By-Laws

Article I

Section 1.1 Name

1.1.1 The name of this organization shall be Mississippi Prescribed Fire Council, hereafter referred to as “Council.”

Section 1.2 Mission Statement

1.2.1 The mission of the Mississippi Prescribed Fire Council is to partner all entities with a vested interest in prescribed fire to increase occurrence of burning on public and private lands to restore ecological function, enhance wildlife and plant communities, and reduce hazardous forest or grassland fuel loads. The Council will encourage the exchange of information among practitioners and advance public understanding of the importance and benefits of prescribed fire.

Section 1.3 Tax Status

1.3.1 ORGANIZATIONAL PURPOSE - The Council shall operate in accordance with paragraph 501(c)3 of the Federal Tax Code. No part of the net earnings shall benefit any individual.

1.3.2 PROHIBITED ACTIVITIES - No part of the net earnings of the Council shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Council 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 section 1 hereof. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Council 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

1.3.3 CONFLICT OF INTEREST - No member of the Steering Committee shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the Committee Member must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over on the matter involved. The Chair is expected to make inquiry if such conflict appears to exist and the Committee member has not made it known. The Steering Committee shall be empowered to remove any Officer, Committee member or member which engages in conduct not consistent with the duties and responsibilities of his, her or its office or with the objectives of the Council. Removal shall be accomplished by a majority vote of Steering Committee at either a regular Steering Committee meeting or by official ballot.

1.3.4 DISSOLUTION - Upon the dissolution of the Council, The Steering Committee shall, after paying or making provision for payment of all liabilities of the Council, dispose of all assets of the Council exclusively for the purposes of the Council in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Steering Committee shall determine. Any such assets not so disposed of shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 1.4 Finances

1.4.1 BANK ACCOUNTS - Through an agreement between the Council and Mississippi Forestry Commission (MFC), banking documents will be received by MFC at the Southern Regional Fire Training Center in Pearl, MS. This will be done In order to maintain a consistent location for banking correspondence as changes in Council officers occur. Additionally, a designated MFC employee will be given signatory authority to write checks on behalf of the Council to pay any fees, bills, dues, contributions, or other financial obligations at the request of the Secretary-Treasurer and to maintain records of debits and available funds. All requests for payment must be accompanied by an invoice and documentation of approval for payment by the Chair prior to payments being issued.

Article II

Section 2.1 Objectives

2.1.1 The Council brings natural resource professionals, land managers, and others involved with prescribed fire into a focused group to:

- Promote public awareness about the value and benefits of prescribed fire.
- Protect the ability to use prescribed fire as a management tool.
- Develop expertise in prescribed fire by sharing technical and ecological information.
- Promote safety, training, and research in the art and science of prescribed fire.
- Review prescribed fire practices, regulations, and policy and suggest improvements.
- Promote and facilitate an increase in the number of acres burned annually by prescribed fire in Mississippi.

Article III

Section 3.1 Participation

3.1.1 Council members shall be representatives of any agency, organization, corporation, institution, or individual(s) with an interest in prescribed fire and goals consistent with Articles I & II. The list of members may change over time as interested groups who support the mission of the Council request membership.

Section 3.2 Dues

3.2.1 Dues for the Council may be determined by a two-thirds (2/3) vote of the Steering Committee. From time to time the Steering Committee may change the dues structure by a two-thirds (2/3) vote.

3.2.2 If a Council member resigns for any reason and has paid dues, that member shall not be reimbursed any portion of the dues paid.

Article IV

Section 4.1 Steering Committee

4.1.1 A Steering Committee shall be elected by the membership (with exceptions following) as the governing and leadership body of the Council. However, Mississippi Forestry Commission and Mississippi Forestry Association will each have available one (1) standing membership position on the Steering Committee to be determined by their respective organization. The Steering Committee shall vote on the Council's policies, projects, actions, financial matters, and new membership requests. The Steering Committee shall consist of eleven (11) members: Chair, Vice-chair (VC), Secretary-Treasurer (S/T), Immediate Past Chair, and the remainder will be at-large members.

4.1.2 Nominations for the Steering Committee shall be solicited by June 1, and elections will be completed before July 1. Election of members will be held bi-annually and members will serve 2-year terms. When practical, an effort will be made to structure the ballot with representation by affiliation (e.g. Academic, Private Sector, etc).

4.1.3 The VC and S/T will be elected within 30 days of the general election by the Steering Committee. The term of the office for each position will be two (2) years. At the conclusion of the term, the VC will become Chair and the former Chair will become Immediate Past-Chair and each will serve a 2-year term.

4.1.4 Term limits for officers shall be set at three (3) consecutive 2-year terms. Officers can be elected to alternate officer positions or steering committee positions at the end of their term.

4.1.5 The Steering Committee may appoint honorary members. Honorary members will be individuals with particular expertise and insight that will benefit the Council and prescribed burning in Mississippi. Honorary members shall <u>not</u> have voting privilege.

4.1.6 The Steering Committee will carry out strategic plan objectives and may create Standing Committees or Ad-Hoc Committees based on the Council's objectives and needs.

Section 4.2 Vacancies

4.2.1 If a Steering Committee member position becomes vacant for any reason during the term, the Steering Committee shall appoint a replacement from the Council to complete the remainder of the term. If an officer position becomes vacant for any reason during the term, the Steering Committee shall appoint a replacement from the Steering Committee to complete the remainder of the term; except that the VC shall replace the Chair.

Section 4.3 Resignation and Removal

4.3.1 Any Steering Committee member may resign by presenting written notice to the S/T. Any member or officer may be removed from office by a two-thirds (2/3) vote by the Steering Committee.

4.3.2 Members of the Steering Committee shall attend, or send a designated representative, to all regularly scheduled meetings and participate to the fullest extent possible. Any Steering Committee member missing more than 50% of meetings (to include annual meetings, steering committee meetings, or appropriate subcommittee meetings), excluding unforeseeable circumstances, may be removed by a two-thirds vote from the Steering Committee.

Section 4.4 Steering Committee Meetings

4.4.1 A quorum of six (6) committee members shall be present to conduct Council business, including the Chair or the VC, if the Chair is unable to attend.

4.4.2 At least one (1) Steering Committee meeting shall be held annually, in addition to the officer election meeting. Additional meetings may be called by the Chair as needed or conducted via conference calls.

4.4.3 A petition from two-thirds (2/3) or more of the Committee members may call a special meeting of the Steering Committee.

Section 4.5 Duties of officers

4.5.1 The Chair of the Steering Committee is responsible for setting agendas for Steering Committee and general membership meetings, presiding over meetings, and communicating with committee chairs in the interim between meetings. The Chair may appoint committees as needed. The Steering Committee may direct/assist the Chair in the development of agendas, committees, and task forces. In the event the Chair temporarily cannot serve, the VC will serve during the Chair's absence.

4.5.2 The VC shall direct the nomination and election process. The VC shall be responsible for directing the planning and arrangements at all meetings of the Council and the Steering Committee. In the event the Chair is unable to complete his/her term, the VC shall fulfill the duties of the Chair until a new election can be held.

4.5.3 The S/T shall record the minutes of Steering Committee and Council meetings and make them available to the Council membership. The S/T shall keep a copy of the by-laws that were in force before the most recent amendment(s) and keep all copies in chronological order. The S/T shall maintain the membership records. The S/T shall collect and immediately deposit, or make arrangements to do so, all dues, grants, and other funds and shall execute disbursements of funds as directed by the Steering Committee.

Article V

Section 5.1 Council Meetings

5.1.1 At least one Council meeting shall be held bi-annually. Additional meetings may be called by the Chair as needed.

Section 5.2 Meeting Notices

5.2.1 Notices of regular Council meetings shall be sent to members at least two (2) months prior to all such meetings.

5.2.2 Notices of called and special meetings shall be sent as soon as practical and by the most expedient means.

Article VI

Section 6.1 Amendments

6.1.1 These By-Laws shall be adopted and/or amended by a two-thirds (2/3) majority of the Steering Committee.

Article VII

Section 7.1 Approval

Signed and Attested this 3rd Day of June, 2016

____, Chair

____,
Secretary/Treasurer