

Pennsylvania Prescribed Fire Council  
A Pennsylvania Nonprofit Corporation  
Bylaws

**ARTICLE I – MISSION, OBJECTIVES AND PURPOSES**

- Section 1: Mission. The mission of the Pennsylvania Prescribed Fire Council is to promote the exchange of information, techniques, and experiences of the Pennsylvania prescribed fire community, and to promote public understanding of the importance and benefits of prescribed fire.
- Section 2: Objectives. The Pennsylvania Prescribed Fire Council assembles natural resource managers and others interested in prescribed fire into an organization to:
- a. Provide a framework for communications in relation to prescribed fire objectives, techniques and issues.
  - b. Review prescribed fire practices, regulations and policy, advising at the national, state and local level, as they relate to prescribed fire in Pennsylvania.
  - c. Disseminate technical information on planning, execution and evaluation of prescribed fire.
  - d. Promote the development and utilization of prescribed fire practices commensurate with desirable environmental resource management.
  - e. Promote public understanding of the benefits of prescribed fire.
  - f. Coordinate with federal and state air quality regulators to limit the negative effects of smoke from prescribed fire.
  - g. Promote safety, training, and research in the art and science of prescribed fire.
- Section 3: Purposes. The purposes of the Pennsylvania Prescribed Fire Council are exclusively for charitable purposes as set forth in the Articles of Incorporation. In pursuing such purposes, the Pennsylvania Prescribed Fire Council shall not act so as to impair its eligibility for the exemption under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## ARTICLE II – OFFICES

Section 1: Registered Offices. The registered office of the Pennsylvania Prescribed Fire Council, hereinafter called the “Organization” shall be at 4075 Linglestown Road #330, Harrisburg, PA 17112, or such other location in Pennsylvania as the Directors may from time to time determine.

Section 2: Other Offices. The Organization may also have offices at such other places as the Directors may select and the business of the Organization shall require.

## ARTICLE III – MEMBERS

Section 1: Organization Membership. Any individual 18 years of age or older with an interest in Prescribed Fire may become a member of the Organization. To be in good standing, members shall pay an annual membership fee prior to or at the annual meeting and must comply with any regulations as prescribed by the Board of Directors. The prior year’s memberships will expire when the annual meeting is called to order.

## ARTICLE IV – DIRECTORS

Section 1: Powers. The Directors shall have all powers and duties for the conduct of the activities of the Organization, except as otherwise required by these Bylaws or a resolution duly adopted by the Board.

Section 2: Qualifications of Directors. Each Director shall be an individual at least 18 years of age or older and a member of the Organization.

Section 3: Number, Election, Term. The Board of Directors shall consist of nine members. Directors shall be chosen as herein provided at the annual meeting, and shall serve for terms of three years and until their successors are elected and qualified. As nearly as possible, one-third of the Directors’ terms shall expire each year.

- a. The annual election of Directors shall be during the annual meeting. At which time, they shall be chosen by ballot of at least one-third of the legal number of members and shall hold office for three years or until their successors have been elected and qualified. Directors are limited to two consecutive elected full terms.
- b. At a regular meeting of the Board of Directors, at least sixty days (60) preceding the annual election, the Chair shall appoint a nominating committee of five persons for the purpose of nominating members for election to the Board of

Directors, consisting of three Board members whose terms of office do not expire at the immediate election, and two members in good standing of the Organization who are not members of the Board.

- c. At least twenty days (20) before the election, the nominating committee shall post by email the names of the persons nominated. Any three (3) voting members of the Organization may present in writing to the nominating committee, no later than ten (10) days before the annual election, the name of any voting member for nomination. Such names shall be posted by email immediately by the nominating committee. No person shall be eligible for election as director unless his or her name shall thus had been submitted to or nominated by the nominating committee ten (10)days prior to the annual meeting.
- d. Voting members will upon request receive a ballot in person, via U.S mail or email. The member shall mark his/her ballot without signing and place in the ballot box at the annual meeting or as directed by the Organization. The nominating committee shall have charge of the election, shall count the ballots, and shall certify the returns to the Board of Directors.

Section 4: Removal. Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of the Directors in office or by a majority of the membership, at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 5: Quorum. A simple majority of all duly elected Directors shall constitute a quorum of the Board. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless a greater number is required by the Act or these Bylaws.

Section 6: Vote. Each Director shall be entitled to one (1) vote that can be recorded via email, conference call, or in person.

Section 7: Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by a simple majority of all of the Directors in office, and shall be filed with the Secretary of the Organization. This vote can be taken via email.

- Section 8: Annual Meeting. The annual meeting of the Directors shall be held in January each year (or as otherwise decided) at a location determined by the Chair.
- Section 9: Regular Meetings. At least two regular meetings of the Directors shall be held as determined by the Board. These meetings may be held via conference call.
- Section 10: Special Meetings. Special meetings of the Directors may be called by the Chair or by one-third of the Directors at any time. At least five (5) days notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.
- Section 11: Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

## ARTICLE V – OFFICERS

- Section 1: Positions, Elections, Terms. The officers of the Organization shall include a Chair, who shall act as President of the Corporation, Vice Chair, Secretary, Treasurer, and Communications Officer and such other officers whose positions shall be created from time to time by the Directors. A person may hold more than one office except the Chair. The officers shall be elected by the Directors at the annual meeting of Directors, and shall serve for a term of two years and until their successors are elected and qualified. Those persons elected to officer positions created by these Bylaws shall be elected from among the Directors.
- Section 2: Consecutive Terms. Officers may be elected for two consecutive terms. Board of Director term limits may surpass term limits set for being an Officer.
- Section 3: Duties. The duties of the officers shall include the following:
- a. The Chair shall preside at all meetings of the Directors, and shall generally supervise the business of the Organization; and shall execute documents on behalf of the Organization. The Chair shall be an ex-officio member of every Organization committee. The Chair shall appoint Chairs of all committees which are created by the Board. The Chair will only vote to break ties.
  - b. A Vice Chair shall have such powers and perform such duties as the Board of Directors may prescribe or as the Chair may delegate. The Vice Chair shall be responsible for planning the annual meeting.

- c. The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board; shall assure that appropriate notice is given for all meetings of the Board; and shall perform such duties as may be prescribed by the Board or by the Chair.
- d. The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Organization are maintained; shall cause financial reports to be provided to the Board as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the Chair.
- e. The Communications Officer is responsible for maintaining the Organization's website. The duties of the Communications Officer include securing specialized services or experienced personnel to ensure that the web server, hardware and software are operating correctly, the website is designed properly, web pages are generated and revised, user comments are replied to, traffic through the site is examined, and other communications duties as assigned from time to time by the Board.

## ARTICLE VI – COMMITTEES AND WORKING GROUPS

Section 1: Establishment. In addition to the Steering Committee established by these Bylaws, the Board may establish one or more working groups to consist of one or more Directors of the Organization and other members in good standing as deemed appropriate by the Chair. Any such committee or working group, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authorities of the Board, except that no committee or working group shall have any power or authority as to the following:

- a. The filling of vacancies of the Board.
- b. The adoption, amendment or repeal of the Bylaws.
- c. The amendment or repeal of any resolution of the Board.
- d. Action on matters committed by the Bylaws or by resolution of the Board to another committee or working group.

Section 2: Appointment of Members. Unless otherwise determined by the Board or set forth in these Bylaws, the Chair shall appoint members of all committees and working groups.

Section 3: Creation & Composition of the Steering Committee. A steering Committee consisting of representatives of the following groups is established to guide the Organization, develop positions and coordinate meetings. Represented groups can be added or deleted by a majority vote of the Steering Committee. Organizations/Agencies can choose a representative to attend meetings and that representative can vary.

Association of Consulting Foresters  
Pennsylvania DCNR Bureau of Forestry  
Pennsylvania DCNR Bureau of State Parks  
Pennsylvania Game Commission  
Natural Lands Trust, Inc.  
USDA Natural Resources Conservation Service  
The Pennsylvania State University, School of Forest Resources  
PA Forestry Association  
Society of American Foresters  
The Nature Conservancy, Pennsylvania Chapter  
Western Pennsylvania Conservancy  
PA Department of Military and Veteran Affairs  
U.S. Fish and Wildlife Service  
U.S. Forest Service  
U.S. National Park Service  
PA Department of Environmental Protection  
Pheasants Forever  
Ruffed Grouse Society  
Quality Deer Management Association  
National Wild Turkey Federation  
Chester County Parks and Recreation

- a. In the event that a Steering Committee member must be absent from a meeting, he/she may designate an alternative representative.
- b. Participants shall be informed at each meeting of the current status of the Organization.

Section 4: The Steering Committee Chair shall establish the time and place for the Committee's meetings.

## ARTICLE VII – RESIGNATION AND VACANCIES

Section 1: Resignations. Any Director or officer may resign such position at any time, such resignation to be made in writing, and to take effect from the time of its receipt by

the Organization, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

Section 2: Filling Vacancies.

- a. If the position of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or otherwise, the remaining Directors by affirmative vote of a majority of all Directors in office may choose a person or persons who shall hold office for the remaining term.
- b. If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors by affirmative vote of a majority of all Directors may choose a person or persons who shall hold office for the remaining term.

## ARTICLE VIII – MEETINGS AND NOTICES

Section 1: Place of Meetings. Meetings may be held at such place within or without Pennsylvania as the Board may from time to time determine. Board members can participate in meetings via conference call.

Section 2: Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail or email to that person's address appearing on the books of the Organization. Notice shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or when the email is sent. Such notice shall specify the place, day and hour of the meeting, and any other information which may be required by these Bylaws.

Section 3: Waiver of Notice. Any required notice may be waived by written consent of the person entitled to such notice either before or after the time given of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the meeting being lawfully called or convened.

## ARTICLE IX – AMENDMENTS

Section 1: The Articles of Incorporation of the Organization and the Bylaws may be amended by a majority of all Directors at any duly convened meeting of Directors after notice of such purpose has been given, including a copy of the proposed amendments or a summary of the changes to be effected thereby.

## ARTICLE X – MISCELLANEOUS

- Section 1: Fiscal year. The fiscal year of the Organization shall begin on the first day of January and end on the last day of December.
- Section 2: Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.
- Section 3: Bond. If required by the Board, any person shall give bond for faithful discharge of his or her duty in such sums and with such surety as the Board shall determine.
- Section 4: Corporate Seal. The corporate seal of the Organization shall be in circular form and shall bear the name Pennsylvania Prescribed Fire Council and the words “Corporate Seal, Pennsylvania”.
- Section 5: Dissolution. In the event of the dissolution of the Organization, all assets of the Organization, after payment of all outstanding debts, shall be distributed pursuant to Internal Revenue Code Section 501 (c) (3).
- Section 6: Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, member, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, Officer, member, or other private person, except that the corporation 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 the Articles of Incorporation and these Bylaws.
- Section 7: Political Activities. The Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- Section 8: Indemnification. The Organization shall indemnify its Officers, Directors, employees and agents to the fullest extent possible under provisions of the applicable Pennsylvania Statutes, as may be enacted or amended from time to time. Indemnification shall be

provided in the defense of any proceeding to which the Director was a party to, because the Director or Officer is or was a Director or Officer of the Corporation against reasonable expenses incurred by the Director or Officer in connection with the proceedings. In addition, the corporation may purchase liability insurance coverage for any person serving as a Director, Officer, employee, or agent to the extent permitted by applicable State law.

Section 9: Non-discrimination. Membership in the PA Prescribed Fire Council shall in no way be restricted by the Directors or Officers, on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, and marital or family status.

Adopted: \_\_\_\_\_

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Secretary