

Bylaws of the
FORESTRY CONSERVATION COMMUNICATIONS ASSOCIATION, INC.
122 Baltimore Street, Gettysburg, PA 17325

fcca-usa.org

Established: 1944

Incorporated: 1983

Aims and Purpose: To promote efficiency and advancement of radio communications in support of public agencies charged with natural resource conservation.

Formed by: **National Association of State Foresters** (NASF) and **International Association of Fish and Wildlife Agencies**¹ (AFWA).

Bylaw amendments proposed July 20, 2005. Approved at the 2005 conference in Crystal Bay, NV, July 20, 2005.

Bylaw amendments proposed September 30, 2007. Approved at the 2007 conference in Orlando, FL, October 1, 2007.

Bylaw amendments proposed October 5, 2008. Approved at the 2008 conference in Orlando, FL, October 5, 2008.

Bylaw amendments proposed August 20, 2009. Approved at the 2009 conference in Mesa, AZ, October 5, 2009.

Bylaw amendments proposed March 25, 2011, further amendments proposed July 21, 2011, August 12, 2011, August 18, 2011. Approved at the 2011 meeting in Orlando, FL, October 3, 2011.

Bylaw amendments proposed on March 24th, 2014 and adopted June 27th, 2014

¹ Named changed to “Association of Fish and Wildlife Agencies” (AFWA) in 2005.

ARTICLE I

Section 1.

The principal place of business of the corporation shall be established by the Board of Directors.

Section 2.

Other offices may be established by the Board of Directors at any place.

Section 3.

The terms "Association"; "FCCA, Inc."; and "Corporation" are synonymous as used in the Bylaws.

Section 4.

The term "Board" means the Board of Directors of the corporation.

ARTICLE II

Section 1.

The United States shall be divided into four areas known as the Eastern, Southern, Central and Western regions.

Section 2.

The regions shall be comprised as follows:

(1) Eastern

Connecticut	Delaware	Kentucky	Maine
Maryland	Massachusetts	New Hampshire	New Jersey
New York	Pennsylvania	Rhode Island	Vermont
Virginia	West Virginia		

(2) Southern

Alabama	Arkansas	Florida	Georgia
Louisiana	Mississippi	North Carolina	Oklahoma
Puerto Rico	South Carolina	Tennessee	Texas
Virgin Islands	Gulf of Mexico		

(3) Central

Illinois	Indiana	Iowa	Kansas
Michigan	Minnesota	Missouri	Nebraska
North Dakota	Ohio	South Dakota	Wisconsin

(4) Western

Alaska	Arizona	California	Colorado	Guam
Hawaii	Idaho	Montana	Nevada	
New Mexico	Oregon	Utah	Washington	
Wyoming	Northern Mariana Is.			

ARTICLE III

Section 1. Membership

The membership of the corporation shall consist of full, associate and supporting members.

Section 2. Full Membership

Eligibility for full membership in the corporation shall be employment by or retirement from an agency represented within the National Association of State Foresters (NASF), or the Association of Fish and Wildlife Agencies (AFWA) and the payment of current dues, if dues are required. Eligibility for full membership shall also include any current, past or retired state or local public safety radio communications practitioner. Retired federal employees, who were eligible for associate membership when in active service, may apply for full membership. Full members shall have voting rights and participate in all activities and privileges of the corporation.

Section 3. Associate Membership

Eligibility for Associate membership shall be employment by a forestry or conservation agency not represented by NASF or AFWA, but which uses radio frequencies licensed or authorized in the Forestry Conservation Radio Service or the Interagency Radio Advisory Committee (IRAC), which are used for natural resource conservation purposes and the payment of current dues, if dues are required. Associate members can participate in all activities and privileges of the corporation except they shall not have voting rights.

Section 4. Supporting Membership

Supporting members shall be individuals involved in radio communications in forestry conservation activities who support the aims and purposes of the corporation and the payment of current dues, if dues are required. Supporting members shall be non-voting members.

Section 5. Granting of Membership

For new members, written or electronic membership applications shall be submitted to Corporation Secretary-Treasurer. Acceptance of members will be by:

- (1) The vote of the quorum at the annual meeting, or
- (2) Approval by the Secretary-Treasurer between annual meetings upon satisfactory showing of eligibility for the membership class applied for. Voting rights, where applicable, shall become effective upon granting of membership and receipt of dues, if dues are required.

Section 6. Member in Good Standing

A member in good standing shall be a member meeting the following qualifications:

- (1) A current, past or retired employee of a qualifying public safety, forestry or conservation agency; or participation in radio communications in forest or conservation activities; and
- (2) Supports the purposes of the FCCA, and
- (3) Membership dues are paid in full, if dues are imposed by the Association.

Section 7. Termination

- (1) Membership may be terminated for just cause as agreed upon by a majority of the Board of Directors.
- (2) The Board shall have the power by majority vote to remove an officer or administrative official of the Corporation from their office or position for just cause and either assign the person to another position on the Board if the person was a Board member, or place the person in an appropriate membership status or terminate the person as stipulated in subsection (1) of this section.

ARTICLE IV

Section 1. Corporation Funding

- (1) Annually, the Board of Directors shall prepare an operating budget for the following fiscal year. This budget shall be presented to the membership at the annual meeting for discussion, modification and/or adoption.
- (2) Funding for the corporation shall be derived from any combination of supporting contributions from NASF and AFWA, assessment of dues to the individual state agencies represented by NASF and AFWA, dues, if imposed, from Full, Associate, and Supporting memberships, frequency coordination fees, grants in aid or funds obtained from other sources.
- (3) At the appropriate time, the President shall forward to NASF and AFWA, the figure for the amount each of these two associations must provide to fund activities of the corporation for the following year.

Section 3. Annual Dues

- (1) Annual dues for all categories of membership shall be determined by the Board of Directors.
- (2) The dues year shall be the calendar year beginning in 2014. Initial dues, if required, shall be prorated to the closest month of the granting of membership.
- (3) The Board of Directors may choose not to impose or collect dues from members.

Section 4. Payment of Dues and Assessments

- (1) Dues, assessments, frequency coordination fees and supporting contributions shall be payable to the FCCA and remitted to the Secretary-Treasurer upon receipt of invoice.

ARTICLE V

Section 1. Administrative Officials of the Corporation

- (1) The President, with the concurrence of the Board of Directors, may appoint an Executive Director to represent the FCCA at meetings, manage the National Office and the day-to-day business of the corporation, and perform other duties as assigned by the President with the concurrence of the Board of Directors. The Executive Director reports to the President.
- (2) The President, with the concurrence of the Board of Directors, may appoint a Financial Assistant to handle any financial functions not performed by the Secretary-Treasurer. The Financial Assistant reports to the Secretary-Treasurer.
- (3) The National Frequency Coordinator (NFC) shall represent the Corporation's interests and activities in the realm of frequency coordination affairs. The National Frequency Coordinator is appointed by and reports to the Executive Director with the concurrence of the Board. The National Frequency Coordinator is an administrative official of the corporation. The NFC may be invited to attend Board or other meetings and conferences and asked to present pertinent reports and briefings to the Board and/or the President.
- (4) The President, with the concurrence of the Board, may engage or retain legal counsel for the corporation.

ARTICLE VI

Section 1 Officers

- (1) The National Officers of the corporation shall be elected by qualified voting members as defined in Article III, except as provided in Article IX, Section 4, and shall consist of the following:
 - (a) President
 - (b) Vice President
 - (c) Secretary-Treasurer
 - (d) Immediate Past President
 - (e) Up to three Board of Directors' Member(s)-at-Large. The Member-at-Large position is optional in the event that no suitable member agrees to serve and shall not be counted for quorum purposes if the position(s) is (are) not filled.

Section 2. Eligibility Requirements. Powers and Duties of Officers

(1) President:

- (a) To be eligible for the office of President, individual must be a full or associate member and have served as a national officer of the FCCA, Inc., and must have or have had responsibilities in the administration, operation or maintenance of the communications systems used by their agency. It shall be the duty of the President to preside at all meetings of the Corporation; to appoint all standing committees; to appoint special committees; to appoint an Executive Director; to appoint a National Frequency Coordinator; to appoint Regional Frequency Coordinators if needed by the Corporation; to appoint any alternate or trainee frequency coordinators if needed by the Corporation; to engage or retain legal counsel for the corporation; to appoint a long-term representative to the Public Safety Communications Council (PSCC) and the Land Mobile Communications Council (LMCC); may represent FCCA or appoint another member of the Board of Directors or staff to represent the interests of FCCA at various public safety communications meetings; to act as Chairperson of the Board of Directors, and to carry out the purposes of this Association in accordance with the articles of incorporation and the bylaws. When the annual meeting or the Board of Directors are not in session, the President is empowered to make policy decisions or act officially on behalf of the Corporation after consultation and agreement with a majority of the members of the Board of Directors.
- (b). The President serves and reports to the Board of Directors. All appointments proposed or made by the President described in Article VI, Section 2, Subsection (1) (a) shall have the concurrence of the Board of Directors.
- (c). Copies of all correspondence shall be provided for the Vice President and the Secretary-Treasurer.

(2) Vice President:

- (a) To be eligible to for the office of Vice President, individual must be a full or associate member and have served a term as a national officer of the FCCA, Inc. It shall be the duty of the Vice President to perform the duties of the President during the President's absence and other duties as delegated by the President or the Board.

(3) Secretary-Treasurer:

- (a) The Secretary-Treasurer shall receive all funds for the Corporation and pay all bills provided such bills are proper and do not exceed the amount of monies budgeted for their purpose. The Financial Assistant may also receive funds for the corporation under the supervision of the Secretary-Treasurer. Payment of all other bills must be approved by the President or a majority of the Board in the event of an untimely, unreasonable or non-response by the President. The Secretary-Treasurer shall present at each annual meeting a full report of the activities of the office since the last annual meeting. The Secretary-Treasurer shall present copies of all expenditure and receipt documents for the previous fiscal year for the purposes of a complete audit to the National Audit Committee. The Secretary-Treasurer shall collaborate with the Financial Assistant to

carry out the purposes of the corporation. It shall also be the duty of the Secretary-Treasurer to keep a complete roll of the membership and to have this roll available at the annual meeting. The Secretary-Treasurer may receive and answer all communications submitted to the corporation in collaboration with the National Office, and shall perform other duties as may be required by the Board of Directors. The Secretary-Treasurer shall also act as Secretary to the Board of Directors and create and keep the official minutes of all Board meetings. The Secretary-Treasurer shall promptly deliver all monies, official books and financial papers to the successor in this office. The Secretary-Treasurer shall submit a statement to those responsible for payment of membership dues, if dues are required.

- (b) The Secretary-Treasurer shall report time to time to the President and the Board the financial health of the Corporation.
- (4) The Board of Directors' Member(s)-at-Large:
 - (a) The Board of Directors' Member(s)-at-Large shall be a member(s) in good standing and shall carry out such duties and responsibilities as the Board of Directors or the President shall direct.
- (5) The Immediate Past President:
 - (a) The Immediate Past President shall be of counsel to the corporation, its officers and the Board of Directors.

ARTICLE VII

Section 1. Board of Directors

- (1) How Constituted:
 - (a) There shall be a Board of Directors consisting of the President, the Vice President, the Secretary-Treasurer, the Immediate Past President, and up to three Board of Directors' Member(s)-at-Large. Vacancies due to death, disability, failure of appointment or resignation in the office of the President, Vice President, Secretary-Treasurer or the Board of Directors' Members-at-Large may be filled by vote of a quorum of the Board of Directors. The Chairperson of the Board of Directors shall be the President of the Corporation. In the President's absence, the Vice President or his or her designee from the Board shall be Acting Chairperson of the Board.
- (2) Powers of the Board of Directors:
 - (a) The Board of Directors shall have full power and authority when convened at meetings and as provided in subsection (4) of this section to perform all functions of the corporation. The Board of Directors shall have the power to waive dues for individuals in any membership category and to recognize meritorious contributions by individuals to natural resource communications or to the corporation. The Board of Directors may

retain such consultants or legal counsel as deemed necessary in conducting the business of the corporation.

- (b) The Board of Directors shall have power to disburse funds for worthy projects and activities including but not limited to endowing scholarships, endowing internships, providing support to other nonprofit organizations involved in natural resources, forestry and conservation and to make disbursements for the furtherance of the purposes of the corporation and the advancement of natural resources radio communication arts and sciences.
- (c) The Board of Directors shall have the authority to contract frequency coordination activities to another nonprofit corporation if deemed in the best interest of the corporation.
- (d) The Board of Directors shall have the authority to adopt policies and procedures for the operation of the corporation including but not limited to the following subject areas: travel and travel reimbursement; compensation of staff, administrative officials and legal counsel; a “whistleblower policy”; a records retention policy; a joint venture policy; a conflict of interest policy and any other appropriate policy required by Internal Revenue Service rules for the operation of nonprofit corporations; or policies, practices or procedures deemed by the Board of Directors to be proper and prudent for sound and transparent operation of the Corporation. Such policies, practices or procedures, when adopted by resolution of the Board, shall be binding on all officers, administrative officers and staff of the Corporation and made part of the permanent records of the Corporation held by the Secretary.

(3) Duties of the Board of Directors:

- (a) The Board of Directors shall report to the members of the corporation at the annual meeting, or by the corporation’s website or other electronic means, the measures considered by it during the previous year and suggest means of advancing and putting into effect the purposes of the corporation. It shall annually review the audit of the account of the Secretary-Treasurer. It shall prepare a budget for the succeeding year in accordance with Article IV and may establish the annual dues for all classes of membership. It shall file annual reports as required by law.

(4) Meetings:

- (a) The Board of Directors shall convene at such time and place as may be designated upon the call of the President or by a quorum of the members of the Board of Directors. The Board may conduct business via correspondence, electronic mail or by teleconferencing.

(5) Quorum:

- (a) A majority of the members of the Board shall constitute a quorum of the Board of Directors.

- (6) Length of Office:
 - (a) The term of office shall be two years.
- (7) Members of the Board shall be unsalaried and uncompensated volunteers; but they shall be allowed reasonable reimbursement for their expenses related to performance of duties for the corporation.

ARTICLE VIII

Section 1. Corporation Committees

There shall be an audit committee. The Audit Committee shall be chaired by the Vice President and other appropriate persons appointed by the President as committee members. The committee shall make its report at the annual meeting or to the Board of Directors.

ARTICLE IX

Section 1. Elections

Elections shall normally be held bi-annually, as called by the President, except as provided in Section 4 of this Article. The purpose of these elections shall be to select a President, Vice-President, Secretary-Treasurer and the Board of Directors Member(s)-at-Large for the ensuing term. Only voting members, as defined in Article III, shall be eligible to cast votes. The President, with the concurrence of the Board of Directors, may nominate officers. Nominations shall be accepted from the floor at the annual meeting, if an annual meeting is held.

Section 2. Voting Procedures

At the discretion of the President, voting may be conducted either by a show of hands or by a roll call. The Secretary-Treasurer shall conduct the roll call at elections.

Section 3. Quorum

The quorum for the annual meeting shall be a majority of the Board of Directors, except as provided in Article VI, Section 1, Subsection f.

Section 4 Waiver of Elections by the President

In the absence of effective participation by the general membership, or when an annual meeting is not held, the President, with the approval of a majority of the Board of Directors may waive elections and appoint the officers of the corporation to two-year terms. The Board of Directors shall confirm the appointments of the President. The term “absence of effective participation” as used in this section means those circumstances in which no or fewer than five (5) voting members who are not FCCA officers, staff or coordinator members are present at the annual meeting.

ARTICLE X

Section 1. Referendum Ballot

Whenever four members petition the President or any member of the Board in writing, the President shall poll the membership in reference to any desired action of the corporation; the President shall then initiate a referendum ballot by electronic mail, provide for proper tallying of the ballots and advise all parties concerned.

ARTICLE XI

Section 1. Fiscal Year

The fiscal year is the calendar year beginning in 2014.

ARTICLE XII

Section 1. Annual Meeting

The President may call an annual meeting each year. The site shall be chosen by the Board of Directors. The program of the annual meeting shall be arranged by the Executive Director with approval of the President and with the concurrence of the Board. In the event of a financial or other emergent situation, the Board of Directors may cancel the annual meeting.

Section 2. Mid-year Board of Directors Meeting

The President may call a mid-year meeting of the Board of Directors and present them with an agenda prior to the meeting date except under emergency conditions. A majority vote of the Board can change the time, date or place of this meeting or cancel it. The agenda shall consider the current business and health of the corporation.

ARTICLE XIII

Section 1. Amendments

These bylaws may be altered or amended by a majority vote of the Board of Directors, provided the proposed alteration or amendment has been submitted on the FCCA website at least forty five days prior to adoption for membership comment.