



**CONSTITUTION and BY-LAWS**  
**of the**  
**MISSISSIPPI INTERSTATE COOPERATIVE RESOURCE ASSOCIATION**  
**(Adopted 11/7/03; Revised April 2010)**

# CONSTITUTION

## **Preamble**

The conservation agencies of twenty-eight (28) states; encompassing the waters and drainages of the Mississippi River and its tributaries, the U.S. Fish and Wildlife Service, Tennessee Valley Authority, Chippewa Cree Tribe, Chickasaw Nation Agency, Bureau of Reclamation, and the U.S. Geological Survey; have entered into an agreement, the Mississippi Interstate Cooperative Resource Agreement (Agreement), to facilitate cooperative management of these resources. Parties to the Agreement formed an Association (i.e., partnership organization) that meets periodically to facilitate discussion, establishment of cooperative projects, and policy development between the states or between the states and the federal agencies and other entities. The Association is operated and controlled by representatives of state and federal government agencies acting in their official capacities.

The following Articles of this Constitution describe, define, and delineate the Association's organizational structure and functions, as well as the roles of agencies and entities signatory to the Agreement.

## **Article I - Name**

The agencies and entities signatory to the Agreement shall be called the Mississippi Interstate Cooperative Resource Association, hereafter referred to as MICRA.

## **Article II - Mission and Goals**

The MICRA Mission shall be to improve the conservation, development, management, productivity and utilization of interjurisdictional fishery resources (including freshwater mussels) in the Mississippi River Basin.

## **Article III - Relationship to Others**

In recognition of the several existing compacts, committees, commissions, and councils coordinating activities on the Mississippi River and its tributaries, MICRA shall recognize and embrace these existing groups in a manner that will honor their long standing status and missions while at the same time, striving to join together all those agencies and entities that have jurisdiction and responsibilities for the Mississippi River Basin's fishery resources.

## **Article IV - Membership, Meetings, and Dues**

- 1) Membership shall consist of voting and non-voting delegates.
  - a. Each state and federal agency who is a signed party to the Agreement will be represented on MICRA by one voting delegate.
  - b. Parties to the Agreement that are not associated with a state or federal government agency will be represented on MICRA by one non-voting delegate.
  - c. New association members may be added with the approval of a 3/4 majority of MICRA voting delegates.
- 2) Delegates appointed by members will have a knowledge of and interest in riverine resources and authority to make decisions on behalf of the represented member agency or entity within the constraints of policies and financial limitations of the respective agency or entity.
- 3) Annual MICRA meetings may be held at a time and place determined by the Chairperson in consultation with the Executive Board. Special meetings may be called at the request of a majority of the members, or by the Chairperson.
- 4) Funding for MICRA's administration, coordination activities, and cooperative projects will be sought from a variety of sources, including voluntary membership dues. Payment of dues will not, however, be a condition of membership. An annual contribution of \$1,500 by each State agency and \$5,000 by each Federal agency is, however, recommended.
- 5) If the Association is dissolved, its assets will be distributed among the state and federal agency members who contributed annual dues. The distribution of assets will be in proportion with the members' level and frequency of contributions to the Association.

## **Article V - Officers, Executive Board, Committees and Sub Committees**

- 1) MICRA officers shall include a Chairperson and a Chairperson-Elect.

Officers shall be elected from among state and federal agency members to serve two-year terms by a simple majority of vote of MICRA delegates. A candidate for Chairperson-Elect will be nominated during odd numbered years by one of the sub-basin organizations comprising the Executive Board, or anytime the position is vacated. Responsibility for nominating a candidate for Chairperson-Elect will be rotated among the sub-basin organizations comprising the Executive Board. Two-year terms of office for the incoming Chairperson and Chair-Elect shall begin on

January 1 of even years (e.g., January 1, 2010 through December 31, 2011). The Chairperson-Elect will automatically accede to the office of Chairperson upon completion of his/her term or to fill an unexpired vacant term of the Chairperson.

2) The Executive Board shall consist of:

a. One State agency member from each of the following sub-basin groups:

- Upper Mississippi River Conservation Committee (UMRCC),
- Lower Mississippi River Conservation Committee (LMRCC),
- Missouri River Natural Resources Committee (MRNRC),
- Ohio River Fish Management Team (ORFMT),
- Arkansas River Conservation Committee (ARCC),
- Tennessee River Fish Management Group (TRFMG),

Sub-basin representatives shall be appointed by their six respective sub-basin groups. In the absence of a sub-basin group appointment, the respective MICRA sub-basin delegates will appoint a sub-basin representative. The Chairperson-Elect may also serve as a sub-basin representative on the Executive Board if appointed to serve in that capacity by the respective sub-basin.

b. Two members representing different Federal agencies.

MICRA delegates shall elect by a simple majority vote, two federal agencies to serve on the Executive Board for concurrent 5-year terms. Federal agencies may be elected to serve consecutive terms on the Executive Board. The elected agencies will be asked to appoint a representative to the Executive Board.

c. The MICRA Chairperson and Coordinator will serve as non-voting Executive Board members.

- 3) The Executive Board will advise the Chairperson and oversee MICRA's general business. The Chairperson and Chairperson-Elect shall serve the needs of the Executive Board.
- 4) The Executive Board will meet at least once annually at a time and place selected by the Chairman in consultation with Executive Board members.
- 5) The U.S. Fish and Wildlife Service will appoint a Coordinator/Executive Secretary, with approval of the Executive Board, to assist in forwarding MICRA's goals and objectives.
- 6) Technical Committees may be established by a simple majority vote of MICRA delegates or by consensus of the Executive Board to carry out specific continuing

assignments. Technical Committees will be terminated or considered inactive by consensus of the Executive Board.

- 7) The Chairperson is authorized to appoint Ad Hoc Subcommittees to carry out specific short-term assignments. The Chairperson will terminate the sub-committee upon completion of the assigned task.

## **Article VI - Procedures**

- 1) Roberts Rules of Order shall guide the conduct of all MICRA and Executive Board meetings.
- 2) Motions and seconds may be made only by Delegates.
- 3) The presence of seventeen Delegates shall constitute a quorum at the MICRA meetings. Votes may be conducted through mail ballot, e-mail, or teleconference. Seventeen actively voting members will constitute a quorum for conducting MICRA business through mail ballot, e-mail, or teleconference. A simple majority is required for approval of general business matters. A supporting 3/4 majority of the voting members is required on resolutions, policy or position statements.
- 4) A quorum of an Executive Board meeting will be six (6) voting Executive Board members. The Executive Board may pass resolutions or adopt policy and position statements for MICRA only through a consensus vote of the Executive Board. The Executive Board may elevate any action item, position statement or policy position deemed appropriate to the full MICRA membership for a vote.
- 5) The MICRA Constitution and By-Laws may be amended by a 3/4 majority vote of all MICRA members.
- 6) Delegates may assign their vote to alternates by informing the Chairperson prior to any meeting of their intention to do so.
- 7) Resolutions, policy and position statements must be distributed to the Executive Board and/or MICRA members at least 30 days prior to a vote.

## **Article VII - Support of State Positions and Consensus Decisions**

MICRA will be supportive of State positions, or at least neutral to issues that could significantly affect a member State. MICRA will strive to operate under consensus in undertaking projects affecting resources under the jurisdiction of any member State or entity.

## BY-LAWS

### 1. Duties and Responsibilities of Officers

a. Chairperson - The MICRA Chairperson speaks for and is responsible for MICRA business, makes appointments to MICRA Committees, and exercises such other functions as may be determined from time to time by member actions. The Chairperson shall preside at Executive Board and MICRA meetings. Upon taking office, the Chairperson shall appoint individuals to serve concurrent terms as Chairperson of each of MICRA's Technical Committees, or as needed to fill a vacancy during the term of office. Technical Committee chairs can be re-appointed to serve concurrent terms.

b. Chairperson-Elect - The MICRA Chairperson-Elect shall assume the duties of the Chairperson in the Chairperson's absence or inability to act. The Chairperson-Elect shall be prepared to take over duties of the Chairperson when acceding to that office, or in the Chairperson's absence, including appointments to Ad-Hoc Subcommittees.

c. Coordinator/Executive Secretary - The Coordinator/ Executive Secretary shall assist the Chairperson and other officers and members in furthering MICRA goals and objectives, coordinating activities among members and with other agencies, entities and the public, as directed. The Coordinator/Executive Secretary's responsibilities shall include:

- serving as MICRA administrative secretary and conducting MICRA's day to day business;
- maintaining permanent administrative records of all MICRA activities and other publications;
- preparing a newsletter containing current information about MICRA activities and other matters of importance in furthering MICRA goals and objectives;
- facilitating development and maintenance of a comprehensive strategic plan for management of interjurisdictional fishery resources of the Mississippi River Basin, and other plans as deemed important by MICRA;
- preparing minutes of MICRA meetings;
- preparing an annual budget;
- maintaining a membership roster;
- hiring and supervising other staff, as directed by the Executive Board; and
- serving as the Chairperson's representative at meetings, conferences, hearings, and other appearances to further MICRA's purposes. Statements presented at legislative hearings must have been approved by the Executive Board or MICRA membership.

## **2. Responsibilities of Delegates, the Executive Board, and Subcommittees**

- a. Delegates - Delegates or their designates are expected to meet at least once annually to conduct MICRA business.
- b. Executive Board - The Executive Board shall oversee MICRA operations. Meetings will be called on an "as needed" basis. A full report of Executive Board actions will be made available to MICRA by the Chairperson. The Executive Board shall be responsible for supervising activities of the Coordinator/Executive Secretary, in cooperation with the U.S. Fish and Wildlife Service.
- c. Technical Committees - Technical committees shall develop technical information, develop management strategies and plans, develop research proposals, and assist in coordination and implementation of cooperative research and management projects at the direction and approval of the Executive Board. Committee chairpersons shall be responsible for guiding technical committee work and activity, including the appointment of ad hoc or subcommittees assigned to address various technical committee issues. Technical Committee chairs may be requested to attend periodic Executive Board meetings.

## **3. Order of Business**

The order of business at Annual MICRA Meetings shall include, but shall not be limited to:

- a. Call to order by the Chairperson
- b. Roll call and determination of quorum
- c. Approval of minutes of previous meeting
- d. Report of Chairperson on MICRA actions
- e. Report of the Coordinator/Executive Secretary
- f. Reports of Technical committees and AdHoc Subcommittees
- g. Other old business
- h. New business
- i. Nominations for new officers and Executive Board members
- i. Installation of new officers
- j. Appointment of committees, as appropriate
- k. Adjournment

## **4. Audit of Financial Accounts and Records**

The Chairperson, acting on behalf of the Association, will conduct an audit of MICRA's financial accounts and records at a minimum of every five (5) years, or at the discretion of the Association.

## 5. Adoption of the Constitution and By-Laws

We the undersigned delegates of the Mississippi Interstate Cooperative Resource Association, do hereby agree to and adopt this Constitution and By-Laws (votes were tabulated via email):

Stan Cook, Alabama Department of Conservation & Natural Resources  
Mark Oliver, Arkansas Game and Fish Commission  
\* Greg Gerlich, Colorado Division of Wildlife  
\* Wayne Probst, Georgia Department of Natural Resources  
Steve Pallo, Illinois Department of Natural Resources  
Bill James, Indiana Department of Natural Resources  
Joe Larscheid, Iowa Department of Natural Resources  
Doug Nygren, Kansas Department of Wildlife & Parks  
Ron Brooks, Kentucky Department of Fish & Wildlife Resources  
Gary Tilyou, Louisiana Department of Wildlife & Fish  
Dirk Peterson, Minnesota Department of Natural Resources  
\* Ron Garavelli, Mississippi Department of Wildlife, Fisheries, and Parks  
Bill Turner, Missouri Department of Conservation  
\* Bruce Rich, Montana Department of Fish, Wildlife, and Parks  
Don Gabelhouse, Nebraska Game & Parks Commission  
Doug Stang, New York Department of Environmental Conservation  
Bob Curry, North Carolina Wildlife Resources Commission  
Greg Power, North Dakota Game & Fish Department  
Ray Petering, Ohio Department of Natural Resources  
Barry Bolton, Oklahoma Department of Wildlife Conservation  
Sue Thompson, Pennsylvania Fish and Boat Commission  
John Lott, South Dakota Game, Fish & Parks Department  
Bill Reeves, Tennessee Wildlife Resources Agency  
Bob Betsill, Texas Parks and Wildlife Department  
\* Gary Martel, Virginia Department of Game & Inland Fisheries  
Chris O'Bara, West Virginia Division of Natural Resources  
Mike Staggs, Wisconsin Department of Natural Resources  
Mike Stone, Wyoming Game and Fish Department  
Mike Jawson, U.S. Geological Survey, Biological Resources Division  
Mike Weimer, U.S. Fish and Wildlife Service, Region 3 Fisheries Program

\* Did not vote on the revised By-Laws