



# TOWN OF WINDERMERE Tree Board BYLAWS

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## ***Article 1: Name***

The name of the Committee shall be the Town of Windermere Tree Board, hereinafter referred to as "The Committee".

## ***Article 2: Authority and Applicable Documents***

The Committee derives its authority from the Town of Windermere Town Council and Town of Windermere Ordinances and Regulations. Nothing in these bylaws is intended to conflict with either of the aforementioned authorities.

Committee actions and priorities are guided by a Windermere Ordinance, commonly referred to as "The Tree Ordinance", which establishes rules and regulations governing the protection of trees within the Town of Windermere, and encourages the proliferation of trees as well as their replacement within the town.

Committee actions and priorities are further guided by Town of Windermere Comprehensive Plan.

## ***Article 3: Place of Business***

The principal place of business of The Committee shall be at the Town of Windermere hereinafter referred to as "Town". The mailing address of The Committee shall be the same as the Town, currently 614 Main St. Windermere, FL 34786.

## ***Article 4: Purpose and Mission:***

The Committee's mission is to "Augment community awareness of our Urban Forest, provide education regarding the benefits of trees and a commitment to protect, preserve and proliferate our community's Urban Forest, and support beautification of our Windermere parks and recreation areas". The Committee shall advise the Town Council and Staff on matters associated with trees within the Town limits.

**Article 5: Duties and Functions Relative to Purpose and Mission.**

The Committee shall provide tree-related educational and promotional activities for residents of the Town of Windermere and take actions necessary to retain the "Tree City" certification.

The Committee shall promote knowledge, understanding, and compliance with the Windermere Tree Ordinance by Town residents, Town staff, and contractors.

The Committee should coordinate with and assist other Town of Windermere committees, such as Parks and Recreation, on related or overlapping projects and issues.

The committee shall be responsible for planning and coordinating Florida native tree planting programs and removal of invasive species, using tree mitigation funds and other funds as available. The committee shall provide advice regarding the disposition of all funds collected by the Town as tree mitigation fees per the Tree Replacement Trust Fund portion of the Windermere Tree Ordinance approved by the Town Council.

**Article 6: Real Property Interests**

The Committee is not authorized to hold real property in the name of the Town, whether by gift or purchase.

**Article 7: Finances**

Section 1: The Committee may locate local funding sources such as grants to offset the use of public monies received from the Town to fund the Committee's operational, special project, and event expenses.

Section 2: The Committee shall follow the Town's purchasing policies and coordinate with the Town's Finance Department for Committee Expenditures approved by Council.

**Article 8: Membership**

Section 1: Membership to The Committee is not to exceed 7 members unless otherwise established by The Committee with Town Council approval.

Section 2: All Members shall be current residents and shall have resided within the Town limits of Windermere for at least 1 year to be eligible to sit on the Committee.

Section 3: All applications shall be reviewed by The Committee when there is a vacancy. The committee shall vote on the application. If the application receives a majority vote, the Committee shall recommend the appointment to the Town Council. Town Council shall have the final approval of Committee members.

Section 4: Any member may resign from membership in the Committee upon giving written notice to the Committee Chairperson.

Section 5: Each Committee Member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 6: Each member shall be appointed to a three-year term, except that, initially, two members shall be appointed for a term of one year, three members shall be appointed for a term of two years, and two members shall be appointed for a term of three years. Members may be reappointed for subsequent three-year terms.

Section 7: Any member who has three consecutive absences shall be considered as having resigned from The Committee. Said members may reapply by submitting an application.

Section 8: One member of the Town Council shall be appointed by the Town Council to act as the Committee Liaison. The Liaison shall act as an ex parte member with no voting authority but shall be included in all discussions and have the ability to add agenda items to meetings for discussion.

#### ***Article 9: Membership Meetings***

Section 1: Meetings should be scheduled once a month for regularly scheduled meetings and at any time and place as may be designated in the notice of said meeting, upon the call of the Chairman, or by at least 4 active members of the Committee. Meetings may be cancelled at the direction of the Town Manager or the Committee Chairman and notice of the cancelation shall be emailed to the members and posted on the Town's website. There is no requirement for a minimum number of meetings in a year.

Section 2: Notice and agendas of regularly scheduled meetings shall be provided to the Town staff and posted on the Town's website one week prior to the meeting date. All Committee members will be noticed of the meetings.

Section 3: Notice and agendas of special called meetings shall be provided to the Town staff and posted on the Town's website a minimum of 72 hours prior to the meeting.

Section 4: A majority of the voting members shall constitute a quorum for the transaction of business at all meetings of the membership. Members may participate by phone or Skype and this participation qualifies to satisfy the requirement for a quorum. If a quorum is not present or represented at any meeting of the membership, no normal business may be transacted and the meeting shall be for informational purpose only and may be adjourned until a later date. If the adjournment is for more than 30 days, a notice of the adjournment shall be given to each member.

Section 5: All meetings shall be open to the public and accessible.

#### ***Article 10: Voting***

When a quorum is present, in person or by phone or internet connection at any meeting, the vote of a majority of active members present in person shall decide any questions brought before such meetings.

### ***Article 11: Conduct of Meetings***

Section 1: All membership meetings shall be held in accordance with Roberts Rules of Order.

Section 2: All agenda items shall be identified by title or subject matter both on the written notice of each meeting and prior consideration at any meeting. All requests for items to be included on the agenda shall be filed with the Chairman on or before 5 p.m. the day prior to the Chairman submitting the agenda to Town staff for posting. Anything received after the deadline will be placed upon the next available meeting of the Committee.

Section 3: In all cases, opportunity for public comment shall be made for each agenda item and prior to all votes by the Committee. Public comment shall be limited to a time limit as prescribed by the Committee.

### ***Article 12: Conflict of Interest***

No member of the Committee shall introduce, speak on, or vote on any actionable item in which that member has a personal or pecuniary interest, direct or indirect. All such members may recuse themselves from the vote and speak to the item as a nonvoting member of the public.

### ***Article 13: Subcommittees***

Section 1: The Committee may designate or appoint one or more ad hoc or standing subcommittees. The designation and appointment of any such subcommittees and the delegation thereto of authority shall not operate to relieve the Committee of any responsibility imposed upon them by these bylaws or regulations of the Town.

Section 2: Each subcommittee chairperson shall be appointed annually by the Chairman.

### ***Article 14: Officers***

Section 1: The officers of the Committee shall be elected annually at the first meeting of each year from and by the members of the Committee and shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, and such other officers as may be deemed necessary.

Section 2: Except as hereinafter provided, the officers of the Committee shall each have such powers and duties as generally pertains to their respective offices, as well as those that from time to time may be conferred by the membership or the Town Council.

- A. Chairman: The Chairman shall preside over all meetings. In the event the Chairman is not present, the Vice Chairman will preside over the meeting. The term of the Chairman shall be for one year and three consecutive terms.

- B. Vice Chairman: The Vice Chairman shall have such duties and responsibilities as the Chairman when the Chairman is absent or unable to perform his/her duties. The term of the Vice Chairman shall be for one year and three consecutive terms.
- C. Secretary: The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Committee. The term of the Secretary shall be for one year and three consecutive terms.
- D. Treasurer: The Treasurer shall record all income and expenses and maintain the financial records of the committee; shall make all expense requests to the Town and deposit all income received to the Town on a timely basis. The Treasurer shall also provide the Committee's annual budget to the Town; prepare budgets for grants the Committee may apply for and help manage the accountability portion of the grants.
- E. Temporary Officers: In case of the absence or disability of any officer of the Committee and of any person authorized to act in their place during such periods of absence or disability, the Chairman may from time to time delegate the powers and duties of such officer to any other officer or any other member.

**Article 15: Amendments**

The membership of the Committee shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws by vote of two thirds of the full membership at any duly called meeting. Notice of intent to amend the bylaws shall be required prior to vote.

Hereby voted and adopted by two-thirds vote of the full membership this 19 day of July, 2018.

  
Chairman Windermere Tree Board

Attest:

  
Secretary Windermere Tree Board

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Vice-Chair Windermere Tree Board

