

Coastal Bend Prescribed Burn Association

BY-LAWS Adopted 10-14-06

1. This association shall be called the Coastal Bend Prescribed Burn Association, hereafter referred to as CBPBA.
2. The principal office of the Corporation shall be located at The Nature Conservancy, 3303 US Hwy 59 North, Victoria, TX 77905. The Corporation may also have such offices at such other places within the State as the Board of Directors may from time to time determine.
3. The association shall be a non-profit organization. Its purpose is to promote, train, and assist members in the use of prescribed burning on their properties in the Texas Coastal Bend to enhance and protect the natural habitat thereof to the benefit of the landowners and the State of Texas. The initial member Counties are: Aransas, Bee, Calhoun, DeWitt, Goliad, Jackson, Karnes, Live Oak, Nueces, Refugio, San Patricio, and Victoria. Additional counties may be included upon approval of the Board of Directors.

Some of the ways these goals may be reached include:

- Providing prescribed burning training and safety education through meetings, demonstrations and field days.
 - Conducting an annual Fire Training School
 - Promoting the use of prescribed burns through public media and internal communication.
 - Assisting and training members in the development and implementation of safe prescribed burning plans.
 - Providing a program through which members may assist each other in conducting prescribed burns.
 - Acquiring and sharing tools and equipment for conducting prescribed burns.
 - Fostering cooperation and understanding among neighboring landowners and the public by encouraging participation in the Association.
4. The association will begin effective October 10, 2006.
 5. Members will be assessed a membership fee as determined by the board of directors. Money will be used as approved by the directors. Membership dues shall cover one fiscal year or remaining portion thereof. Dues are due at the beginning of each fiscal year. In order to vote, dues payments must be current. A Life Membership category may be added upon approval of the Board of Directors.

Association membership is open to anyone interested in prescribed burning and habitat management. Land ownership is not a requirement for membership. All active memberships have one (1) vote.

6. A bank checking account will be established. Signatures of two (2) officers will be required on each check or withdrawal.

7. At the first annual meeting, up to nine (9) directors, preferably representing various Counties within the Association, but not limited thereto, may be elected by a majority vote of the members attending to serve on the Board of Directors. Thereafter, elections shall be held annually. Directors shall receive no financial compensation. Each director shall be elected to a term of three (3) years. Terms of directors will be staggered. Each year one third (1/3) of the existing directors shall be elected. The Board, by majority vote, may change the total number of participating Counties and Director Positions at any time.

A two thirds majority of the total number of directors at any given time must be a landowner, operator, administrator, or family member of a property within the Association (usually a ranch or farm).

- Elected directors can be re-elected for three (3) consecutive terms. However, after serving three (3) consecutive terms, a director cannot be re-elected for a period of two (2) years. After a two (2) year period of non-service, a former director may be elected again. Exception to the term limits can be made by unanimous consent of the current board members.
- If any director fails to attend three (3) consecutive meetings, the board may appoint a replacement director for the remainder of his/her term.
- Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Corporation. The Board of Directors may remove any director thereof for cause only.
- A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.
- Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of the majority of the Board of Directors then in office.
- Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.
- Each year, prior to and at the annual membership meeting, nominations from current members will be submitted to fill Board of Director's vacancies. A simple majority vote by active members at the annual meeting will determine the persons to fill vacant board of director's seats.
- A Quorum of the Board is required to conduct official business and shall consist of a simple majority of the entire members of the Board at that time.
- A simple majority vote among the board of directors shall elect a president, vice president, secretary, and treasurer at the first Board of Directors meeting following the annual membership meeting.
- Regular meetings will be held as determined by the Board of Directors and will be announced at least 10 days in advance of the meeting.
- An annual meeting will be held in February each year at which time dates of that year's regular scheduled meetings will be announced.
- The fiscal year will be the calendar year.

8. DUTIES OF OFFICERS

President

1. The president shall be the Chief Executive Officer of the Association
2. The President shall represent CBPBA to the general public
3. Shall preside at all meetings
4. Shall appoint all committee chairs not otherwise provided for by the board
5. Shall be an ex-officio member of all committees

6. Shall have general supervision of the affairs of CBPBA
7. Shall arrange for an annual review and formal approval by the board of directors of the financial records of CBPBA
8. Shall arrange annually, prior to the annual meeting, for a nominating committee whose purpose shall be the recruiting and nomination of Board Member candidates to replace out going members of the board
9. Shall perform all other duties incident to the office

Vice President

1. The Vice President shall exercise the functions of the President during any absence or disability of the President
2. Shall be responsible for arranging for meeting speakers, locations, and other meeting logistics
3. May be assigned other duties by the President
4. Shall fill any un-expired term of the President's position should that position become vacant

Secretary

1. The Secretary shall record the proceedings of all CBPBA meetings
2. Shall be responsible for maintaining membership records
3. Shall be responsible for public relations, press releases, and member communication.
4. Performs other duties pertinent to the office as directed by the President

Treasurer

1. Presents financial reports at board and biannual meetings
2. Is responsible for safe and orderly storage of financial records and correspondence
3. Shall maintain correct accounts of CBPBA receipts and disbursements
4. Performs other duties pertinent to the office as directed by the President
5. Files all applicable State, Federal and/or local tax returns or required reports on a timely basis as required by law

9. PARLIAMENTARY AUTHORITY

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

10. DISSOLUTION CLAUSE

In the event of the dissolution of the Coastal Bend Prescribed Burn Association, the assets of the Association, remaining after payment of or provision for all debts of the Association, shall be donated to the Parks and Wildlife Foundation of Texas specifically for the continued support of Prescribed Burn and/or Wildlife Management Associations in the State, or in the event this organization does not exist at such time, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a state or local government, for public purpose.

11. These by-laws may be changed by a two-thirds (2/3) vote of the membership present at any annual meeting following a fifteen (15) day written notice of the proposed changes. The Board of Directors may also amend or repeal the by-laws or adapt new Bylaws subject to repeal by the membership in the manner specified by the first sentence of this paragraph