

1 **Mississippi Biomass and Renewable Energy Council**
2 **Bylaws**

3 *"The voice of biomass and renewable energy in Mississippi"*

4 **Revised:** June 25, 2007
5

6 **ARTICLE I: NAME**

7 The name of this organization shall be "Mississippi Biomass and Renewable Energy
8 Council", herein after "MBREC".

9 **ARTICLE II: PURPOSE**

10 The purposes of the MBREC are to practice Information, Innovation, and

11 Industrialization, through:

12 a. assessing and communicating the available biomass resources within the State of

13 Mississippi,

14 b. supporting biomass technology development and utilization throughout the state for the

15 purpose of actively developing products and methods to encourage biomass related

16 economic development in the State of Mississippi.

17 **ARTICLE III: OFFICES**

18 The principle office of the MBREC shall be located in Starkville, Mississippi, and may

19 have such other offices at such other places as the Board of Directors may determine

20 from time to time.

21 **ARTICLE IV: DEFINITIONS**

22 For purposes of these Bylaws:

23 a. The term "biomass" shall mean any non-fossil, energy containing form of organic

24 carbon, and shall include, but is not limited to, all land- and water-based vegetation such

25 as trees, aquatic and marine plants, algae, and herbaceous crops; and organic wastes such

26 as those contained in municipal solid wastes, forestry and agricultural residues, municipal

27 biosolids, animal wastes, and industrial wastes derived substantially from non-fossil,
28 carbonaceous substances.

29 b. The term "biomass energy" shall mean energy in any form, such as heat, steam, hot
30 water, electricity, or liquid or solid fuels derived from biomass.

31 c. The term "biomass chemicals" shall mean chemicals such as, but not limited to,
32 plastics, polymers, paints, coatings, and industrial fluids, derived from biomass.

33 d. The term "bioproducts" shall include physical objects such as, but not limited to,
34 boards, pellets and briquettes derived from biomass.

35 **ARTICLE V: MEMBERSHIP**

36 **Section 1. Classes of Members.** There shall be four (4) classes of membership:

37 a. Corporate membership

38 b. Individual membership

39 c. Honorary membership

40 d. Students membership

41 **Section 2. Eligibility.** Any individual, firm, association, or organization interested in
42 promoting the utilization of biomass for energy or product manufacturing, who supports
43 the purposes of the MBREC, and who shall pay the dues as provided herein, shall be
44 eligible for membership in the MBREC.

45 **Section 3. Corporate Membership.** The corporate membership is open to producers,
46 processors, manufacturers, promoters, developers, government agencies, public interest
47 groups, trade associations, education institutions, and research organizations. The
48 corporate membership shall be included in the voting and program/policy decision

49 making body of the MBREC and are eligible to serve as officers, committee members, or
50 on the Board of Directors.

51 **Section 4. Individual Membership.** The individual membership is open to all individual
52 persons who actively participate in the promotion, use, and policy development of
53 biomass technologies. Individual members shall be included in the voting and program/
54 policy decision making body of the MBREC and are eligible to serve as officers,
55 committee members, or on the Board of Directors.

56 **Section 5. Honorary Membership.** Honorary membership may be conferred upon an
57 individual person by the Board of Directors, upon recommendation of the Nominating
58 Committee. Such individual person shall have shown dedication, enthusiasm, support,
59 and a significant contribution to the purposes of the MBREC. Such membership shall be
60 non-voting and non-dues paying.

61 **Section 6. Student Membership.** Student membership is open to all full-time high
62 school, community college, or senior college/ university students who support the
63 purposes of the MBREC or are interested in learning more about biomass. Such
64 membership shall be non-voting and non-dues paying.

65 **Section 7. Annual Membership Dues.** Annual membership dues shall be established by
66 the Board of Directors and all dues shall be payable on January 31 of each year. Any
67 member shall be considered delinquent unless dues have been paid fifteen (15) days prior
68 to the annual meeting of the year. Dues revenue is to be used for the purpose of funding
69 the day-to-day operation of MBREC and shall not preclude the Board of Directors from
70 collecting other fees and registrations for the purpose of funding special meetings or

71 events. Annual membership dues shall be established for the following categories of
72 members.

73 a. Corporate Members

74 b. Individual Members

75 **Section 8. Transfer.** Membership in the MBREC shall not be transferable or assignable
76 without the approval and consent of the Board of Directors.

77 **Section 9. Resignation.** Any member may resign from membership at any time. No
78 refunds will be granted in the event of resignation.

79 **Section 10. Termination.** Membership may be terminated by the Board of Directors in
80 the event of any action on the part of a member adverse to the best interests of the
81 MBREC or not in accordance with its purposes. Before such termination, the Board of
82 Directors shall give the member an opportunity to be heard at a meeting of the Board of
83 Directors.

84 **Section 11. Membership Representation.** Each corporate member shall have only one
85 individual person as its primary contact and for the purpose of voting on all affairs of the
86 MBREC. The representative shall be designated on the annual membership application
87 and may be changed by written notice to the President of the MBREC. Any individual
88 within a corporate member may become an individual member with the full rights and
89 privileges of such membership.

90 **ARTICLE VI: MEETINGS OF MEMBERS**

91 **Section 1. Annual Meetings.** The annual meeting of the members of the MBREC shall
92 be held in the month of April each year at such place and time as fixed by the Executive
93 Committee for the purpose of electing the Board of Directors and MBREC Officers and

94 transacting such other business that may properly come before such meeting. The officers
95 of the MBREC shall conduct the annual meeting of the MBREC and other business as
96 determined by the Board of Directors. Written notice stating place, date, and hour of the
97 annual meeting shall be given electronically or by mail to each individual and corporate
98 member representative entitled to vote at least thirty (30) days prior to the annual
99 meeting.

100 **Section 2. Special Meetings.** Special meetings of the members of the MBREC may be
101 called from time to time by the President of the MBREC or by a majority vote of the
102 Executive Committee.

103 **Section 3. Notice of Meetings.** Written notice stating place, date, and hour of any
104 meeting of the membership, other than the annual meeting, shall be given electronically
105 or by mail at least fifteen (15) days prior to such meeting to each individual member and
106 corporate member representative entitled to vote at such meeting. The purposes for which
107 the meeting is called shall be stated in the notice of meeting.

108 **Section 4. Quorum.** A minimum of fifty-one percent (51%) of the members qualified to
109 vote is required to be present to constitute a quorum for the transaction of MBREC
110 business.

111 **ARTICLE VII: VOTING BY MEMBERS**

112 **Section 1. Voting.** Each individual member and corporate member representative shall
113 have one vote in such matters as may be provided in these bylaws.

114 **Section 2. Proxies.** Any qualified voting member may vote by proxy, provided the
115 written proxy statement is in the hands of the Chair of the Board of Directors before the
116 vote is called on any motion.

117 **Section 3. Majority Vote.** At any legally held meeting of the members of the MBREC, a
118 majority vote will be required for all actions. At any such meeting, only qualified
119 members shown by the records of the MBREC to have paid their current annual dues and
120 being otherwise in good standing, shall be entitled to vote.

121 **ARTICLE VIII: BOARD OF DIRECTORS**

122 **Section 1. Duties of the Board.** The property, business, and affairs of the MBREC shall
123 be managed by the Board of Directors, who shall elect a Chair and Vice Chair, and
124 generally be responsible for the activities of the MBREC.

125 **Section 2. Number of Directors.** The Board of Directors shall consist of seven (7)
126 members elected by the membership in accordance with Section 3 of this Article. The
127 President of the MBREC shall be an ex officio nonvoting member of the Board of
128 Directors.

129 **Section 3. Election of Directors.** The Chair of the Nominating Committee shall present
130 nominees for election during the annual meeting of the MBREC. At the time the
131 nominations are presented, the presiding officer at the annual meeting must call for
132 nominations from the floor. Before voting, all nominees shall be certified by the Chair of
133 the Nominating Committee (Secretary), after consultation with the Chair of the Bylaws
134 and Credentials Committee, as meeting the requirements of Article IX, Section 2.a. of
135 these bylaws and is a qualified member in good standing. The nominees for each
136 directorship receiving the highest number of votes in the first ballot shall be declared
137 elected. Each eligible voting member shall be entitled to one vote for each directorship to
138 be elected. Election of entire slate of nominees can proceed if motion from floor is
139 approved and no directorship is contested.

140 **Section 4. Term of Office.** The term of office for each newly elected member of the
141 Board of Directors shall begin immediately following the annual meeting of the MBREC.
142 Each Board Member shall serve for three (3) years, except at the first annual meeting of
143 the Board the elected Board Members shall agree among themselves, by the drawing of
144 lots, to limit the terms for four (4) of the elected Board Members such that the terms of
145 two (2) members will expire in one (1) year and the terms of two (2) members will expire
146 in two (2) years. Each Board Member shall serve no more than two (2) consecutive
147 terms.

148 **Section 5. Annual Meetings.** The annual meeting of the Board of Directors will be held
149 immediately following the annual meeting of the MBREC.

150 **Section 6. Election of Chair and Vice Chair.** The Chair and Vice Chair of the Board of
151 Directors shall be elected at the annual meeting of the Board of Directors by majority
152 vote of the directors and each shall serve for a one year term while serving as an active
153 board member.

154 **Section 7. Duties of the Chair.** The Chair shall call meetings, set the agenda, and preside
155 at meetings of the Board of Directors. The Chair shall communicate policy decisions of
156 the Board of Directors to the President and the Chair will be responsible to the Board of
157 Directors for the execution of those policies by the President.

158 **Section 8. Duties of the Vice Chair.** The Vice Chair shall preside at the meetings of the
159 Board of Directors in the absence of the Chair and shall serve as the Chair of the
160 Membership Committee and shall perform other duties as may be designated by the Chair
161 or the Board of Directors.

162 **Section 9. Regular Meetings.** Regular meetings of the Board of Directors shall be held
163 as provided by resolution of the Board of Directors.

164 **Section 10. Special Meetings.** Special meetings of the Board of Directors may be called
165 by or held at the request of the Chair or any three (3) Directors.

166 **Section 11. Notice of Meetings.** Written notice stating place, date, and hour of any
167 meeting of the Board of Directors shall be given to each Board member electronically or
168 by mail at least fifteen (15) days prior to such meeting. The purposes for which the
169 meeting is called shall be stated in the notice of meeting. Notice may be given by the
170 Board of Directors Chair or the President of the MBREC.

171 **Section 12. Quorum.** At any regular or special meeting of the Board of Directors, four
172 (4) directors present shall constitute a quorum for the transaction of business.

173 **Section 13. Compensation.** Members of the Board of Directors shall not receive from
174 the MBREC any compensation or salary for their services or personal expenses. Limited
175 expenses incurred during the performance of approved MBREC activities may be
176 reimbursed for Directors upon approval of an Expenses Reimbursement Policy by the
177 Board of Directors.

178 **Section 14. Vacancies.** In the event of any vacancy on the Board of Directors, whether
179 from death, resignation, or removal, the Board of Directors may fill such vacancy by
180 election held at the next regular or special meeting of the Board of Directors, provided
181 the elected director must fulfill the requirements of Article IX Section 2.a. of these
182 bylaws. The Director so elected shall serve until the next annual meeting of the MBREC,
183 at which time the vacancy will be filled in accordance with Section 3 of this Article and
184 the elected director will serve out the balance of the unexpired term.

185 **ARTICLE IX: COMMITTEES AND BOARD MEMBERSHIP**

186 **Section 1. General Powers.** Where appropriate, the Chair of the Board of Directors or
187 President of the MBREC, with the approval of the Executive Committee, shall appoint
188 members of the standing committees or additional committees as may be deemed
189 necessary to carry out the business of the MBREC.

190 **Section 2. Nominating Committee.** In advance of the annual meeting of the members,
191 the Chair of the Board of Directors shall appoint a Nominating Committee for the
192 purpose of selecting a slate of candidates for the directors whose terms expire at the
193 meeting and for the MBREC officers for the following year. The Nominating Committee
194 shall consist of three (3) members of the Board of Directors. Only Directors whose terms
195 are not expiring at the upcoming annual meeting can serve on the Nominating
196 Committee. The Nominating Committee shall elect its own chair.

197 **a. Board of Directors.** The Nominating Committee will present a slate of nominees to
198 fill the vacancies caused by the expiring terms of members of the Board of Directors. The
199 Nominating Committee shall nominate candidates so as to insure the seven (7) directors
200 will be selected from the following organizations and industries and such that a majority
201 representation on the board will be selected from private sector industries:

- 202 1. Mississippi Universities Two (2) members
- 203 2. Private Sector Industries Five (5) members

204 At least one member selected from, but not limited to, each of the following private
205 sector industries:

- 206 Agriculture Industry
- 207 Forestry/Forest Products Industry

208 Energy Production/Distribution Industry

209 Waste Management/Utilization

210 **b. Officers.** The Nominating Committee will present a slate of nominees at the annual
211 meeting of the MBREC to serve as officers of the MBREC for the following year.

212 **Section 3. Bylaws and Credentials Committee.** The Bylaws and Credentials Committee
213 shall determine the credentials and qualifications of any person nominated as a director
214 and voting eligibility of any member of the MBREC. The Bylaws and Credentials
215 Committee shall consist of five (5) voting members including the Secretary/Treasurer.
216 The Secretary/Treasurer shall serve as the Chair of the Bylaws and Credentials
217 Committee. The President of the MBREC shall appoint the remaining eligible members
218 to the Bylaws and Credentials Committee. The Bylaws and Credentials Committee shall
219 be responsible for the annual review and revision of these articles.

220 **Section 4. Membership Committee.** The Vice Chair of the Board of Directors shall
221 serve as the Chair of the Membership Committee. The Membership Committee shall
222 consist of the Vice Chair of the Board of Directors and four (4) Area Representatives.
223 Each Area Representative shall be a non-student member of MBREC. One Area
224 Representative shall be selected by the Vice Chair of the Board of Directors to represent
225 each of the four (4) Congressional Districts of the state. Area Representatives shall reside
226 in the Congressional Districts represented by such person and have the responsibility for
227 promoting MBREC membership in the area represented.

228 **Section 5. Executive Committee.** The Executive Committee shall consist of the officers
229 and the members of the Board of Directors. The President shall act as Chair of the
230 Executive Committee, determine meeting agendas, and preside over Executive

231 Committee meetings. The Executive Committee shall provide direction and guidance to
232 the President in the daily operation of the Council.

233 **Section 6. Audit Committee.** The Audit Committee shall consist of three members of
234 the Board of Directors who are not officers of the Council or Board. The Audit
235 Committee shall elect a chair and conduct a preliminary audit of the financial records of
236 the Council. Such preliminary audit shall be concluded within forty-five (45) days of the
237 end of each fiscal year and a report made to the full Board at its next meeting. The Audit
238 Committee shall recommend to the Board that a detailed external audit be conducted
239 when it believes such audit would be in the best interests of the Council.

240 **Section 7. Other Committees.** Other committees may be appointed by the Chair of the
241 Board of Directors or President of the MBREC to provide a mechanism for member
242 participation in the development and implementation of initiatives, programs, and
243 activities to further the purposes and goals of the MBREC. Eligible members may belong
244 to one or more committees. The committees so formed shall be under the policy
245 supervision of the Board of Directors and all initiatives, programs, activities, or other
246 actions taken shall be submitted to the Executive Committee for review and approval.

247 **ARTICLE X: OFFICERS OF MBREC**

248 **Section 1. Designation of Officers.** The officers of the MBREC shall be President, Vice
249 President, Treasurer, Secretary and Immediate Past President. All officers of the MBREC
250 must be non-student members in good standing as determined by the Nominating
251 Committee in consultation with the Chair of the Bylaws and Credentials Committee. The
252 Board of Directors shall have the power to create such additional officers as may be

253 deemed necessary or appropriate who shall be nominated and elected at the annual
254 meeting of the MBREC.

255 **Section 2. Election and Term of Office.** All officers shall be elected from the
256 membership of the MBREC by its members at the annual meeting of the MBREC. In
257 addition to the slate of officers presented by the Nominating Committee, nominations for
258 each office may be made from the floor. Officers shall be elected for a term of one (1)
259 year.

260 **Section 3. Removal.** Any officer of the MBREC may resign at any time or may be
261 removed by a majority vote of the Board of Directors whenever in its judgment the best
262 interests of the MBREC will be served thereby.

263 **Section 4. Vacancies.** If, for any reason, any office becomes vacant, the unexpired term
264 of the office may be filled at the next meeting of the Board of Directors by majority vote
265 of the members of the Board of Directors.

266 **Section 5. Executive Director.** Should the Board of Directors decide that the Council
267 will be served better by the appointment of a salary or wage or contractual based
268 Executive Director, a five member search committee consisting of the Board of Members
269 and current officers will be formed to find the suitable person. Remuneration for the
270 Executive Director will be established by the search committee and voted on by the
271 Board of Directors and approved by the membership.

272 **Section 6. Treasurer/Secretary.** In addition to an Executive Director as described in
273 Article X, Section 5, the Board of Directors may consider a compensated position to
274 carry out the duties of the treasurer and the secretary.

275 **ARTICLE XI: DUTIES OF OFFICERS**

276 **Section 1. President.** The President shall:

277 a. be the senior officer of the MBREC and be responsible to the Board of Directors for
278 implementing its policies.

279 b. supervise and direct the activities of other officers and contractors of the MBREC.

280 c. be responsible for and direct the collecting, budgeting, safekeeping, accounting and
281 expenditure of funds of the MBREC; for execution and performance of all contracts to
282 which MBREC may become a party; for all communications of the MBREC including
283 liaison with other organizations, associations, government agencies, public and private
284 institutions, the press and the public at large; for the administration of program activities
285 of the MBREC and for the supervision of independent contractors that may be employed
286 by the MBREC.

287 d. make full report of the affairs and activities of the MBREC at its annual meeting and
288 provide such interim reports to the Board of Directors as may be requested.

289 e. serve as an ex-officio member of the Board of Directors and all committees of the
290 MBREC.

291 **Section 2. Vice President.** The Vice President shall preside at meetings in the absence of
292 the President and shall perform other duties as may be assigned by the President. The
293 Vice President will also serve as Chair of the Conference Committee.

294 **Section 3. Treasurer.** The Treasurer shall be responsible for making a record of all
295 financial transactions of the MBREC. The Treasurer shall have control and provide
296 protection of the books of account, finds, and other financial records of the MBREC; and
297 provide for the proper receipt, disbursement and accounting for all funds of the MBREC.
298 The Treasurer shall assume such additional duties as may be assigned by the President.

299 **Section 4. Secretary.** The Secretary shall be responsible for making a record of the
300 minutes of all meetings of the Board of Directors, Executive Committee, and the
301 membership of MBREC and provide for the security of the minute book. The secretary
302 shall be responsible for insuring that approved copies of all meeting agendas and the
303 minutes of all meetings are properly included in the minute book. The Secretary shall
304 also report on and maintain the current membership list. The Secretary shall assume such
305 additional duties as may be assigned by the President.

306 **Section 5. Immediate Past President.** The Immediate Past President shall serve as an
307 ex-officio officer of the executive committee for a period no greater than twelve (12)
308 months following his/her term as MBREC President.

309 **Section 6. Compensation.** Officers shall not receive from the MBREC any
310 compensation or salary for their services or personal expenses. Limited expenses incurred
311 in conducting bona fide business and affairs of the MBREC may be reimbursed for
312 officers upon approval of an Expense Reimbursement Policy by the Board of Directors.

313 **ARTICLE XII: RECEIPT AND EXPENDITURE OF FUNDS AND AUDITS**

314 **Section 1. Receipts.** All funds received by MBREC shall be recorded in the books of
315 account and deposited within forty-eight (48) hours of receipt to the credit of MBREC in
316 such bank as the Board of Directors may select.

317 **Section 2. Expenditures.** All funds expended by MBREC shall be recorded in the books
318 of account and shall be issued by check. All checks issued against the accounts of
319 MBREC shall be prepared by the Treasurer and signed by such parties as shall be
320 selected by the MBREC Board of Directors.

321 **Section 3. Audits.** All books of account shall be available for review by any non-student
322 member of MBREC. A complete financial report shall be prepared by the Treasurer at the
323 end of the fiscal year and provided to the President no less than thirty (30) days after the
324 fiscal year end. A third-party audit of the books of account shall be prepared upon the
325 request of three (3) or more members of the Board of Directors.

326 **Section 4. Fiscal Year.** The fiscal year for the MBREC shall commence on October 1
327 and end on September 30 of each year.

328 **ARTICLE XIII: AMENDMENTS TO BYLAWS**

329 These Bylaws may be amended or repealed and new Bylaws adopted by two-thirds (2/3)
330 vote of the members present at any meeting of the regular members, provided that at least
331 a thirty (30) day written notice is given of a proposal to alter, amend, repeal, or adopt new
332 Bylaws at such meeting.

333 **ARTICLE XIV: PARLIAMENTARY RULES**

334 The rules contained in the most current edition of *Robert's* Rules of Order, General
335 Henry M. Robert, 1907, shall govern the proceedings of any meetings of
336 directors/members of the MBREC.