

AGREEMENT  
BETWEEN  
NEW YORK WOODLAND STEWARDS, INC.  
AND  
ALLEGHENY FOOTHILLS CHAPTER  
RELATED TO  
INTERNAL REVENUE SERVICE GROUP EXEMPTION

## INTRODUCTION

With the merger of New York Woodland Stewards, Inc. and New York Forest Owners Association, Inc. and with the surviving corporation, NYWS, being a 501(c)3, the Internal Revenue Service requires there be a defined relationship between the central organization (NYWS) and its affiliates (chapters). So, as a 501(c)3 organization with chapters that do not have IRS tax- exempt status recognition, NYWS is obligated to enter into an agreement with each chapter for the purpose of defining the chapter/central organization relationship. This relationship has certain requirements set forth by the IRS. If these requirements are met the chapters are eligible to be affiliated with NYWS and use NYWS's IRS exemption.

## DEFINITION OF CHAPTER/NYWS RELATIONSHIP

**BACKGROUND** - These brief guidelines are intended to help chapters with organizational and program considerations and to outline responsibilities of the NYWS Board if there are indications that special assistance may be helpful.

Chapters are an integral part of the New York Woodland Stewards, Inc. Under the Corporation's by-laws, chapters are established by the Board of Directors and are subject to the requirements of the NYWS by-laws. The NYWS Board of Directors is responsible for ensuring that the chapters operate in compliance with the by-laws, that fiduciary requirements are satisfied, and that chapter activities support the mission of NYWS.

Within this framework, chapters independently organize, plan and implement programs appropriate to their area and circumstances. They are the on-the-ground faces of NYWS to members, other landowners and local organizations.

This document notes chapter operations which are required by or can be inferred from the NYWS by-laws, indicates minimum program elements, and outlines approaches if program elements or operational requirements/guidelines can't be achieved.

## CHAPTER OPERATIONAL REQUIREMENTS

1. Adopt a statement of purpose that lists activities to be undertaken in a general sense as well as a general statement regarding receipts and expenditures.
2. Adopt a governing instrument such as a charter or articles of association or such similar

instrument.

3. Elect/appoint a Chairperson and a Treasurer, and such additional officers "as required to manage chapter affairs" as determined by the chapters.
4. Elect/appoint a Director to serve on the NYWS Board of Directors.
5. Submit a calendar-year financial report to the NYWS Treasurer no later than February 1st of the following year. Other financial information/reports are to be provided as requested by NYWS.
6. Report to the Board of Directors on meetings and other activities in a timely manner.

#### CHAPTER OPERATIONAL GUIDELINES

1. Provide a minimum of four programs each year, either independently or in cooperation with other chapters or complementary organizations, in support of NYWS's educational mission.
2. Publish at least three newsletters each year to inform the chapter membership of chapter programs, further support the educational mission and build chapter identity and support.

#### SPECIAL ASSISTANCE

1. If a chapter determines that it cannot meet the operational requirements/guidelines set forth above, it may request assistance from the NYWS Board of Directors.
2. If a chapter requests assistance, or the NYWS Board of Directors determines that operational requirements/guidelines are not being satisfied, NYWS President will appoint one or more persons to a team to meet with representatives of the chapter. The team will determine issues and problems, and develop a course of action to bring the chapter back into compliance. Assistance may include helping with recruitment of officers and volunteers, special training, temporary sharing of programs and resources from other chapters, or other efforts agreed to by the chapter and the NYWS team.
3. If efforts to bring the chapter into compliance with operational requirements/guidelines are not successful, the team may recommend one or more of the following to the NYWS Board of Directors:
  - a. Discontinue all or part of the membership dues reimbursement to the chapter.
  - b. Arrange for some of the operational requirements/guidelines of the chapter to be temporarily picked up by another chapter, with an adjustment to the dues reimbursement as appropriate.
  - c. Disband the chapter and reassign the membership to nearby chapters.
  - d. Place the chapter in inactive status.

#### NYWS SUPPORT-

The following support will be provided by NYWS:

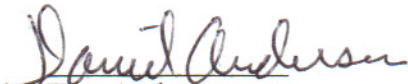
- a. Policy guidance regarding matters affecting the conduct of the NYWS mission.
- b. Financial guidance regarding necessary accountability of all chapter funds.

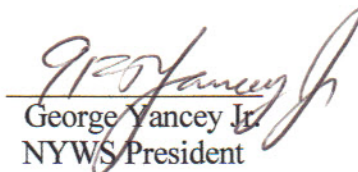
- c. Financial support on a per chapter membership basis at the level approved by the NYWS Board of Directors (Currently \$6.00 per year per chapter member).
- d. Assistance and support as requested by the chapter and within the ability of NYWS to provide.
- e. Management of any chapter funds remaining upon the disbanding of a chapter.

**MODIFICATION TO THE AGREEMENT**

Either NYWS or the chapter may request modification to this agreement in response to any future changes influencing the conduct of business that may affect the IRS tax exemption of the chapter or of NYWS. Such request for modifications will be addressed in a timely manner. Any modification to this agreement must be approved by the Board of Directors of NYWS and must comply with the IRS guidelines governing tax-exempt status.

The above conditions of affiliation are agreed to.

  
Dan Anderson  
Chapter President

  
George Yancey Jr.  
NYWS President

(date)

6/24/04

(date)

7/24/04