

**Bylaws**  
**Coalition of Prescribed Fire Councils, Inc.**

**ARTICLE I: Name**

The name of the corporation shall be the Coalition of Prescribed Fire Councils, Inc., hereafter referred to as the “corporation”.

**ARTICLE II: Purpose**

The purpose of the corporation is to promote the use of prescribed fire for enhancing public safety, managing resources, and sustaining the environment.

The primary goal of the corporation is to establish and maintain a viable coalition of state and local Prescribed Fire Councils that provides encouragement, education, leadership, and coordination of the appropriate use of prescribed fire.

**ARTICLE III: Principal Office**

Section 1. The principal office of the corporation shall be in the city of Newton, County of Baker, and State of Georgia.

Section 2. The corporation may also have an office or offices at such other place or places as the Governing Board may from time to time determine.

**ARTICLE IV: Members**

Section 1. The membership of the corporation shall consist of State Prescribed Fire Councils, or any agency, organization, corporation, or institution with an interest in the wise use of prescribed fire.

Section 2. To become members, Prescribed Fire Councils or any group, association, or organization with an interest in prescribed fire will provide a charter and by-laws to the Board Chairperson.

**ARTICLE V: Corporate Seal**

The corporate seal of the corporation shall have inscribed the name of the corporation, the year “2009” and the words, Corporate Seal, Georgia.”

## **ARTICLE VI: Governing Board**

Section 1. Upon incorporation of organization the initial members of the Governing Board shall be those named in the articles of incorporation, and thereafter, those persons named by them, as their successors.

Section 2. The powers of the corporation shall be vested in and exercised by a Governing Board, consisting of no more than nine members and no less than six members, each representing a different constituent/interest in fire management.

Section 3. Members of the Governing Board shall serve a three year term; no Governing Board member shall serve more than two consecutive terms.

Section 4. Terms of the Governing Board members shall be staggered so that approximately 1/3 shall expire at the end of each year.

Section 5. Any vacancy in the Governing Board however arising shall be filled by the vote of the remaining Member or Members, at any regular meeting of the Governing Board, or at any special meeting of the Board called for that purpose.

Section 6. Any Governing Board member may at any time resign by written resignation filed with the Secretary/Treasurer of the corporation. A Board member may be removed from office by a two-thirds vote of the Governing Board.

Section 7. Governing Board Liaisons may be appointed by the Governing Board, on a case-by-case basis, and require a unanimous vote by the Governing Board. Liaisons' are non-voting members who participate in Board meetings and serve an advisory function to the Board. No term limits.

## **ARTICLE VII: Meetings of the Governing Board**

Section 1. The Governing Board may hold its meetings at the principle office of the corporation or at such other place or places as it may from time to time designate.

Section 2. The Governing Board shall meet face to face at least annually and additionally conduct quarterly conference call meetings. Other meetings may be held at such times as its members designate. At least ten days prior to all meetings, regular or special, of the Board, written notice shall be sent by the Secretary/Treasurer to each member.

Section 3. Actual presence of a Board Member at any meeting shall constitute a waiver of any notice herein provided as to such Member. Any notice of meeting

herein provided may be waived by written waiver filed with the Secretary/Treasurer of the corporation.

Section 4. Governing Board members are committed to participating in Board functions; no alternates.

Section 5. A quorum at any regular or special meeting shall require two-thirds of the Governing Board members (present in person or on conference call) then in office

Section 6. Any action needing authorization from the governing board shall require a minimum 2/3 majority vote of members then in office. Members may vote in absentia by providing their vote in writing to the Secretary/Treasurer.

Section 7. The Governing Board may hold their meetings and have one or more offices and keep the books of the corporation within or without the State of Georgia at any office of the corporation or at such other place or places as the Governing Board may from time to time determine

Section 8. Board members may participate in and hold a meeting by means of conference telephone or video equipment by means of which all persons participating in the meeting hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

Section 9. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken is signed by all the members of the Board before the action to be taken. Electronic mail from each of the members of the Steering Committee shall constitute acceptable written consent. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy, shall be made a part of the official record of the corporation.

#### **ARTICLE VIII: Compensation**

The Governing Board may from time to time fix reasonable compensation for their services and for expenses incurred in attending meetings of the Board. Nothing herein contained shall be construed to preclude any Board member from serving the corporation in any other capacity and receiving reasonable compensation thereof.

#### **ARTICLE IX: Officers of the Corporation**

Section 1. Officers. The officers of the corporation shall consist of a Chairman, a Chair-elect, a Secretary/Treasurer, a President and such other officers as the Governing Board may deem necessary or desirable. Such officers shall be elected by the Board of Trustees at any meeting and shall serve at the pleasure of the Board. Any two or more offices may be held by the same person except that neither the Chairman nor the President may also serve as Secretary/Treasurer.

Section 2. Chairman. The Chairman shall be a member of the Governing Board of the corporation. He shall be the chief executive officer of the corporation, shall preside at all meetings of the Governing Board and shall generally direct and supervise all affairs of the corporation, subject to the direction of the Governing Board. The Chairman is the official “spokesperson” of the corporation and shall be authorized to execute all notes, bonds, deeds, conveyances, and contracts as more fully provided hereinafter.

Section 3. Chair-elect. The Chair-elect shall be a member of the Governing Board of the corporation and shall perform the duties of the Chairman during the absence, disability or incapacity of the Chairman, and shall perform such other duties as the Governing Board shall from time to time designate.

Section 4. Secretary/Treasurer. The Secretary/Treasurer shall be a member of the Governing Board of the corporation. He shall track the membership, record the minutes of Board meetings and distributes those minutes, track the budget, manage the corporation’s funds, and provide a financial report including summary of all income and disbursements to the Governing Board at least once a year.

Section 5. President. The president shall be the chief administrative officer of the corporation, subject to the supervision and direction of the Chairman and the Governing Board. He shall be responsible for the operation of the principle office of the corporation, which shall provide administrative services for the general management of the property and affairs of the corporation and the direction of the corporation’s programs. Subject to the approval of the Governing Board, he shall determine staff requirements and budget.

Section 6. Other duties and Authority. Each officer, employee and agent of the corporation shall have such other duties and authority as may be conferred upon him by the Governing Board.

Section 7. Officers shall serve for a one year term of office. The Chair-elect will succeed the Chairman.

## **ARTICLE X: Committees of the Governing Board**

The Governing Board may create standing or special committees, composed of Board members and/or non-members, with such powers and duties as the Governing Board may determine.

## **ARTICLE XI: Advisory Committees**

The Governing Board may establish one or more Advisory Committees to assist the Board or the officers in the design, conduct and evaluation of the programs of the corporation. The membership of such Committees, their powers and duties and the compensation, if any, payable for the services of Advisory Committee members shall be determined by the Governing Board.

## **ARTICLE XII: Checks and Transfers of Property**

Section 1. All checks, drafts, and demands or orders for money, and all notes or obligations of this corporation, or paper discounted by it in excess of \$500, shall be signed by the Chairman, Chair-elect or President, and by the Secretary/Treasurer, or by such other person or persons as may be from time to time designated by resolution of the Governing Board, provided that at least two such individuals shall sign such instruments. Such instruments under \$500 may be signed by any one persons named or described above.

Section 2. All transfers of property of this corporation shall be signed by the Chairman, Chair-elect or President, and attested by the Secretary/Treasurer. Any person, firm, or corporation acquiring such property or acting as transfer agent of the property to be transferred shall be fully protected when this corporation's property is sold or transferred by a writing bearing the signatures aforesaid and no person, firm or corporation need ascertain the authority of the persons so signing to make the sale or transfer so signed.

## **ARTICLE XII: Indemnity**

The corporation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and, if applicable, section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Board member or officer of the corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The corporation shall pay for or reimburse the reasonable expenses incurred by a Board member or officer who is party to a proceeding because such individual is a Board member or officer in advance of final disposition of the proceeding, if:

- (a) The Board member or officer furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in this Article or that the proceeding involves conduct for which liability has been eliminated by the corporation's Articles of Incorporation; and
- (b) The Board member or officer furnishes the corporation a written undertaking to repay any advances if it is ultimately determined that the Board member or officer is not entitled to indemnification.

The written undertaking required by paragraph (b) above must be an unlimited general obligation of the Board member or officer but need not be secured and may be accepted without reference to financial ability to make payment.

The corporation shall also pay for or reimburse the reasonable expenses incurred by a Board member or officer because such individual is a Board member or officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not party to such proceeding.

### **ARTICLE XIII: Amendment of Bylaws**

These bylaws may be amended, altered, or repealed at any regular or special meeting of the Governing Board, provided that notice of the proposed amendment be given in writing to all Board members at least ten days before such meeting. Bylaw amendments require a two-thirds vote of the Board.

I, Mark A. Melvin, duly elected and acting Chairman of the Coalition of Prescribed Fire Councils, Inc. do hereby certify that the above bylaws were enacted by the Governing Board of the Coalition of Prescribed Fire Councils, Inc. September 16, 2009.

This day of September 16, 2009

Mark A. Melvin, Chairman