

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

(717) 338-1505

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 and International Association of Fish and Wildlife Agencies**¹.

Bylaw Amendments Proposed as of July 20th, 2005²
Bylaw Amendments Proposed as of September 30th, 2007³
Bylaw Amendments Adopted October 5th, 2008⁴
Bylaw Amendments Proposed August 20th, 2009
Bylaw Amendments Adopted October 5th, 2009⁵

¹ Named changed to "Association of Fish and Wildlife Agencies" in 2005

² Approved at the 2005 conference in Crystal Bay, NV., July 20th, 2005

³ Approved at the 2007 Conference in Orlando, FL., October 1st, 2007

⁴ Approved at the 2008 Conference in Orlando, FL., October 5th, 2008

⁵ Approved at the 2009 Conference in Mesa, AZ., October 5th, 2009

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
Kansas
Missouri
Ohio

Indiana
Michigan
Nebraska
South Dakota

Iowa
Minnesota
North Dakota
Wisconsin

4. Western

Alaska
Colorado
Idaho
New Mexico
Washington

Arizona
Guam
Montana
Oregon
Wyoming

California
Hawaii
Nevada
Utah
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 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 represented by 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. 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 national conference, or

(2) Applications may be approved by the Secretary-Treasurer between national conferences 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) Remains employed by or retired from a qualifying public safety, forestry or conservation agency; 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 any justifiable reason agreed upon by a majority of the Board of Directors.

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 national conference 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 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 the budget-described 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 run from August 1 through July 31. Initial dues shall be prorated to the closest month of 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 fee invoices and Supporting Contributions shall be payable 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 a Financial Assistant to handle frequency coordination billing, related matters and any other financial functions not performed by the Secretary-Treasurer.

(2) 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 perform other duties as assigned by the President with the concurrence of the Board of Directors.

(3) 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, (with the exception of the National Frequency Coordinator and the Immediate Past President), and shall consist of the following:

(a) President

(b) Vice President

(c) Secretary-Treasurer

- (d) Immediate Past President
- (e) National Frequency Coordinator
- (f) Up to three Board of Directors' Member(s) at Large

(2) Any alternate or trainee frequency coordinator shall be vetted and nominated for office to the Board by the National Frequency Coordinator.

Section 2. Eligibility Requirements. Powers and Duties of Officers

- (1) **President:** To be eligible for the office of President, individuals must be full or associate members and have served as a national officer of the FCCA, Inc. and must have or have had responsibilities in the administration, or 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 a National Frequency Coordinator; to appoint Regional Frequency Coordinators; to appoint any alternate or trainee frequency coordinators; to engage or retain legal counsel for the corporation; to appoint a long-term representative to the Public Safety Communications Council (PSCC), the Land Mobile Communications Council (LMCC); may represent FCCA at the Associated Public-Safety Communications Officials, Inc. (APCO) national conference; 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 national conference or the Board of Directors is not in session, the President is empowered to make policy decisions and act officially on behalf of the corporation after consultation and agreement with at least four members of the Board of Directors. Copies of all correspondence shall be provided for the President-elect and the Secretary-Treasurer.
- (2) **Vice President (President-elect):** To be eligible to become Vice President, an individual must be a full or associate member and have served a term as National Officer. This person shall be designated as President elect. It shall be the duty of the Vice President to perform the duties of the President during the President's absence and such other duties as may be delegated by the President.
- (3) **Secretary-Treasurer:** The Secretary-Treasurer shall receive all funds for the Corporation and pay all bills submitted 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. The Secretary-Treasurer shall present at each national conference a full report of the activities of the office since

the last national conference. The Secretary-Treasurer shall promptly deliver all monies and official financial papers to the successor in this office. 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 National Conference. 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-Treasurer of the Board of Directors. The Secretary-Treasurer shall promptly deliver all official books and papers to the successor in this office. The Secretary-Treasurer shall submit a statement to those responsible for payment of membership dues.

(4) National Frequency Coordinator: The National Frequency Coordinator shall represent the corporation's interests and activities in the realm of frequency coordination affairs and shall supervise the Regional Frequency Coordinators and any alternate or trainee coordinators.

(5) The Board of Directors' Member(s) at Large: The Board of Directors' Member(s) at Large shall be a member in good standing and shall carry out such duties and responsibilities as the Board of Directors or the President shall direct.

(6) The Immediate Past President: 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:** There shall be a Board of Directors consisting of the President, the Vice President, the Secretary-Treasurer, the immediate past President, the National Frequency Coordinator, 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, the Secretary-Treasurer, the National Frequency Coordinator 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 shall be Acting Chairperson of the Board.

(2) **Powers of the Board of Directors:** The Board of Directors shall have full power and authority when convened at the National Conference 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.

(3) **Duties of the Board of Directors:** The Board of Directors shall report to the Annual Meeting of the corporation at the National Conference 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 establish the annual dues for all classes of membership. It shall file annual reports as required by law.

(4) **Meetings:** 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 majority of the members of the Board shall constitute a quorum of the Board of Directors.

(6) **Length of Office:** The term of office shall be two years.

ARTICLE VIII

Section 1. Corporation Committees

There shall be three National Standing Committees:

- (1) National Nominating Committee
- (2) National Audit Committee
- (3) National Conference Committee

Section 2. National Nominating Committee

The President shall appoint a Nominating Committee of up to five voting members, prior to or at the National Conference, with one to be selected from each region, if possible and one member to be the immediate past President of the corporation, for the purpose of nominating the President, Vice President, the Secretary-Treasurer, and the Board of Directors Member at Large for the ensuing term. Nothing herein contained shall be construed to prevent additional nominations being placed from the floor. The President shall designate one of these persons to act as committee chairperson.

Section (3). National Audit Committee

The National 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 National Conference.

Section (4). National Conference Committee

The National Conference Committee shall consist of persons selected by the President. The chairperson of this committee shall be selected by its members. This committee shall be responsible for annual site selection, oversight of the conference agenda, conference arrangements, exhibitor participation, and conference finance and accounting.

ARTICLE IX

Elections

Section 1. Classes of Elections

There will be one class of election in the corporation:

- (1) National Election

Section 2. National Elections

National elections shall be held biannually starting at the national conference in 2007, called by the President. The purpose of these elections shall be to select a President, Vice-President, a Secretary-Treasurer, and the Board of Directors Member(s) at Large for the ensuing year. Only voting members, as defined in Article III, shall be eligible to cast votes.

Section 3. Voting Procedures

At the discretion of the President, voting may be conducted either by a show of hands or by a roll call, in alphabetical order, of the states represented. The Secretary-Treasurer shall conduct the roll call at National Elections.

Section 4. Quorum

The quorum for the national conference shall be a minimum of thirty percent of the current voting members present.

ARTICLE X

Section 1. Referendum Ballot

Whenever four members petition the President 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 mail, provide for proper tallying of the ballots and advise all parties concerned.

ARTICLE XI

Section 1. Fiscal Year

The fiscal year will begin August 1 and run through July 31.

ARTICLE XII

Section 1. National Conference

The President shall call a National Conference each year. The site shall be chosen by the National Conference Committee established in Article VIII. The Board of Directors shall be able to change the time and place of the national conference. The chairperson of the National Conference Committee shall announce the site location of the next national conference at the current national conference. The program of the national conference shall be arranged by the President, National Conference Committee, and the host member(s). In the event of a financial or other emergent situation the Board of Directors may cancel the National Conference.

Section 2. Midyear Board of Directors Meeting

The President may call a midyear meeting of the Board Members and present them with an agenda at least 15 days 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 two-thirds majority vote of voting members present at the annual National Conference, provided the proposed alteration or amendment has been submitted on the FCCA website to the general membership at least forty-five (45) days in advance of the date set for the National Conference. In an emergency or in the absence of a National conference, the Board of Directors may amend the bylaws by two thirds vote if the proposed changes are posted on the FCCA website at least 45 days in advance of the Board meeting. Amendments shall, unless they themselves provide otherwise, be effective immediately upon their adoption.

(proposed draft amendments 07-20-2005 jdm)

(further amendments to the draft 02-15-2006 pml)
(further amendments to the draft 09-30-2007jdm)
(amendments adopted at National Meeting 10-05-2008jdm)
(further amendments to the draft 08-20-2009jdm)
(amendments adopted at National Meeting 10-05-2009jdm)