

**BYLAWS
OF
GREAT PLAINS FIRE SAFE COUNCIL**

**ARTICLE I
NAME**

The name of the corporation shall be "Great Plains Fire Safe Council", and it is sometimes referred to in these by-laws as "GPFSC", corporation or council.

**ARTICLE II
PURPOSE AND ACTIVITIES**

Section 1. Purpose. Great Plains Fire Safe Council is a public benefit corporation whose purpose is to preserve and enhance the Great Plain's manmade and natural resources by providing education, leadership and support for all citizens to protect their homes, communities and environment from wildfires.

Section 2. Activities. The corporation is organized not for profit under SDCL - 47 - 22 to receive and administer funds exclusively for charitable, educational, and scientific purposes. It will engage in projects, undertakings, studies and other activities, alone or in cooperation or coordination with government entities, civic bodies, and other groups, corporations, and individuals; to aid, assist, and foster the achievement and maintenance of firesafe conditions in the Great Plains region and to that end may:

1. Provide leadership for and coordinating Fire Safe activities in the Great Plains region;
2. Encourage the formation of local and/or regional Fire Safe Councils;
3. Provide those councils with needed technical resources and assist them in obtaining necessary financial resources;
4. Provide assistance, information and education on Fire Safe principles and practices;
5. Create, publish, and disseminate relevant public interest educational materials;
6. Conduct public interest educational and community programs;
7. Encourage and participate in the preparation of surveys, studies, plans, and recommendations relative to the coordination of available resources to reduce fuel and fire hazards and improve public safety;
8. Encourage and facilitate community and public participation in developing, implementing, monitoring, and evaluating Fire Safe programs and activities;
9. Serve as a bridge between communities and the regional and national interests and policy makers whose activities affect the successful implementation of Fire Safe activities
10. Cooperate and network with similar organizations elsewhere;
11. Take, accept, hold and acquire by bequest, devise, gift, purchase, loan, or lease any property, real, personal, or mixed, whether tangible or intangible, without limitation as to kind, amount, or value;
12. Sell, convey, lease, or make loans, grants, or pledges of any property or any interest therein or proceeds therefrom and invest and reinvest the principal thereof and receipts therefrom, if any;
13. Make contracts and incur liabilities, apply for and receive grants of money or other property, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
14. Guarantee the undertakings, contracts, or performance of others;
15. Sue or be sued, complain and defend, in its corporate name;
16. Employ staff, consultants, or contractors to assist in carrying out the activities of the corporation;

17. Carry on any of the foregoing activities or purposes either directly or as agent for or with other persons, associations, or corporations;
18. Carry on any activity and deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation, except such limitation, if any as may be contained in the instrument under which such property is received, the Certification of Incorporation, the by-laws of the corporation or any other such limitations as are prescribed by law, provided that no activity shall be carried on which is not permitted to be carried on by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, and that not substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office, and provided further that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it; and
19. Have and exercise all the powers necessary or convenient to effect any or all of its purposes and to have and exercise all powers granted nonprofit corporations by the laws of the State of South Dakota.

ARTICLE III **MEMBERS**

Section 1. Membership. Membership in the corporation shall consist of general membership, with such qualifications and benefits as the council may from time to time determine.

A. Membership. The membership shall be comprised of local Fire Safe Councils or equivalent organizations, fire departments, local governments, businesses, nonprofit groups, agencies, and other organizations or individuals who support the purpose and activities of Great Plains Fire Safe Council.

1. Qualifications. Any individual or organization may become a Member of the GPFSC upon
 - (a) Submission to the Great Plains Fire Safe Council a membership form provided by the GPFSC.
 - (b) Compliance with any other requirements as the council may determine from time to time.
 - (c) Acceptance of the applicant by the membership.
2. Voting Rights. Members shall have one (1) vote each.

Section 2. Authority of the membership. The corporation shall be governed by the membership which shall have authority to set and implement policy and otherwise conduct all business of the GPFSC in furtherance of the purposes as set forth in Article II.

Section 3. Resignation of Members. Any member of the council may resign at any time.

ARTICLE IV **MEETINGS OF THE CORPORATION**

Section 1. Council Meetings. The council shall meet not less frequently than four (4) times annually for regular meetings. If a further meeting of the council is scheduled at a council meeting, and the date, time

and place for such future meeting is announced, such future meeting may be held without further notice. The date, time and place of meetings also shall be posted on the GPFSC website, if any. If a further meeting has not been scheduled at a council meeting, notice of the next meeting shall be given at least ten (10) days prior to such meeting. The meeting will also provide an opportunity for members to ask questions, share ideas, and offer suggestions regarding the furtherance of the purposes of the corporation.

Section 2. Special Meetings. Special meetings of the council may be called by the president or the vice president in the president's absence. At least ten (10) days' notice of the time, place and purpose of special meetings shall be given to the membership. The notice may be posted on the Corporation's website.

Section 3. Quorums. A quorum at a regular or special meeting of the Council shall consist of at least five (5) members.

Section 4. Voting. All Members of the GPFSC shall be entitled to vote. Provided a quorum is present, and unless otherwise provided in these by-laws, a simple majority vote shall decide an issue at any meeting of the GPFSC. Except as otherwise provided herein, all resolutions, appointments, appropriations, or other acts of the council shall be by a majority of those present and constituting a quorum of the council.

Section 5. Conduct of Meetings. Meetings shall be governed by the most recent edition of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these by-laws, with the Articles of Incorporation of this GPFSC, or with provisions of law.

Section 6. Compensation. Members shall serve without compensation. However, they may receive reimbursement for actual and necessary expenses incurred as the council may from time to time determine.

ARTICLE V OFFICERS

Section 1. Officers of the Corporation. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The council may, at its discretion, combine the offices of secretary and treasurer. Each officer must be a member of the corporation. The council may elect other officers for such terms as they see fit and fill any vacancies among the officers at any meeting of the council.

Section 2. Qualification, Election and Term of Office. The president, vice president, secretary and treasurer shall be elected by a majority of the members present and constituting a quorum at the first meeting of the year. Each officer so elected shall serve a term of three (3) years, or until his or her successor is duly elected and qualified, except in the case of his or her earlier death, or resignation.

Section 3. Resignation. An officer may resign at any time by delivering notice to the council. Unless otherwise specified, the resignation shall be effective the date of the signature thereon.

Section 4. Removal. All officers, whether elected or appointed, may be removed at any time by order of the council, as a result of at least two-thirds (2/3) of all members voting in favor of such removal.

Section 5. Replacement. Any vacancies caused by the death, resignation, or otherwise, of any officer shall be filled by the council. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the council shall fill the vacancy.

Section 6. President. The president or, in his or her absence, the vice president shall preside at all meetings of the Council and of the executive committee and shall sign, or countersign, all contracts or other instruments made on behalf of the corporation, as authorized by the council. He or she shall make reports

to the members and perform all such other duties as are incident to his or her office or are properly required of him or her by the council.

Section 7. Vice President. The vice president shall, when the president is absent, preside at meetings of the council and the executive committee, and shall perform all other duties as are incident to his or her office or are properly required of him or her by the council.

Section 8. Secretary. The secretary, or designee shall give notice of all regular and special meetings of the council for which notice is required, shall keep the minutes and attendance of the proceedings of the council, shall maintain and have charge of the general records of the corporation, shall maintain a current list of the membership of the corporation, and shall perform all other duties as are incident to his or her office or are properly required of him or her by the council.

Section 9. Treasurer. The treasurer, or designee shall keep an active and accurate account of all money received by and expended for the use of the corporation. He or she shall be responsible for the safeguarding of all funds received by the corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the council. He or she shall be required to make financial reports to the council at all regularly scheduled meetings. His or her financial records shall at all times be open to inspection by the council. He or she shall sign or countersign such instruments as require his or her signature, and shall perform all other duties as are incident to his or her office or are properly required of him or her by the council.

Section 10. Administrative Assistant. The council, upon approval of the majority of the members present at a regularly scheduled meeting may hire or contract for an administrative assistant to administer and direct the affairs of the GPFSC. The administrative assistant shall report to the council or to the executive committee when the council is not in session. The term or period of employment of the administrative assistant shall be designated by the council. The administrative assistant, with the president, shall sign such instruments as require such signature, and shall keep such records, prepare such reports and perform such other duties as are properly required of him or her by the council. Under the direction of the treasurer, he or she shall maintain custody of all the monies and securities of the corporation and shall keep regular books of account and balance the same each month. Under the direction of the secretary, the administrative assistant shall conduct all official correspondence, preserve all documents and communications, and maintain an accurate record of the proceedings of the council and all committees, task groups, and advisory boards. In coordination with the council, the administrative assistant shall employ, supervise, and dismiss employees within the budget's limitations. At the termination or expiration of his or her employment, he or she shall deliver to the council all books, papers, and property of the corporation in his or her custody. The compensation of the administrative assistant shall be fixed by the Council.

ARTICLE VI

SPECIAL COMMITTEES

Section 1. Executive Committee.

The council may, by a majority vote of members, designate three (3) or more of its members (who may also be serving as officers of the GPFSC), to constitute an executive committee and delegate to such committee any of the powers and authority of the council except:

1. The approval of any action which, under law or the provisions of these by-laws, requires the approval of a majority of all the members;
2. The filling of vacancies on the council or any committee which has any authority of the council;
3. The amendment or repeal of Bylaws or the adoption of new by-laws.

By a majority vote of its members then in office, the council may at any time revoke or modify any or all of the authority so delegated, increase or decrease the number of the members of the executive committee, but not to a number less than three (3), and fill vacancies therein from the members of the council. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the GPFSC records, and report to the council from time to time as the council may require.

Section 2. Other Committees, Subcommittees, and Advisory Bodies. The president, by and with the approval of the council, may create such other committees, subcommittees, and advisory bodies as he or she shall deem necessary to facilitate the work of the corporation. The president shall be *ex officio* member of all committees, subcommittees, and advisory bodies. All committees, subcommittees, and advisory bodies shall be subject to and governed by these by-laws. The president, in consultation with the council, shall appoint all committee, subcommittee, and advisory body chairpersons.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall be from the first day of July to the thirtieth day of June.

Section 2. Addresses and Notification. Each member of the corporation shall furnish the treasurer with his or her official address. The sending of any notice to the last known official address shall be deemed service of such notice or notices upon him or her as of the date of the mailing.

Section 3. Bonding. The administrative assistant shall be bonded as deemed necessary by the council.

Section 4. Indemnification. The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a member or officer of the GPFSC from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been a member or officer of the GPFSC, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such member or officer, and shall reimburse each person for all legal or other expenses reasonably incurred by him or her in connection with such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her willful or criminal misconduct.

The rights accruing to any person under the foregoing provisions of this article shall not exclude any other right to which he or she may be entitled, nor shall anything herein contained restrict the right of the GPFSC to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The GPFSC, its members, officers, employees, and agents shall be fully protected in taking any action or making any payment under this Article VII, or in refusing to do so, in reliance upon the advice of counsel.

ARTICLE VIII

AMENDMENTS

These by-laws may be amended by having one reading at two consecutive meetings and having two-thirds (2/3) affirmative vote of those Members voting at the meetings of the corporation. The text of the proposed amendments shall be provided to the membership with the notice of the meeting.

Adopted: 12/10/2009,

Amended: 11/18/2016,

Roby Mattox
Robert Mallow