

Wisconsin Prescribed Fire Council By-Laws

ARTICLE 1. Name

The name of this Corporation shall be Wisconsin Prescribed Fire Council, Inc.

ARTICLE 2. Purposes

Section 2.1

The Corporation (hereafter referred to as “the Council”) is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code").

Section 2.2

To the extent consistent with the above general purposes, the specific purposes of the Council shall be to:

- a) make the use of prescribed fire in Wisconsin safer and more accepted for all practitioners
- b) provide a unified voice representing the prescribed fire community in Wisconsin
- c) promote the use of prescribed fire as a land management tool in Wisconsin
- d) educate practitioners and the general public
- e) enhance the public perception of prescribed fire
- f) promote professionalism in the prescribed fire community
- g) encourage cooperation among non-profit conservation organizations, government agencies, for-profit businesses, and private individuals.

ARTICLE 3. Members

Section 3.1 Qualification

The Council shall have members. Membership is open to all interested individuals who support the purposes of the Council. Any person may join the Council by submitting their name and contact information to the Secretary of the Council, with payment of annual dues.

Section 3.2 Membership Dues

The Board of Directors shall from time to time fix the amount of the annual membership dues. The Board of Directors may fix membership dues for various membership classes to the extent the Board of Directors deems appropriate.

Section 3.3 Voting Rights

Members shall have the right to vote on Board of Directors nominees, and any other matter that the Board of Directors wishes to bring before the members for a vote.

Section 3.4 Suspension and Expulsion

- a) 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. Any member removed shall be entitled to a refund of membership dues.
- b) Individuals will be dropped from the membership list, and all privileges of membership shall be terminated, if annual dues are not paid when due, within a grace period as established by the Board of Directors. Any member suspended for nonpayment of dues may reapply for membership following such guidelines as may be determined by the Board of Directors.

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. A member who resigns is not entitled to a refund of membership dues.

ARTICLE 4. 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.

Section 4.2 Number and Tenure

The Board of Directors shall be composed of ten (10) persons. Each director shall be elected for a two year term and shall hold office until his or her resignation, removal, death, incapacity, or the election of a qualified successor. The terms of the directors shall be staggered so that approximately one half of the directors are elected at each annual meeting of the directors. Prior to the election of a director, the Board of Directors may reduce the term of that director for the purpose of ensuring that the terms of the directors remain staggered.

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. In addition, any member of the Council may self-nominate to run for a seat by submitting signatures of 20 Council members to the Secretary at least four weeks before the general membership meeting. All candidates' names will be provided to the voting membership via paper ballot or email ballot, at least three weeks before the general membership meeting. Ballots must be returned to the Secretary at least one week before the general membership meeting, or may be cast in person at the general membership meeting. The candidates with the greatest number of votes shall fill the vacant seats on the Board of Directors. Unopposed candidates must receive affirmative votes from a majority of the votes cast.

The initial Board of Directors following adoption of these Bylaws shall be elected as follows: The Nominating Committee shall prepare a slate of ten candidates for the Board and present it to

the membership at the general membership meeting. Additional nominations may be accepted from the floor at the general membership meeting. Ballots shall be cast at the general membership meeting. The ten 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 or without cause, by a two-thirds vote of the current Board members.

Section 4.5 Vacancies

Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, even if such a majority is less than a quorum of the Board of Directors.

Section 4.6 Term Limits

- a) Each director shall serve no more than three consecutive terms or partial terms on the Board.
- b) Notwithstanding (a) above, a director elected as an officer may serve out the term of that office even if such service results in more than three terms' service.
- 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 two times 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. 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, but need not be distributed to the membership.

ARTICLE 5. 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 served at least one year on the Board of Directors.

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. The Vice-Chair shall succeed to the office of Chair upon completion of a one-year term.

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 or without cause, by a two-thirds vote of the current 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 be the principal executive officer of the Council and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Council and shall see that all orders and resolutions of the Board of Directors are carried out. The Chair shall, when present, preside at all meetings of the Board of Directors. The Chair shall 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. In general, the 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

In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and when so acting shall have all the powers and duties of the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or the Chair.

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) in general, perform all duties and exercise such authority as from time to time may be delegated or assigned to the Secretary by the Chair or by 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) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the Chair or by the Board of Directors.

ARTICLE 6. Advisory Board

Section 6.1 Organizational Membership

Certain government agencies and other organizations may hold Organizational membership in the Council. The Board of Directors shall designate the organizations eligible for Organizational Membership. Employees of Member Organizations shall be eligible to hold individual membership.

Section 6.2 Advisory Board

An Advisory Board made up of representatives of Member Organizations shall advise and assist the Board of Directors in managing the affairs of the Council. Each Member Organization shall have one representative on the Advisory Board. Appointment and length of service of Advisory Board members are determined by their respective agencies or organizations. Advisory Board members may attend Board of Directors meetings, but may not vote and are not counted for purposes of establishing a quorum of the Board of Directors.

ARTICLE 7. General Membership Meetings

Section 7.1 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 general public.

Section 7.2 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 7.3 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 8. Committees

Section 8.1 Committees

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

Section 8.2 Meetings

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

Section 8.3 Membership

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

Section 8.4 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.

ARTICLE 9. Administration

Section 9.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into 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 9.2 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 9.3 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 9.4 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 9.5 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 9.6 Fiscal Year

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

ARTICLE 10. Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

ARTICLE 11. Indemnification

The Council shall indemnify a director or officer to the full extent authorized by chapter 181 of the Wisconsin Statutes.

ARTICLE 12. Amendment

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

ARTICLE 13. 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 of 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 Wisconsin Prescribed Fire Council.
January 28, 2009.