ARTICLE I: NAME
The name of this organization shall be “Mississippi Biomass and Renewable Energy Council, Inc.” hereinafter “MBREC”.

ARTICLE II: PURPOSE
The purposes of MBREC are to practice Information, Innovation and Industrialization through:

a. assessing and communicating the available biomass and renewable energy resources within the State of Mississippi,
b. supporting biomass and renewable energy technology development and utilization throughout the state for the purpose of actively developing products and methods to encourage all renewable energy related economic development in the State of Mississippi.

ARTICLE III: OFFICES
The principal office of MBREC shall be located in Starkville, Mississippi, and may have such offices at such other places as the Board of Directors may determine from time to time.

ARTICLE IV: DEFINITIONS
For the purposes of these Bylaws:

2. The term “biomass” shall mean any non-fossil, energy containing form of organic carbon, and shall include, but is not limited to, all land-and-water-based vegetation such as trees, aquatic and marine plants, algae, and herbaceous crops; and organic wastes such as those contained in municipal solid wastes, forestry and agricultural residues, municipal bio solids, animal wastes, and industrial wastes derived substantially from non-fossil, carbonaceous substances.

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

c. The term “biomass chemicals” shall mean chemicals such as, but not limited to,
plastics, polymers, paints, coatings, and industrial fluids, derived from biomass.
d. The term “bio-products” shall include physical objects such as, but not limited to,
boards, pellets and briquettes derived from biomass.

ARTICLE V: MEMBERSHIP

Section 1. Classes of Members. There shall be four (4) classes of membership:
a. Major Corporate
b. Non-Profit
c. Government
d. Municipality
e. Small Business
f. Individual
g. Student

Section 2. Eligibility. Any individual, firm, association or organization interested in
promoting the utilization of biomass for energy or product manufacturing, who supports
the development of energy from any and all sources deemed renewable, who supports the
purposes of MBREC, and who shall pay the dues as provided herein, shall be eligible for
membership in MBREC.

Section 3. Corporate Membership. The corporate membership is open to producers,
processors, manufacturers, promoters, developers, government agencies, public interest
groups, trade associations, education institutions and research organizations. The
corporate membership shall be included in the voting and program/policy decision
making body of MBREC and are eligible to serve as officers, committee members or on
the Board of Directors.

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

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

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

Section 7. Annual Membership Dues. Annual membership dues shall be established by the Board of Directors and all dues shall be payable, in advance, on or before January 31 for the year therein, Any member shall be considered delinquent if dues have not been paid no later than fifteen (15) days prior to the first day of the annual meeting of the year. Dues revenue is to be used for the purpose of funding the day-to-day operation of MBREC and shall not preclude the Board of Directors from collecting other fees and registrations for the purpose of funding special meetings or events. Annual membership dues shall be established for the following categories of members.

a. Corporate
b. Individual

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

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

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

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

ARTICLE VI: MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members of MBREC shall be held in the first quarter each year at such place and time as fixed by the Executive Committee, for the purpose of electing the Board of Directors and MBREC officers and for transacting such other business that may properly come before such a meeting. The officers of MBREC shall conduct the annual meeting of the MBREC and other business as determined by the Board of Directors. Written notice stating place, date and hour of the annual meeting shall be given electronically or by mail to each individual and corporate member representative entitled to vote at least thirty (30) days prior to the annual meeting.

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

Section 3. Notice of Meetings. Written notice stating place, date and hour of any meeting of the membership, other than the annual meeting, shall be given electronically or by mail at least fifteen (15) days prior to such meeting to each individual member and corporate member representative entitled to vote at such a meeting. The purposes for which the meeting is called shall be stated in the notice of the meeting.
Section 4. Quorum. A minimum of fifty-one percent (51%) of the members qualified To vote is required to be present to constitute a quorum for the transaction of MREC business.

ARTICLE VII: VOTING BY MEMBERS

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

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

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

ARTICLE VIII: BOARD OF DIRECTORS

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

Section 2. Number of Directors. The Board of Directors shall consist of nine (9) members elected by the membership in accordance with Section 3 of this Article. The President of MBREC shall be an ex-officio non-voting member of the Board of Directors.

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

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

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

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

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

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

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

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

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

Section 12. Quorum. At any regular meeting or special meeting of the Board of Directors, five (5) directors present shall constitute a quorum for the transaction of business.

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

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

Section 15. Removal. Any director of the MBREC may resign at any time, or may be removed by a majority vote of the remaining members of the board of directors due to absence from three (3) consecutive scheduled meetings of the board of directors.

ARTICLE IX: COMMITTEES AND BOARD MEMBERSHIP

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

Section 2. Nominating Committee. In advance of the annual meeting of the members, the Chair of the Board of Directors shall appoint a Nominating Committee for the purpose of selecting a slate of candidates for the director positions for which terms expire at the meeting and for MBREC officers for the following year. The Nominating Committee shall consist of three (3) members of the Board of Directors. Only Directors whose terms are not expiring at the upcoming annual meeting can serve on the Nominating Committee. The Nominating Committee shall elect its own Chair.

a. Board of Directors. The Nominating Committee will present a slate of nominees to fill the vacancies caused by expiring terms of members of the Board of Directors. The Nominating Committee shall nominate candidates so as to ensure the nine (9) directors will be selected from the following organizations and industries and such that a majority representation on the board will be selected from private sector industries:

1. Mississippi Universities – Two (2) members
2. Private Sector Industries – Seven (7) members
3. At least one member selected from, but not limited to, each of the following private sector industries:
   a. Agriculture
   b. Forestry/Forest Products
   c. Energy Production/Distribution
   d. Waste Management/Utilization
   e. Renewable Energy Technology
   f. Environment and Sustainability

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

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

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

Section 5. Executive Committee. The Executive Committee shall consist of the officers and the members of the Board of Directors. The President shall act as Chair of the Executive Committee, determine the meeting agendas, and preside over Executive Committee meetings. The Executive Committee shall provide direction and guidance to the President in the daily operation of the Council.

Section 6. Audit Committee. The Audit Committee shall consist of three (3) members of the Board of Directors who are not officers of the Council or Board. The Audit Committee shall elect a chair and shall conduct a preliminary audit of the financial records of the Council. Such preliminary audit shall be concluded within forty-five (45) days of the end of each fiscal year and a report make to the full Board at its next meeting. The Audit Committee shall recommend to the Board that a detailed external audit be conducted when it determines such audit would be in the best interests of the Council.
Section 7. Other Committees. Other committees may be appointed by the Chair of the Board of Directors or by the President to provide a mechanism for member participation in the development and implementation of initiatives, programs and activities to further the purposes and goals of MBREC. Eligible members may belong to one or more committees. The committees so formed shall be under the policy supervision of the Board of Directors and all initiatives, programs, activities or other actions taken shall be submitted to the Executive Committee for review and approval.

ARTICLE X: OFFICERS OF MBREC

Section 1. Designation of Officers. The officers of MBREC shall be President, Vice President, Treasurer, Secretary and Immediate Past President. All officers of MBREC must be non-student in good standing as determined by the Nominating Committee in consultation with the Chair of the Bylaws and Credentials Committee. The Board of Directors shall have the power to create such additional offices as may be deemed necessary or appropriate. Qualified members shall be nominated and elected to these newly-created offices at the next annual meeting of MBREC.

Section 2. Election and Terms of Office. All officers shall be elected from the membership of MBREC by its members at the annual meeting of MBREC. In addition to the slate of officers presented by the Nominating Committee, nominations for each office may be made from the floor. Officers shall be elected for a term of two (2) years.

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

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

Section 5. Employee(s). Should the Board of Directors decide that the Council would be better served by a salaried or independently-contracted employee, whether one or
more, whether part-time or full-time, a five member Search Committee shall be formed pursuant to Article IX, Section 7 of these bylaws. Members of the Search Committee may be any qualified corporate or individual member. Search criteria, including remuneration, shall be developed by the committee with the input of the Board. Final approval of the hiring of any salaried or independently-contracted individual for any position shall be by the Board of Directors.

Section 6. Treasurer/Secretary. In addition to employees as described in Article X, Section 5, the Board of Directors may consider a compensated position to carry out the duties of the treasurer and the secretary.

ARTICLE XI: DUTIES OF OFFICERS

Section 1. President. The President shall:

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

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

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

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

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

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

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

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

Section 5. Immediate Past President. The Immediate Past President shall serve as an ex-officio member of the Executive Committee for a period ending upon the completion of his/her successor’s term as President and subsequent assumption of the role of Immediate Vice President.

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

ARTICLE XII: RECEIPT AND EXPENDITURE OF FUNDS AND AUDITS

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

Section 2. Expenditures. All funds expended by MBREC shall be recorded in the books of account and shall be issued by any debit advice typical and approved for the normal
use by the financial institution so approved for use by the Board of Directors. All debits issued against the accounts of MBREC shall be prepared by the Treasurer and signed by such parties as shall be selected by the Board of Directors.

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

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

ARTICLE XIII: AMENDMENTS TO BYLAWS

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

ARTICLE XIV: PARLIAMENTARY RULES

The rules contained in the most current edition of Robert’s Rules of Order, General Henry M. Robert, 1907, shall govern the proceedings of any meetings of the Board of Directors, Committees or Members of MBREC.