

ARTICLES

Eastern Redcedar Registry Board Adopted 7 October 2011

Article One - NAME

The name of this organization is the Eastern Redcedar Registry Board, also referred to as ERC Registry Board. This board was established by the Eastern Redcedar Registry Board Act (HB2686-2010).

Article Two – MISSION and PURPOSE

The mission of the ERC Registry Board is “To promote the management and utilization of Oklahoma’s eastern redcedar resource.”

The purpose of the ERC Registry Board as outlined by the Eastern Redcedar Registry Board Act is to:

- Create the Eastern Redcedar Registry;
- Provide for a registry for eastern redcedar trees in the state;
- Promote the harvesting of eastern redcedar trees; and
- Promote marketing, research and education efforts concerning the eastern redcedar tree and products manufactured using eastern redcedar trees.

Article Three – MEMBERSHIP

The Eastern Redcedar Registry Board consist of twelve members as outlined by the Eastern Redcedar Registry Board Act (HB2686-2010). These members are:

- The Governor shall appoint three members as follows:
 - one member representing a property owner in the state,
 - one member engaged in the business of harvesting eastern redcedar trees in the state, and
 - one member engaged in the business of manufacturing products from eastern redcedar trees;
- The Speaker of the House of Representatives shall appoint two members as follows:
 - one member with a background or experience in marketing agricultural products, and
 - one member with a background or experience in renewable energy;
- The President Pro Tempore of the State Senate shall appoint two members as follows:
 - one member from a higher education institution in the Oklahoma State System of Higher Education who specializes in agricultural production, and
 - one member from a higher education institution in the Oklahoma State System of Higher Education who specializes in forestry and forest management;
- The Commissioner of Agriculture, or a designee;
- The Executive Director of the Oklahoma Conservation Commission;
- The executive Director of the Department of Environmental Quality, or a designee; and
- A member of the Corporation Commission, or designee; and

- A member appointed by and representing the Natural Resource Conservation Service of the United States Department of Agriculture.

Article Four - TERMS OF ERC REGISTRY BOARD MEMBERS

Following the initial appointment, as outlined by the Eastern Redcedar Registry Board Act (HB2686-2010), Board member appointments shall be for three years.

Board members shall continue to serve until their successors are appointed. Any vacancy shall be filled in the same manner as the original appointment. No Board member may serve for longer than a maximum of two terms on the Board.

Article Four - AMENDMENT OF ARTICLES

A majority vote by the Board is required to amend these Articles.

BYLAWS

Eastern Redcedar Registry Board

Adopted 7 October 2011

Section One – MEMBERSHIP

The Eastern Redcedar Registry Board shall be governed by members (hereinafter the “Board”) who are appointed as outlined in Eastern Redcedar Registry Board Act (HB2686-2010).

Section Two – OFFICERS

Two officers shall be chosen from the Board membership: Chair and Vice Chair whose general responsibilities are listed in *Addendum A*.

The remaining Board members shall be referred to as Board Members whose general responsibilities are listed in *Addendum B*.

An Executive Secretary is provided by the Oklahoma Department of Agriculture, Food and Forestry. This position is not a member of the Registry Board and as such has no voting privileges. The Executive Secretary's responsibilities include:

- Giving notice of the ERC Registry Board meetings
- Taking and distributing meeting minutes at Board and special meetings
- Maintaining a permanent record of all ERC Registry Board proceedings
- Tallying votes from the Board and general membership
- Maintaining and circulating the current Articles of Association, Bylaws and Addendums of the ERC Registry Board
- Taking attendance at ERC Registry Board meetings

Section Three - TERMS OF ERC REGISTRY BOARD OFFICERS

Board Officers are elected for a one year term and may be re-elected for one additional term for a total of two consecutive years of service in a single office.

If an Officer should resign before his or her term ends or be unable to complete his or her term of office, the Chair, with concurrence of a majority of the Board, may replace that Officer or Director for the remainder of the un-expired term until the next election, at which time a replacement will be selected by utilizing the nomination and selection process outlined above.

If the Chair resigns before the end of his or her term or be unable to complete his or her term of office, the Vice Chair shall assume the role of Chair, and with concurrence of a majority of the Board, may replace the Vice Chair for the remainder of the un-expired term until the next election, at which time a replacement will be selected by utilizing the nomination and selection process outlined above.

Section Four - QUORUM AND VOTING

A quorum for the Board shall consist of a minimum of seven Board members in attendance. Action by the Board must be by a majority of the quorum.

Section Five – CITIZENS AUXILIARY GROUP

The Citizens Auxiliary Group, which consists of 16 members, provides information and feedback to the Board on issues related to the eastern redcedar tree and shall assist the Board in achieving its duties as set forth in the Eastern Redcedar Registry Board Act (HB2686).

Members of the Citizens Auxiliary Group shall not have voting rights and privileges on the Board and shall serve three-year terms.

Members of the Citizens Auxiliary Group shall be residents of Oklahoma, are nominated by members of the Board and approved by a majority vote of the Board.

Section Six - COMMITTEES

Eastern Redcedar Registry Board has four standing committees: Nomination, Registration, Communications, and Funding. General responsibilities for these committees are listed in the accompanying addendum.

Section Seven - MEETINGS

The ERC Registry Board shall meet at least one time per quarter year. Meeting dates will be determined by the Board annually. The specific meeting dates, times and location shall be filed with the Oklahoma Secretary of State by the Board's Executive Secretary. Meetings will be subject to Oklahoma's open meetings rules.

Additional meetings may be held dependent upon need. The assessment and determination of need shall be made the Board and voted upon. Meetings may also be called upon the request of three or more members of the Board.

The date, time and location of additional meetings will be filed with Oklahoma's Secretary of State and subject to open meeting rules. Notice of such meeting may be provided by e-mail, or with mailed notice, provided such notice is given at least seven days prior to said meeting.

Section Eight - RULES OF ORDER

Roberts Rules of Order shall govern parliamentary procedure in the meetings of the Eastern Redcedar Registry Board.

Section Nine - BYLAWS

The Bylaws shall be adopted for the governance of the Eastern Redcedar Registry Board by a majority of the Board. A majority vote by the Board is required to revise the Bylaws.

ADDENDUMS

Eastern Redcedar Registry Board Adopted 7 October 2011

ADDENDUM (A)

RESPONSIBILITIES OF BOARD OFFICERS

The responsibilities of the Eastern Redcedar Registry Board officers shall include but not be limited to the following:

- Set overall strategy for the Eastern Redcedar Registry Board
- Revise Articles of Association, By-Laws, and Addendums as needed.

Specific Officer Responsibilities are:

Chair

The Chair's responsibilities include:

- Voting on Motions presented to the Board
- Coordinating Eastern Redcedar Registry Board activities
- Presiding over regular and special meetings of the Board
- Ensuring the completion of the Eastern Redcedar Registry Board Annual Report
- Serving, if interested, as a member of any standing or ad hoc committee, with the right to vote
- Appointing, with a majority vote of the Board, standing or ad hoc committees for the Eastern Redcedar Registry Board and their respective chairpersons
- Notification to appointing authority of any member of the Board who misses three meetings annually

Vice Chair

The Vice Chair's responsibilities include:

- Voting on Motions presented to the Board
- Presiding over the ERC Registry Board meetings in the absence of the Chair
- Chairing the Nominating Committee
- Ensuring that the term limits described in the ERC Registry Board bylaws are adhered to by the Officers and Directors of the Board
- Serving as a resource for the Chairs of the standing committees and, participating in associated activities as needed
- Assuming the duties of the Chair on an interim basis if the Chair is unable to complete his/her term

ADDENDUM (B)

RESPONSIBILITIES OF BOARD MEMBERS

Board Members

Board Members' responsibilities include:

- Voting on Motions presented to the Board
- Serving as liaisons among the ERC Registry Board leadership, the membership, and the community at large
- Representing the diverse interests of the general membership
- Assisting the Officers in the administration of the ERC Registry Board and in volunteer identification and recruitment
- Attending Board meetings on a regular basis
- Contributing to the work of at least one standing or ad hoc committee
- New market and opportunity identification
- Dissemination of market and business development information to the Board, the membership and the community at large

COMMITTEES

The Chair for each committee shall be a Board member. The chair is responsible for ensuring the committee work is completed in a timely manner and reports progress to the Board.

Registration Committee

The responsibilities of the Registration Committee include:

- Creating and executing strategies to welcome members to the ERC Registry
- Creating strategies to market the value proposition of membership to members
- Leading Board recruitment efforts to identify volunteers to serve on committees and to join the Board
- Insuring that at least one representative on the committee attend events that are planned by the committee
- Insuring that membership materials and volunteer sign-up sheets are available at ERC Registry Board events

Nominating Committee

The responsibilities of the Nominating Committee include:

- Soliciting nominees for Officer positions by canvassing current board members and collaborating with the Communications Committee to develop a strategy to make opportunities for leadership known to the general membership
- Presenting a slate of nominees, through the Vice Chair who serves as chair of the Nominating Committee, for Board Officer positions.

Communications Committee

The responsibilities of the Communications Committee include:

- Dissemination of the Board mission and message to Board members, eastern redcedar harvesters and producers, and the general public.

Funding Committee

The responsibilities of the Funding Committee include:

- The identification of sources of funding to support the Board in its mission and activities
- Attaining funding to support the Board in its mission and activities