



**CONSTITUTION and BY-LAWS**  
**of the**  
**MISSISSIPPI INTERSTATE COOPERATIVE RESOURCE ASSOCIATION**  
**(Revised February 2024)**

# 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) MICRA delegates will meet as needed 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 \$3,000 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, a Chairperson-Elect, and the Immediate Past Chairperson.

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 groups comprising the Executive Board, or anytime the position is vacated. Responsibility for nominating a delegate as candidate for Chairperson-Elect will be rotated among the sub-basin groups in an order established by the Executive Board.

Two-year terms of office for the incoming Chairperson, Chair-Elect, and Immediate-Past Chairperson 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. On completion of the two-year term and accession of the Chairperson-elect, the Chairperson will remain on the Executive Board, when able, as a non-voting officer in the role of Immediate Past Chairperson.

2) The Executive Board shall consist of:

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

- Arkansas-Red-White Rivers (ARW),
- Lower Mississippi River Conservation Committee (LMRCC),
- Missouri River Natural Resources Committee (MRNRC),
- Ohio River Fish Management Team (ORFMT),
- Tennessee-Cumberland Rivers (TNCR),
- Upper Mississippi River Conservation Committee (UMRCC).

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 Immediate-Past Chairperson or 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; however, the individual serving in this dual capacity is only able to cast a single vote.

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. MICRA Officers and Coordinator

The Chairperson and Chairperson-Elect will serve as voting Executive Board members; however, the Chairperson will vote only when the Chairperson-Elect is serving in the dual role as a sub-basin representative, or when needed to reach quorum or to break a tie.

The Immediate-Past 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 with a supporting 3/4 majority of the voting 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, serves as the financial officer for the partnership, recruits 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.

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, but are not limited to:

- Conduct MICRA's day to day business activities for the Executive Board, carrying out the board's instructions.
- Prepare work plans and all business for the Executive Board that has not been assigned to others.
- Serve as MICRA's administrative secretary.
- Maintain permanent administrative records of all MICRA activities and other publications.
- Maintain MICRA's website and prepare outreach documents as needed or requested.
- Facilitate development, maintenance, and implementation of MICRA's Joint Strategic Plan, and other plans as deemed important by MICRA.
- Assist the Chairperson to plan and develop agendas for MICRA meetings.
- Prepare minutes of MICRA meetings.
- Prepare a draft annual budget for the Executive Board to adopt.
- Track MICRA's annual budget, reconcile MICRA's financial documents (i.e., bank statements and accountant's reports), and provide an annual report to the Chairman and Executive Board.
- Prepare draft financial documents including invoices and requests for payment for the Chairperson's approval.
- Draft grant applications and grant related reports for the Chairperson's approval.
- Submit financial documents at the Chairperson's request, including but not limited to requests for payment, grant applications, grant reports, invoices for

- annual membership dues, and other invoices.
- Track grant progress, expenditures, and funding.
  - Maintain a membership roster.
  - Prepare draft correspondence for the Chairperson and send MICRA/Chairperson correspondence from the MICRA email account or other means as requested.
  - Serve 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.
  - Assist MICRA committees in a similar manner to the Executive Board.

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

- a. Delegates - Delegates or their designates will meet periodically to conduct MICRA business. Delegates are responsible for identifying the association's general direction and priorities in accordance with MICRA's Joint Strategic Plan; and advising and directing the operations of the Executive Board. Delegates appoint agency representatives to relevant MICRA committees.
- b. Executive Board - The Executive Board is responsible for carrying out the direction of the MICRA delegates. The Executive Board will develop, implement, and track operational plans for the association in accordance with MICRA's Joint Strategic Plan. The Executive Board shall meet as needed but not less than twice annually to oversee MICRA operations. The Executive Board will schedule meetings with the MICRA delegates on an "as needed" basis, but no less than once every five years. 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 are responsible for addressing relevant priorities in MICRA's operational plans by developing technical information, management strategies and plans, and research proposals; and assisting 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 should attend at least one Executive Board meeting annually and report on committee progress.

### **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 Ad Hoc Subcommittees
- g. Old business
- h. New business
- i. Nominations for new officers and Executive Board members
- j. Installation of new officers
- k. Appointment of committees, as appropriate
- l. 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):

Chris Greene, Alabama Department of Conservation & Natural Resources  
Ben Batten, Arkansas Game and Fish Commission  
Matt Nicholl, Colorado Division of Wildlife  
Scott Robinson, Georgia Department of Natural Resources  
Mike McClelland, Illinois Department of Natural Resources  
Dan Carnahan, Indiana Department of Natural Resources  
Joe Larscheid, Iowa Department of Natural Resources  
Bryan Sowards, Kansas Department of Wildlife & Parks  
Dave Dreves, Kentucky Department of Fish & Wildlife Resources  
Kristi Butler, Louisiana Department of Wildlife & Fish  
Brad Parsons, Minnesota Department of Natural Resources  
Jerry Brown, Mississippi Department of Wildlife, Fisheries, and Parks  
Bruce Drecktrah, Missouri Department of Conservation  
Eileen Ryce, Montana Department of Fish, Wildlife, and Parks  
Dean Rosenthal, Nebraska Game & Parks Commission

Steve Hurst, New York Department of Environmental Conservation  
Christian Waters, North Carolina Wildlife Resources Commission  
Greg Power, North Dakota Game & Fish Department  
Scott Hale, Ohio Department of Natural Resources  
Ken Cunningham, Oklahoma Department of Wildlife Conservation  
Heather Smiles, Pennsylvania Fish and Boat Commission  
John Lott, South Dakota Game, Fish & Parks Department  
Jason Henegar, Tennessee Wildlife Resources Agency  
Tim Birdsong, Texas Parks and Wildlife Department  
Mike Bednarski, Virginia Department of Game & Inland Fisheries  
Mark Scott, West Virginia Division of Natural Resources  
Justine Hasz, Wisconsin Department of Natural Resources  
Alan Osterland, Wyoming Game and Fish Department  
Clint Jones, Tennessee Valley Authority  
Aaron Woldt, U.S. Fish and Wildlife Service, Region 3 Fisheries Program  
<sup>1</sup>JC Nelson, U.S. Geological Survey, Biological Resources Division

---

<sup>1</sup> Did not vote on the approved amendment to increase state agency annual membership dues.