forests and its applications are important to all people.

**Section 2 Name**

The name of this non-profit, international, incorporated organization shall be the International Society of Tropical Foresters, Inc. (ISTF).

**Section 3 Composition**

ISTF is composed of the Central ISTF and ISTF chapters under the oversight of Central ISTF.

**Section 4 Vision**

A knowledge-sharing world that values, conserves, and sustainably uses tropical forests.

**Section 5 Mission**

The ISTF mission is to facilitate and promote sharing of best practices for the effective management, protection, and equitable and ecologically sustainable use of tropical forests and natural resources in tropical and subtropical regions across the globe. These practices include locally appropriate, evidence-based practices.

ISTF is uniquely positioned to meet this mission as a communication network among those concerned with tropical forests.

**Section 6 Purpose**

The Corporation is organized as a non-profit organization exclusively for one or more of the purposes specified in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding section of any future federal tax code), and section 1101.01(a)(2)(A) of the Puerto Rico Internal Revenue Code of 2011, as amended, (or the corresponding section of any future Puerto Rico tax code), including charitable, educational, and scientific purposes to promote the sustainable use and conservation of tropical forest resources. The Corporation shall also make, at its discretion, contributions to national and international nonprofit organizations and individuals that work towards such purposes. In addition, the Corporation shall receive, at its discretion, contributions from entities and individuals to further its tax-exempt purposes.

**ARTICLE II – OBJECTIVES AND ACTIVITIES**

**Section 1 Objectives**

ISTF will strive to achieve this vision and implement this mission by focusing on the following objectives:

1. Act as a center to communicate information about professional activities and tropical forest-related issues, in order to promote understanding of tropical forestry and sustainable land use

practices. Tropical forestry is defined broadly, to include multiple disciplines, stakeholders, and ecosystem services from forests within the tropical and subtropical regions of the world.

2. Recruit members from throughout the world, especially from tropical countries, and create a global on-line community of people interested in tropical forest science, protection, conservation, management, and policy.
3. Promote research and dissemination of scientific knowledge among tropical foresters and other practitioners, researchers, community members, and policy and decision makers.
4. Inform, and advocate for, international and local public policies and best practices that affect tropical forest science, conservation, and management.
5. Cooperate and collaborate with government, non-government, academic, and private sector organizations, agencies, and research centers, in order to promote the development and implementation of equitable and ecologically sustainable land use practices that value and conserve tropical forests.
6. In every aspect of its mission, vision, and activities, respect diversity in all its cultural, religious, economic, personal, and other manifestations.
7. Maintain fairmindedness by not being involved in, sponsoring, or carrying out (partisan) political activities.

## Section 2 Activities

To achieve these objectives, ISTF will engage in the following activities:

1. Maintain and share the ISTF membership list and an on-line global ISTF directory with members' areas of expertise and other data, in order to encourage communication, collaboration, and exchange of information.
2. Coordinate a global network of ISTF chapters that will advocate for sustainable tropical forestry, disseminate information, and coordinate potential activities at the local level.
3. Gather and distribute information on professional opportunities and research regarding sound forestry and land use practices, through the ISTF website, discussion groups, and social media.
4. Publish an ISTF newsletter (multilingual if possible) on a regular basis as the ISTF flagship publication and send it to all members. This publication will include information about recent developments in tropical forestry, notices of new tropical forestry literature, notes on programs, reviews of technical publications, opportunities for and activities of members, and other newsworthy items, such as dates and places of upcoming meetings and the results of past meetings.
5. Organize forums, workshops, symposia, and conference gatherings at professional meetings.
6. Inform and respond to international public policies that impact tropical forest landscapes, by developing and/or distributing science-based information on tropical forestry issues.
7. Develop and maintain linkages with other organizations promoting conservation, research, and sustainable tropical forestry.
8. Encourage an increasingly just society capable of sustainable land use practices and that values and conserves tropical forests, by awarding a quadrennial (every 4 years) Tropical Forest Award to an individual, group, or organization that promotes ecologically sustainable and equitable use of tropical forest resources.

## ARTICLE III – MEMBERSHIP

### Section 1 Eligibility and requirements

Membership in ISTF is open to all individuals interested in and committed to the sustainable use and conservation of tropical forests and resources. Except for student members, all members of chapters must also be members of the Central ISTF, and information on chapter members must be shared with the Central ISTF for the membership database. An exception is for student chapters, for which the student must request membership in the Central ISTF and agree to share information (in accordance with university policies).

#### Section 2 Rights and obligations

Central ISTF membership rights include voting in elections; participating in ISTF committees, communications, and forums; access to members-only sections of the website; and access to the ISTF membership database for developing and sharing ideas. Central ISTF membership obligations include paying annually any imposed dues (membership is free for students in the Central ISTF), sharing personal and professional information needed for the membership database, and being open to communicating with other ISTF members. Members of student chapters who are not members of the Central ISTF do not have these rights or obligations.

#### Section 3 Dues

ISTF can decide to impose modest dues for membership. Student membership shall be free, to encourage membership. Dues for non-student members shall be prorated in accordance with the development status of a member's country of employment.

### ARTICLE IV – CENTRAL BOARD OF DIRECTORS

#### Section 1 Board Members and Executive Committee

The ISTF Central Board of Directors shall consist of seven (7) voting members and two (2) to three (3) non-voting members. The seven voting members are the President, Vice-President, Secretary, Treasurer, and three (3) Representatives for three tropical regions, one each from Tropical America (including the Caribbean, Mexico, and Central America), Tropical Asia-Australia-Pacific, and Tropical Africa (and associated islands). The two non-voting members are the Executive Officer, a representative from the host institution (when a host institution is obtained), and the Past-President (for the year after his/her term expires). Voting members shall be elected tri-annually (every three years) by the Membership-at-Large, and they shall hold office until their successors have been duly elected.

The Executive Committee of the Board of Directors is composed of the President, Vice-President, Secretary, Treasurer, and Executive Officer.

#### Section 2 Responsibilities

The ISTF Central Board of Directors shall have the full direction and management of all Central ISTF affairs and oversight of ISTF chapters. The Central Board shall have full control of all funds and property of the central body of ISTF. The Central Board shall be responsible for the use of the Central ISTF funds and property exclusively for the purposes set forth in Article II.

#### Section 3 Host Institution

To promote the longevity of ISTF, the Board shall seek a host institution for ISTF. This might be a government entity, academic institution, or other non-profit organization. This will create a place of residency for the organization, for incorporation and obtaining tax-exempt status.

#### Section 4 Incorporation and tax-exempt status

Upon location of a place of residency for ISTF, the Central Board shall pursue incorporation and tax-exempt status for ISTF.

### ARTICLE V – MEETINGS

The meetings of the ISTF Central Board of Directors shall be held virtually or in person at least quarterly (every three [3] months) on dates determined and announced by the Central Board of Directors. A meeting of the Central Board of Directors may be called at any time, upon ten days' notice by the Chair of the Board, or upon request of any member of the Board.

## ARTICLE VI – OFFICERS

### Section 1 Positions

The President, Vice-President, Treasurer, and Secretary shall be elected by the ISTF Membership-at-Large, shall serve as the officers of ISTF, and shall constitute the Executive Committee of the Board. The Executive Committee of the Central Board shall appoint an Executive Officer and a Registered Agent to represent ISTF (preferably the Executive Officer) within the jurisdiction where ISTF is incorporated. No member shall hold more than one office at the same time, including at both the levels of the Central Board and Chapter.

### Section 2 Origins of Officers

Officers may be citizens of any country, except for the Treasurer. The Treasurer shall be a permanent resident or citizen of the United States, for the purpose of maintaining good standing with the US Internal Revenue Service and the Puerto Rico Departments of State and of the Treasury.

### Section 3 President-Chair

The President shall act as Chair of the Central Board of Directors, supervise the operations of the organization, and perform the other usual duties of the office. The Chair shall preside at Board meetings; with advisement from the Board, shall appoint members of standing committees and of such special committees as may be authorized by the Board; and shall perform all other duties incident to the Chair of the Board. In the absence of the Chair, the duty of presiding over meetings succeeds to (1) the Vice-President, (2) the Secretary, and (3) the Treasurer, in that order.

### Section 4 Vice-President, Secretary, and Treasurer

The Vice-President shall assist the President as needed and perform other customary duties of the office. The Secretary shall keep the minutes of the ISTF Central Board, shall conduct its correspondence, shall be custodian of its records, and perform other customary duties of the office. The ISTF President, Vice-President, and Secretary shall make a report on ISTF activities annually to the Board and Membership at the First Quarter meeting of the Central Board. The Treasurer shall be custodian of ISTF moneys, receive and disburse ISTF funds, perform other customary duties of the office, and submit a financial report to the Board and Membership at the First Quarter meeting of the Central Board.

### Section 5 Representatives

In addition to the Executive Committee, the Central Board of Directors shall include three (3) Representatives, elected every three years. These will be representatives for the three tropical regions, one each from Tropical America, Tropical Asia-Australia-Pacific, and Tropical Africa. These regional Representatives shall be responsible for attending meetings, voting, serving on standing committees, transmitting information to and from the region they represent, and assisting the Executive Committee with other functions as needed.

### Section 6 Central Board Standing Committees

The standing committees of the ISTF Central Board shall be the Governance, Finance, and Mission Committees. Voting board members other than the President will each serve on one of these committees. Therefore, each committee will have two board members. Other committee

members shall be interested members of ISTF as appointed by the ISTF President. Each committee shall elect its own chair from among participating members, who are not participating board members. These Committees may delegate particular responsibilities to subcommittees incorporating additional ISTF members. The Governance Committee will oversee membership recruitment, nominations, chapter affairs, and other governance issues. The Finance Committee will develop the annual budget for the organization, oversee its implementation, perform an internal audit, and assist in obtaining funding for ISTF. The Mission Committee will oversee ISTF communications, including the newsletter; oversee trainings and educational materials in tropical forestry for members; and select topics concerning tropical forests and forestry, for advocacy or for developing informational resources.

#### Section 7 Other Committees

The Central Board shall designate other temporary Committees as needed to carry out the work of ISTF.

### ARTICLE VII – EMPLOYEES

#### Section 1 Executive Officer

The Executive Officer shall be appointed by the Board, shall be a non-voting Board member, and shall receive a salary, if possible. The Executive Officer, with the assistance of the ISTF Central Board and Committees, will: 1) Maintain the ISTF membership list and an online global ISTF directory with members' areas of expertise; 2) Develop communications networks through a new website and social media; 3) Facilitate information exchange and collaborative ventures among members; 4) Compile information on tropical forest meetings, employment and internships, new developments in tropical forestry, etc.; 5) Publish an ISTF newsletter (multilingual if possible) on a regular basis for all members; 6) Help organize conference events and webinars for sharing scientific information and best practices among the tropical forestry community; 7) Coordinate the network of ISTF chapters across the globe, to locally promote sustainable tropical forestry by disseminating information; and 8) Help ensure ISTF institutional and financial stability.

#### Section 2 Other positions

The ISTF Central Board may engage other employees and volunteers.

### ARTICLE VIII – ELECTIONS

#### Section 1 Election frequency

Election of the Central Board of Directors shall be made every three years by the Membership-at-Large.

Section 2 Term limits. Members of the Central Board of Directors will be limited to two (2) consecutive terms in the same position.

#### Section 3 Nominations

Nominations shall be made to the Secretary by the Membership up to three (3) months before elections. Nominated individuals must consent to the nomination for inclusion as Candidates. The Governance Committee will review nominations and select a maximum of three candidates for each position. In keeping with ISTF's commitment to gender, ethnic and geographic diversity, no more than 50% of nominations for board positions will be of members of one ethnicity or individuals working in the same country, and no more than 70% of one gender. The Membership will be notified of Candidates for positions and their qualifications at least one month before elections.

#### Section 4 Voting

Voting will be conducted electronically, in October. All positions will be voted on at the same time. Members in good standing may vote for all positions, including for the Representatives who represent regions. Candidates receiving a plurality of the ballots received for each position shall be declared elected.

Section 5 Assumption of positions after first election for the reactivated ISTF

At the first election for the reactivated ISTF, all positions will be assumed at the same time.

Section 6 Assumption of positions at subsequent elections

Officers and Representatives shall serve for a term of three years and shall assume their positions at the beginning of the next calendar year. The Past President will remain as a non-voting member of the Central Board for one year after his/her term expires, to ease the transition to the new board.

Section 7 Vacancies

In the event of vacancy in the office of President, the Vice-President shall succeed to the Presidency. In the event of vacancy in the offices of Vice-President, Secretary, Treasurer, or Representatives, the vacancy shall be announced to the membership within two weeks and shall be filled by election by the membership within two (2) months of the announcement. Nominations for such elections shall be from the membership, and a candidate shall be declared elected upon receiving a plurality of the votes from voting members.

## ARTICLE IX – CHAPTERS

To further the objectives of ISTF, formation of ISTF chapters is encouraged. The Central Board provides guidelines and draft bylaws for the organization of chapters, but the bylaws are to be determined by the members of the chapter. The requirements include:

Section 1 Chapter area

The specific entity to be covered by a chapter shall be a region including several countries, a country, an area with common interests, or an academic institution (e.g., the Caribbean, Central Africa, Southeast Asia, Nigeria, the Atlantic Coastal Forest of Brazil, a university). Chapters organized at the supranational or national level shall assume a fostering, coordinating role serving the whole of the region or nation and in the process can promote subregional or subnational chapters. Local chapters can be formed independently of a national chapter (for example, at an academic institution), but the Central ISTF encourages collaboration and coordination among chapters. The Central ISTF encourages the formation of local chapters at a scale at which members can meet in person to share information on local ecosystems and issues, and possibly engage in other activities.

Section 2 Chapter formation

The initiative to establish a chapter shall come from ISTF members in a country, region, locality, or academic institution. The local group shall send a notice of intent to form a chapter to the ISTF President. The notice shall include a draft of proposed constitution or bylaws and the names of at least ten (10) ISTF members. The President and Central Board shall review the constitution or bylaws and recommend any changes. After submission of the finalized constitution or bylaws as approved by the local group, the President shall, under guidance from the Central Board, authorize the establishment of said chapter. The name of a chapter should be distinct from that of other chapters, which is particularly important where local applicable laws require registration. Chapters can be named in various ways, as long as the bylaws indicate that the chapter is affiliated with the Central International Society of Tropical Foresters.

Section 3 Chapter establishment

The finalized constitution or bylaws governing the organization and operation of a chapter shall be approved by a majority of the chapter members (local ISTF members) and shall be adopted when a chapter is established. Depending on national and local laws, it may be desirable for chapters to register with the appropriate government agency for official or legal recognition.

#### Section 4 Chapter constitution or bylaws

At minimum, the constitution or bylaws of any chapter shall cover the topics of the articles included in the ISTF Chapter Suggested Bylaws Template. The suggested bylaws may be altered to accommodate local interests and objectives. For example, the Executive Committee of the Chapter can be structured in various ways, although it must include a Treasurer to handle funds and a Liaison to the ISTF Central Board. There shall be nothing in chapter bylaws which conflicts with the bylaws of the International Society of Tropical Foresters, Inc. All chapters shall promote the development of a diverse and inclusive environment in which to pursue ISTF's mission.

#### Section 5 Chapter membership

The chapter shall consist of at least ten (10) members. Members of chapters shall also be members of the Central ISTF, with information on chapter members shared with the Central ISTF for the membership database. An exception is for student chapters, for which the student must request membership in the Central ISTF and agree to share information (university policy may require this).

#### Section 6 Chapter objectives and activities

The objectives of a chapter shall be consistent with those of ISTF, but chapter activities may be organized to fit the desires and talents of individual members. Chapters shall promote inclusivity and diversity among their members, and openness to different points of view. A CHAPTER MUST NOT SPONSOR POLITICAL ACTIVITIES.

#### Section 7 Chapter cooperation

Cooperation with other organizations, including other ISTF chapters, to improve forest management and conservation shall be emphasized in chapter activities. In countries in which there currently is a national organization of foresters (practitioners), it will often be desirable to obtain the support and cooperation, financial and other, of that organization. For example, meetings may be jointly sponsored. Information received from ISTF sources can be made available to the national organization members at such joint meetings.

#### Section 8 Chapter dues and funding

Chapters may collect annual dues to cover local expenses for correspondence, meetings, and other purposes. Such dues shall be in addition to the general dues for Central ISTF membership, and they shall not be considered income to the Central ISTF. Chapters may raise other funds to support their activities.

The Central ISTF can decide to impose modest dues for membership. Student membership shall be free, to encourage membership. Dues for non-student members shall be prorated in accordance with the development status of a member's country of employment.

Chapters should facilitate collection of dues for the Central ISTF by arranging for group conversion of local currency to the currency of the location of the Central ISTF and/or by other means to assist members in paying dues for the Central ISTF. If the regular ISTF annual dues are collected from members and forwarded to the International Office in one check with a list of the members, it will facilitate payment. (THIS MAY BE SUPERSEDED BY AN ISTF WEBSITE WITH MECHANISM TO ACCEPT DUES.)

#### Section 9 Chapter meetings

A meeting of the chapter members shall be held at least once every year, or more often, as the officers determine.

#### Section 10 Chapter reporting

All ISTF Chapters, whether regional, national, or more local, shall submit an annual report, which includes reporting on chapter finances, membership, and activities. The report shall be submitted no later than February of each year to the ISTF Central Executive Committee and to the chapter membership, to facilitate communication and planning between chapters and with the Central ISTF.

### ARTICLE X – FINANCIAL CONSIDERATIONS

#### Section 1 Limits on activities not in furtherance of tax-exempt purposes

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles I and II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the “IRC”) or the corresponding section of any future federal tax code, or from Puerto Rico income tax under section 1101.01(a)(2)(A) of the Puerto Rico Internal Revenue Code of 2011, as amended, (the “PRIRC”) or the corresponding section of any future Puerto Rico tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the IRC or the corresponding section of any future federal tax code, or under sections 1033.10(a)(1)(B) and 1033.15(a)(3) of the PRIRC, or the corresponding sections of any future Puerto Rico tax code. Additionally, the Corporation shall not perform any other activities not permitted to be carried out by a corporation pursuant to the General Corporations Act of the Commonwealth of Puerto Rico, as amended.

#### Section 2 Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or under section 1101.01(a)(2)(A) of the Puerto Rico Internal Revenue Code of 2011, as amended, or the corresponding section of any future Puerto Rico tax code, or shall be distributed to the federal government, the Puerto Rico government or its Municipalities, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the city in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



#### ARTICLE XI – REPORTING

Annually, at the First Quarter meeting, the Central Board shall report to the Membership on the accomplishments of the last year and on its proposed activities for the coming year. For the First Quarter meeting of the Central Board, each chapter shall report on the accomplishments of the last year and on its proposed activities for the coming year.

#### ARTICLE XII – AMENDMENTS

Bylaws may be amended by two mechanisms, except that under no conditions may the bylaws be amended to the effect that the funds or property of the Society be used for any other purposes than those set forth in Article I

The Board of Directors of the Society may change these bylaws at any stated meeting, providing the votes for such change shall be unanimous. The Membership-at-Large may also amend these bylaws by 60% vote of participating members, to be conducted at the time of elections.

#### ARTICLE XIII – INITIAL APPROVAL OF BYLAWS

After a due process for collecting comments and suggestions, the initial approval of the bylaws of the reactivated ISTF was given by a majority of the membership who were members of the organization at the time of the voting and who participated in the electronic vote.

We, the members of the Central Board of Directors of the International Society of Tropical Foresters, Inc., (ISTF), hereunto sign our names for the purpose of giving legal effect to these bylaws on this 11th day of October 2021, the vote of the membership having occurred on 30 October 2018, and the bylaws having been previously amended by unanimous approval of the ISTF Board on 10 July 2020.

Signed

Warren Keith Moser, President

Ruth Metzel, Vicepresident

Maria Paula Sarigumba, Secretary

Michael Sterner, Treasurer

Daniel Kofi Abu, Africa Representative

Patrick Durst, Asia-Australia-Pacific Representative

Sheila Ward, Chief Executive Officer