

Indiana Prescribed Fire Council By-Laws

Article I. Name

The name of this organization shall be The Indiana Prescribed Fire Council (hereafter referred to as “the Council”).

Article II. Mission & Purpose

The mission of the Indiana Prescribed Fire Council is to promote the safe use of prescribed fire in the management of Indiana’s diverse ecological systems.

The purpose of the Council:

1. Information Exchange/Share Experiences: The Council will gather for an annual meeting serving as the primary vector in developing synergy within the prescribed fire community of Indiana. This gathering will coincide with an annual business meeting of the INPFC open to all members of the Council.
2. Promote Safety and Training in Prescribed Fire Use: The Council can provide the guidance for training development, including the development of training material.
3. Promote public education and understanding of fire’s role in ecosystem management and hazardous fuels reduction. Develop information material targeting the public on the role of prescribed fire as an ecological process to restore and manage healthy and balanced ecosystems.
4. Identify and facilitate prescribed fire research: The Council can facilitate the identification of current and future research needs to help better understand fire effects on Indiana ecosystems. It can also serve as a partner in the identification and awarding of research funds.
5. Serve as a recognized group of experts, scientists, practitioners in prescribed fire to provide technical and/or scientific expertise that informs decisions, guidelines and policy related to prescribed fire.

Article III. Membership

Section 3.1 Qualification

The Council shall have membership open to all interested individuals who support the purposes of the Council. Any person may apply to join the Council by submitting their name and contact information to the Secretary of the Council. Membership will be approved by the Board of Directors.

Section 3.2 Membership Dues

No formal membership dues are required at this time to participate on the Council. Council activities will be funded by in-kind member contributions, grants, donations, or other funding sources.

Section 3.3 Voting Rights

Members shall have the right to vote on the Board of Directors. Other matters that the Board of Directors wishes to bring before the members for a vote will occur during the annual meeting or by using alternative means for voting as identified by the Board of Directors at any time of the year. Members are not obligated to vote.

Section 3.4 Suspension and Expulsion

The Board of Directors is empowered to revoke the membership of any member. Members may be removed for actively working against the purposes of the Council summarized above, or for actions that hinder the Council from effectively accomplishing those purposes, or for non-compliance with the policies of the Council. As voted by a majority of the Board.

Section 3.5 Resignation

A member may leave the Council by informing the Secretary of the Council of their resignation in writing or by email.

Article IV. Board of Directors

Section 4.1 General Powers

The affairs of the Council shall be managed by the Board of Directors and all corporate powers shall be exercised by or under the authority of said Board. The Board of Directors may include members of the Council who will not be able to vote on certain matters or decisions made by the Council.

Section 4.2 Number and Tenure

The Board of Directors shall be composed of 5 persons. The Board of Directors may increase the size of the Board to 7 members. Each director shall be elected for a three year term and shall hold office until his or her resignation, removal, death, incapacity, or the election of a qualified successor.

Section 4.3 Election

Prior to the first general membership meeting of each calendar year, the Nominating Committee shall prepare a slate of candidates to fill upcoming vacancies on the Board of Directors. Paper ballots will be provided to the Council membership for a vote during the general meeting. The candidates with the greatest number of votes shall fill the vacant seats on the Board of Directors.

The initial Board of Directors following adoption of these Bylaws shall be selected by nominations from the Council membership during the general membership meeting. Ballots shall be cast at the general membership meeting. The candidates receiving the greatest number of votes shall be elected to the Board of Directors.

Section 4.4 Resignation and Removal

- a) Any director may resign by presenting written notice to the Secretary.
- b) A director may be removed with the unanimous vote from the remaining Board members.

Section 4.5 Vacancies

Any vacancy occurring in the Board of Directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office.

Section 4.6 Term Limits

- a) Each director shall serve no more than three consecutive terms or partial terms on the Board.
- c) A director who has served the maximum term shall be ineligible to serve on the Board of Directors for a period of at least one election year before again becoming eligible for election to the Board.

Section 4.7 Meetings

The Board of Directors shall meet at least once per year. All meetings of the Board shall be called by the Chair, and notice of all meetings shall be sent to the Board by the Secretary at least two weeks prior to the scheduled meeting date.

Section 4.8 Quorum and Voting

A quorum of the Board shall be a majority of current directors able to vote for the Council. Votes by the Board shall only be valid if a quorum is in attendance at the meeting where the vote is taken, unless the Chair requests a special vote by mail or email between Board meetings. If a special vote is requested, the vote shall be valid only if a quorum of Board members participates in the vote.

Section 4.9 Compensation

Directors serve without being paid but may be reimbursed for expenses they incur in performing their duties.

Section 4.10 Minutes

The Secretary shall take minutes of all Board meetings. These minutes shall be distributed to the Board of Directors, and shall be kept in the official files of the Council, as maintained by the Secretary. These minutes will be available to the general membership if requested.

Article V. Officers

Section 5.1 Number and Qualifications

Officers of the Board of Directors shall be the Chair, Vice-Chair, Secretary, and Treasurer. Each Officer must be a current member of the Board of Directors. The Chair and Vice-Chair must each have been members of the Council for at least one year. The remaining member(s) of the Board of Directors will not have a titled position and can be anyone elected from the Council membership.

Section 5.2 Election and Tenure

- a) Officers of the Board of Directors shall be elected by the Board of Directors at the first Board meeting following the annual election of Directors, and shall take office upon their election.
- b) Officers shall serve for the term of one year, and until their successors have been duly elected or until their prior resignation, removal or death.

Section 5.3 Resignation and Removal

- a) An officer may resign by presenting written notice to the Secretary.
- b) An officer may be removed with a unanimous vote from the remaining Board members.

Section 5.4 Vacancies

If an officer position becomes vacant for any reason during that office's term, the Board shall appoint a replacement to complete the remainder of that office's term.

Section 5.5 Chair

The Chair shall:

- a) be the principal executive officer of the Council and, subject to the control of the Board of Directors;
- b) supervise and control all the business and affairs of the Council and shall see that all orders and resolutions of the Board of Directors are carried out;
- c) preside at all meetings of the Board of Directors;
- d) have authority, subject to rules that may be prescribed by the Board of Directors, to appoint

agents and employees of the Council as he or she deems necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the Chair; and

e) Chair shall perform all duties incident to the office of Chair and such other duties the Board of Directors may prescribe.

Section 5.6 Vice-Chair

The Vice-Chair shall:

a) In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, shall perform the duties of the Chair and when so acting shall have all the powers and duties of the Chair; and

b) Perform all duties and exercise such authority as delegated by the Chair or the Board of Directors.

Section 5.7 Secretary

The Secretary shall:

a) Keep the minutes of the meetings of the membership and of the Board of Directors in one or more books provided for that purpose;

b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

c) Maintain membership records of the Council;

d) Be custodian of the corporate records; and

e) perform all duties and exercise such authority as delegated by the Chair or the Board of Directors.

Section 5.8 Treasurer

The Treasurer shall:

a) Have charge and custody of and be responsible for all funds and securities of the Council;

b) Receive and give receipts for monies due and payable to the Council from any source whatsoever, and deposit all such monies in the name of the Council in such banks, trust companies or other depositories as shall be selected by the Board of Directors;

c) Keep the accounts of the Council and its other financial records;

d) Make such reports of the financial condition of the Council as may be required by law or by the Board of Directors; and

e) perform all duties and exercise such authority as delegated by the Chair or the Board of Directors.

Article VI. General Membership Meetings

Section 6.1 Meetings

The Council shall hold at least one general membership meeting per calendar year, open to all current members of the Council and to the public. The general membership meeting will include a business meeting which the Board of Directors reports on the activities of the Council.

Section 6.2 Notice of Meetings

Notice of general membership meetings will be sent to all current members of the Council by the Secretary via email at least two weeks prior to the scheduled date of the meeting.

Section 6.3 Conduct of Meetings

Meetings shall be led by the Chair, or, if the Chair is unavailable to lead the meeting, by the Vice-Chair. Minutes of the meeting shall be taken by the Secretary, and made available to all current Council members.

Article VII. Committees

Section 7.1 Committees

The Board shall establish both ad-hoc or issue committees and standing committees as needed per the mission of the organization. Each committee shall have a chair who is a current member of the Council.

Section 7.2 Meetings

Committee meetings will be called by the Chair of the committee. Meetings may be regular or on an as-needed basis, per the committee's work plan and objectives.

Section 7.3 Membership

Any current Council member may join an ad-hoc or standing committee, depending on their interests and skills.

Section 7.4 Minutes

The committee Chair shall be responsible for ensuring that minutes of committee meetings are kept. The committee Chair shall report to the full Board of Directors on progress of the committee toward its assigned duties, and shall provide minutes if requested by the Board.

Section 7.5 Standing Committees

Section 7.5.1 Nominating Committee

The Nominating Committee consists of at least 2 members of the Council who are not currently serving on the Board of Directors. The Nominating Committee sole charge is to prepare a slate of candidates for open Board of Director position two weeks prior to the general membership meeting.

Article VIII. Administration

Section 8.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter any contract or execute or deliver any instrument in the name of and on behalf of the Council. Such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Council shall be executed in the name of the Council

(a) By the Chair or the Vice-Chair and

(b) By the Secretary or the Treasurer.

Section 8.2 Contracts Between Council and Related Persons.

No contract or other transaction between the Council and a director, or any entity in which a director is a director, officer or has a material financial interest, is void or voidable because of the relationship or interest or because the director is present at the meeting of the Board of Directors or a committee that authorizes, approves or ratifies the contract or transaction or because the director's vote is counted for that purpose, if any of the following applies:

a) The relationship or interest is disclosed or known to the Board of Directors or the committee that authorizes, approves or ratifies the contract or transaction and, the contract or transaction was authorized, approved or ratified by a vote or consent sufficient for the purpose, without counting the votes or consents of interested directors.

b) The contract or transaction is fair and reasonable to the Council.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee that authorizes, approves or ratifies a contract or transaction under this Article.

Section 8.3 Loans

No loans shall be contracted on behalf of the Council and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 8.4 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council shall be signed by such officer or officers, agent or agents of the Council and in such manner as shall be determined by or under the authority of a resolution of the Board of Directors.

Section 8.5 Deposits

All funds of the Council not otherwise employed shall be deposited to the credit of the Council in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Section 8.6 Fiscal Year

The Council's fiscal year shall be the year ending December 31.

Article IX. Indemnification

The Council shall indemnify a director or officer to the full extent authorized by the Indiana Statutes.

Article X. Amendment

These by-laws may be amended by a majority vote of the Board of Directors.

Article XI. Dissolution

If the Council proves unable to carry out the purposes for which it was created, the Council shall be dissolved in accordance with law. In the event of the dissolution of the Council, after payment of its debts and liabilities, the Board of Directors shall dispose of all its assets, exclusively for the purposes of the Council, to such organization or organizations as the Board of Directors shall select, which shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code.

APPROVED by vote of the members of the Indiana Prescribed Fire Council June 6th, 2017.