

**MISSOURI FOREST RESOURCES ADVISORY COUNCIL
(MoFRAC) By-Laws
January 2008**

A. Council Purpose and Function

Purpose: "MoFRAC exists to facilitate communication among all who are interested in Missouri's forests to assure long-term forest health, productivity and sustainability."

Functions:

- The MoFRAC will serve as a sounding board or in an advisory capacity to agencies and organizations regarding forestry issues (e.g., forestry policies, programs, operations, health, plans, or legislation).
- The MoFRAC members will represent and express the full range of forest benefits and challenges, creating a proactive and productive forum for understanding and addressing forestry issues.
- The MoFRAC may support or sponsor workshops, meetings, tours, conferences or similar functions to promote awareness of forests and forestry issues.
- The MoFRAC may conduct fact-finding research, including surveys of members, landowners, the public or others to gather information and opinions related to forestry issues in Missouri.

B. Council Officers and Organization

Term: All elected officers and committee chairs shall serve a term of one year on a calendar year basis. Election of officers shall occur at a meeting during the fourth quarter of the calendar year.

Chair: The Chair shall be elected annually by simple majority vote of the membership and must be a Council member.

Vice Chair: The Vice Chair shall be elected by a simple majority vote of the membership and must be a Council member. In the event the Chair is unable to fulfill the responsibilities of the position, the Vice Chair will fulfill these responsibilities until such time the Chair resumes duties, or is replaced. The Vice-Chair shall also serve as Parliamentarian.

Secretary: The Secretary shall be elected by simple majority vote of the membership and need not be a Council member. The Secretary shall assure that minutes of meetings are recorded and shall retain records of all meetings and correspondence related to Council meetings and actions.

Committees and Task Forces:

Executive Committee: The Executive Committee shall consist of the Chair, Immediate past-Chair, all elected Council officers, and all standing committee chairs. The Executive Committee shall review all Council rules, resolutions, position statements, and correspondence prior to submission of such documents for adoption by the membership. The Chair of the Council shall serve as the Chair of the Executive Committee.

Nominating Committee: A nominating committee of members in good standing shall be appointed by the Executive Committee to provide a slate of candidates for election. All members are eligible to hold any office. Nominations shall be open to all membership.

Other Committees: The Council may establish other committees, task forces, working groups, or related entities that are necessary to carry out its responsibilities. The Chair, in consultation with the Council, shall appoint the members of these committees, task forces, working groups and related entities. The committees and related entities may include individuals who are not members of the Council, however, the designated chair of any committees or other entities must be a member of the Council. All actions of these appointed committees and other entities shall be simple majority recommendations, proposals, reports, advice or reviews made to the Council. Minority opinions may be included in such reports. No voting or binding actions shall be taken or imposed by these entities except as authorized by the Executive Committee.

Alternates: Council members may designate an alternate to participate in Council meetings and activities in their absence. Alternates must be an employee, agent or affiliate of the Council member entity. Designated alternates may fully participate and vote in place of the official member. Each Council member shall designate to the chair an alternate to serve in his or her absence as soon as practical after being appointed to the Council.

C. Council Membership

Council membership shall be open to any agency, organization, association, foundation, or group who has responsibilities, obligations, authority, interest, or an impact on the forests and related resources in Missouri. Each member entity shall designate one individual as their official representative to the Council. This individual shall be the only voting representative of the member entity. This individual shall be the official member of the Council and expected to attend meetings unless an alternate is designated as provided in Section B of these By-Laws. Multiple individuals of any affiliated entity may attend Council meetings, participate in discussions and activities, serve and participate on Council committees, task forces, and working groups, but the entity's official representative shall be the only voting member of the Council. The Council shall initially be composed of members as listed below:

- State Forester, Missouri Department of Conservation
- Missouri Department of Natural Resources
- Missouri Department of Agriculture
- Missouri Legislative Forestry Caucus
- University of Missouri Extension Forester
- University of Missouri - Forestry Department
- USFS – Northern Research Station Columbia Field Station
- USFS – Mark Twain National Forest, Forest Supervisor
- Natural Resources Conservation Service
- Missouri Consulting Foresters Association
- Missouri Tree Farm Committee
- Missouri Society of American Foresters
- Conservation Federation of Missouri
- Missouri Forest Products Association
- The Nature Conservancy
- Sierra Club
- Pioneer Forest (L.A.D. Foundation)
- Missouri Farm Bureau
- Eastern Ozarks Forestry Council
- RC&D Council representative (SW, Top of the Ozarks or Big Springs)
- Farm Services Agency
- DOD – Ft. Leonard Wood staff forester
- Missouri Community Forestry Council
- Missouri Coalition for the Environment
- Missouri Department of Economic Development
- University of Missouri Center for Agroforestry
- Walnut Council
- National Association of Consulting Foresters
- Missouri Association of Soil and Water Conservation Districts
- National Wild Turkey Federation
- Ruffed Grouse Society
- USDA APHIS PPQ

Council membership may be expanded to additional entities. Such entities shall submit a formal request for membership to the Council. Votes for acceptance of new entities into Council membership shall be held at a regularly scheduled meeting of the Council and the vote shall be included as an agenda item. A vote for acceptance by a 2/3 majority of a quorum at the meeting shall determine new member entities.

D. Council Member Attendance and Conduct

Council members, officers, and affiliates have a duty to attend meetings and to act in good faith and with complete accuracy, candor, truthfulness and disclosure in all

formal or informal discussions, communications or related actions towards members, officers or agents of the Council. Excessive absences or unprofessional conduct of an individual member or an affiliated member entity shall be reported to the chair. The chair shall appoint a committee to review the absences or alleged inappropriate actions and make recommendations to the Council related to that member's continued participation on the Council. A 2/3 majority vote of a quorum of members is required to remove a member or affiliated member entity from the Council.

E. Council Meetings

Frequency and Location: The Council shall meet upon the call of the chair as agreed by the Executive Committee or as requested by a majority of Council members. The chair shall determine the location and specific times for Council meetings. Meetings shall be held at least semi-annually. Meetings may be held at locations throughout the state. Conference calls or video-conference meetings will be allowed only if a record of the meeting is documented and made available to the public on the website or by written request. Face-to-face, phone, electronic or written communications between individual Council members outside of meetings or official functions will not be subject to documentation, recording or public accessibility requirements.

Notices: Notices of all planned meetings of the Council shall be conspicuously posted in the offices of Council members and on the Internet at least 10 calendar days prior to a planned meeting. Meetings of committees, task forces, working groups, or other entities will not be subject to these public accessibility requirements, however, public accessibility is strongly encouraged whenever possible. The Council, by simple majority vote, may require certain meetings, workings or actions of committees or other entities to be open and accessible to the public. If the Council designates such committee or other entity meetings to be open to the public, the designated meetings shall follow the same requirements for public notice and accessibility as the Council meetings as outlined in Section E of these By-Laws.

Agendas: The Chair shall establish the agenda for Council meetings. The chair shall provide an opportunity to obtain Council member input at each meeting regarding the substance of future Council agendas. The meeting agenda shall be mailed or emailed to members and other interested persons or organizations at least 10 calendar days prior to the planned meeting. The proposed meeting agenda shall also be posted on the Internet at least 10 calendar days prior to the meeting. With consent of a simple majority of all members present, the agenda may be modified the day of the Council meeting.

Accessibility by Public: Meetings of the Council shall be held at facilities that are readily accessible by the public. All Council meetings shall be open to the public. The chair shall designate a time during each meeting for purposes of seeking input

from the public. The Council may hold public information meetings expressly for purposes of obtaining information from or providing information to the public.

F. Council Procedures

Council Decisions: All formal actions of the Council shall be made at open public meetings. A simple majority vote of the Council is needed to take formal action. The Council shall not vote without having a quorum of its voting members in attendance. A quorum shall be defined as one-half of the Council's members.

Parliamentary Procedures: Except as specifically provided under these By-Laws, the most current version of *Roberts Rules of Order Revised* shall govern any issue of procedure that arises before the Council.

Record of Decision: The Council shall use meeting minutes or resolutions to transmit a record of its formal actions. Upon adoption, copies of the resolutions shall be sent to affected persons and organizations including all Council members. Resolutions shall be kept on file at the offices of the Council Chair and the Secretary and be made available to the public upon request.

Record of Meetings: Full and accurate minutes shall be kept of all Council meetings. The minutes shall record all members and guests in attendance, and all formal actions of the Council, including a record of Council voting. Minutes shall be kept on file at the office of the Council Chair and the Secretary and be made available to the public upon request.

Sponsored Events: The Council may sponsor or support meetings, workshops, seminars, conferences or related forums as deemed appropriate and relevant to the purposes of the Council.

G. Council Communications

Internal Communications: A roster of all Council members containing mailing addresses, e-mail addresses and telephone numbers shall be created and maintained by the Secretary. (Electronic communications are strongly encouraged to facilitate discussions and reduce mailing costs). Written Council communications outside of formal meetings shall be conducted by e-mail whenever possible. Members without e-mail access shall be mailed copies of all written communications related to specific Council actions. All written communications not appropriate for e-mail shall be mailed to all members.

External Communications: A web-site for the Council shall be created and maintained by the Council. Site hosting, web-support and any related expenses shall be provided by one or more member entity(ies). The web-site shall contain the names and contact information for all members as approved and provided by them; a copy of the Council Charter, By-Laws, and other information related to the

operations of the Council; notices of up-coming meetings including the proposed agenda, time and location; minutes of past meetings; and reports of committees, task forces and working groups. The site may also include links to each member's agency, organization, association or group as approved and provided by the member and appropriate for the hosting agency's site. Meeting notices shall be posted at the offices of each member and on the web-site at least 10 calendar days prior to the meeting. The office of the Chair shall serve as the official mailing address for the Council.

H. Council Support

Unless otherwise directed by the Council, the State Forester and other member entities shall provide the support staff necessary to assist the Council and its Committees in the completion of their operations.

I. Council Finances

Council Income: The Council shall not collect, receive, hold or disburse any funds. No membership fee or assessment shall be charged or collected by the Council. Furthermore, the Council shall not establish or maintain any monetary account for the purpose of obtaining, holding or disbursing funds. The Council may, however, by simple majority vote, provide written support to a member agency, organization, association or group to assist their efforts in acquiring a donation, grant, or other financial support, as deemed appropriate and consistent with the purposes of the Council.

Council Expenses: Any funds necessary for support of the Council and its activities shall be provided by member entities as appropriated or authorized, and following their respective organizational purchasing guidelines and procedures. Actions supported by such funds must be approved by a simple majority vote of the membership or as approved by the Executive Committee.

Member Expenses: Each member agency, organization, association, or group shall be responsible for the expenses of their respective staff who participate in Council meetings or activities. Any necessary and approved expenses, for non-affiliated members such as forest landowner representatives or invited guests, may be paid by member entity(ies) following their respective Organization's established policy and procedures.

J. Adoption and Revision of By-Laws

These By-Laws shall be accepted upon approval by a 2/3 majority vote of a quorum of the members. Similarly, revisions shall also require a 2/3 majority vote of a quorum of the members and shall be provided to all members and posted on the website a minimum of 20 days before the meeting at which such revision(s) will be voted upon.