

1 **Mississippi Biomass and Renewable Energy Council, Inc.**
2 **Bylaws**
3 *“The voice of biomass and renewable energy in Mississippi”*
4 **Revised: March 2012**
5

6 **ARTICLE I: NAME**

7 The name of this organization shall be “Mississippi Biomass and Renewable Energy
8 Council, Inc.” hereinafter “MBREC”.

9 **ARTICLE II: PURPOSE**

10 The purposes of MBREC are to practice Information, Innovation and Industrialization
11 through:

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

18 **ARTICLE III: OFFICES**

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

22 **ARTICLE IV: DEFINITIONS**

23 For the purposes of these Bylaws:

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

30 b. The term “biomass energy” shall mean energy in any form, such as heat, steam, hot

31 water, electricity, or liquid or solid fuels derived from biomass.

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

34 d. The term “bio-products” shall include physical objects such as, but not limited to,
35 boards, pellets and briquettes derived from biomass.

36 **ARTICLE V: MEMBERSHIP**

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

38 a. Major Corporate

39 b. Non-Profit

40 c. Government

41 d. Municipality

42 e. Small Business

43 f. Individual

44 g. Student

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

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

56 **Section 4. Individual Membership.** The individual membership is open to all individual
57 persons who actively participate in the promotion, use and policy development of

58 biomass and renewable energy technologies. Individual members shall be included in
59 the voting and program/policy decision making body of MBREC and are eligible to serve
60 as officers, committee members or on the Board of Directors.

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

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

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

78 a. Corporate

79 b. Individual

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

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

84 **Section 10. Termination.** Membership may be terminated by the Board of Directors in

85 the event of any action on the part of the member adverse to the best interests of MBREC
86 or not in accordance with its purposes. Before such termination, the Board of Directors
87 shall give the member an opportunity to be heard at a meeting of the Board of Directions.

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

94 **ARTICLE VI: MEETINGS OF MEMBERS**

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

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

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

112 **Section 4. Quorum.** A minimum of fifty-one percent (51%) of the members qualified
113 To vote is required to be present to constitute a quorum for the transaction of MREC
114 business.

115 **ARTICLE VII: VOTING BY MEMBERS**

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

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

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

125 **ARTICLE VIII: BOARD OF DIRECTORS**

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

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

132 **Section 3. Election of Directors.** The Chair of the Nominating Committee shall present
133 nominees for election during the annual meeting of MBREC. At the time the nominations
134 are presented, the presiding officer at the annual meeting must call for nominations from
135 the floor. Before voting, all nominees shall be certified by the Chair of the Nominating
136 Committee, after consultation with the Chair of the Bylaws and Credentials
137 Committee, as meeting the requirements of Article IX, Section 2.a. of these bylaws and
138 shall be a qualified member in good standing. The nominees for each directorship

139 receiving the highest number of votes in the first ballot shall be declared elected. Each
140 eligible voting member shall be entitled to one vote for each directorship to be elected.
141 Election of an entire slate of nominees can proceed if a motion from the floor is approved
142 and no directorship is contested

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

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

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

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

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

165 **Section 9. Regular Meetings.** Regular meetings of the Board of Directors shall be held

166 as provided by resolution of the Board of Directors.

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

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

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

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

182 **Section 14. Vacancies.** In the event of any vacancy on the Board of Directors, whether
183 from death, resignation or removal, the Board of Directors may fill such vacancy by
184 election held at the next regular or special meeting of the Board of Directors, provided
185 the elected director must fulfill the requirements of Article IX Section2 a. of these
186 bylaws. The Director so elected shall serve until the next annual meeting of MBREC, at
187 which time the vacancy will be filled in accordance with Section 3 of this Article and the
188 elected director will serve out the balance of the unexpired term.

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

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

193 **Section 1. General Powers.** Where appropriate, the Chair of the Board of Directors of

194 the President of MBREC, with the approval of the Executive Committee, shall appoint
195 members of the standing committees or additional committees as may be deemed
196 necessary to carry out the business of MBREC.

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

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

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

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

221 **Section 3. Bylaws and Credentials Committee.** The Bylaws and Credentials Committee

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

229 **Section 4. Membership Committee.** The Vice Chair of the Board of Directors shall
230 serve as the Chair of the Membership Committee. The Membership Committee shall
231 consist of the Vice Chair of the Board of Directors and four (4) Area Representatives.

232 Each Area Representative shall be a non-student member of MBREC. One Area
233 Resident shall be selected by the Vice Chair of the Board of Directors to represent each
234 of the four (4) Congressional Districts of the state. Area Representatives shall reside in
235 the Congressional Districts represented by such person and have the responsibility for
236 promoting MBREC membership in the area represented.

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

242 **Section 6. Audit Committee.** The Audit Committee shall consist of three (3) members
243 of the Board of Directors who are not officers of the Council or Board. The Audit
244 Committee shall elect a chair and shall conduct a preliminary audit of the financial
245 records of the Council. Such preliminary audit shall be concluded within forty-five (45)
246 days of the end of each fiscal year and a report make to the full Board at its next meeting.
247 The Audit Committee shall recommend to the Board that a detailed external audit be
248 conducted when it determines such audit would be in the best interests of the Council.

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

256 **ARTICLE X: OFFICERS OF MBREC**

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

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

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

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

274 **Section 5. Employee(s).** Should the Board of Directors decide that the Council would
275 be better served by a salaried or independently-contracted employee, whether one or

276 more, whether part-time or full-time, a five member Search Committee shall be formed
277 pursuant to Article IX, Section 7 of these bylaws. Members of the Search Committee
278 may be any qualified corporate or individual member. Search criteria, including
279 remuneration, shall be developed by the committee with the input of the Board. Final
280 approval of the hiring of any salaried or independently-contracted individual for any
281 position shall be by the Board of Directors.

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

285 **ARTICLE XI: DUTIES OF OFFICERS**

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

- 287 a. be the senior officer of MBREC and be responsible to the Board of Directors for
288 implementing its policies.
- 289 b. supervise and direct the activities of other officers, employees and contractors of
290 MBREC.
- 291 c. be responsible for and direct the collecting, budgeting, safekeeping, accounting and
292 expenditure of funds for MBREC; for the execution and performance of all contracts to
293 which MBREC will become a party; for all communications of MBREC, including
294 liaison with other organizations, associations, government agencies, public and private
295 institutions, the press and the public-at-large; for the administration of program activities
296 of MBREC and for the supervision of independent contractors that may be employed by
297 MBREC.
- 298 d. make a full report of the affairs and activities of MBREC at its annual meeting and
299 provide such interim reports to the Board of directors as may be requested.
- 300 e. serve as an ex-officio member of the Board of Directors and all committees of
301 MBREC.

302 **Section 2. Vice President.** The Vice President shall preside at meetings in the absence of
303 the President and shall perform other duties as may be assigned by the President. The

304 Vice President will also serve as Chair of the Conference Committee.

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

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

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

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

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

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

329 **Section 2. Expenditures.** All funds expended by MBREC shall be recorded in the books
330 of account and shall be issued by any debit advice typical and approved for the normal

331 use by the financial institution so approved for use by the Board of Directors. All debits
332 issued against the accounts of MBREC shall be prepared by the Treasurer and signed by
333 such parties as shall be selected by the Board of Directors.

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

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

341 **ARTICLE XIII: AMENDMENTS TO BYLAWS**

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

346 **ARTICLE XIV: PARLIAMENTARY RULES**

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