

# **BYLAWS**

**of the**

## **Arkansas Environmental Education Association (AEEA)**

**Last Revised January 2008**

### **Article I. NAME**

The name of the organization shall be the Arkansas Environmental Education Association (AEEA), referred to henceforth as the Association or AEEA. AEEA is recognized by the state of Arkansas as a not for profit corporation and by the IRS as a 501 ( c ) 3 nonprofit organization.

### **Article II. PRINCIPAL OFFICES**

The principal offices and place of business of the Association shall be located in Arkansas, in the city and county of the Executive Director or President.

### **Article III. OBJECTIVES**

#### **Section 1 – Mission Statement**

The mission of AEEA is to promote environmental education and support the work of environmental educators in Arkansas.

#### **Section 2 – Goals**

- (A) To provide an opportunity for a collaborative effort by all those committed to environmental education in Arkansas to unite into one organization.
- (B) To encourage, promote and conduct environmental education programs in Arkansas.
- (C) To encourage, promote and assist in the development and distribution of environmental education materials.

- (D) To promote environmental responsibility and continued learning to all.
- (E) To collaborate with the state, regional and national environmental education community.

**Article IV. FINANCIAL MANAGEMENT**

- (A) The Board shall prepare, approve and amend the budget
- (B) An annual audit of AEEA's funds will be conducted.
- (C) AEEA and staff shall adhere to the organization's Financial Policies.
- (D) Financial policies shall be defined by the Board.
- (E) Disbursements of funds of this Association shall be by check signed by the Treasurer or another appointed representative as authorized by the Board of Directors.

**Article V. MEMBERSHIP**

**Section 1 – Eligibility**

Any person or organization with an interest in furthering the mission of the Association as stated in Article III of these bylaws shall be eligible for membership upon payment of dues.

**Section 2 – Classifications**

Membership shall consist of several classifications with appropriate dues schedules established by the Board.

**Section 3 – Dues**

Dues shall be payable at the time of admission to membership and annually thereafter. No dues shall be refunded upon severance of membership from the Association.

## **Section 4 – Status**

Each member shall receive evidence of membership. Any membership may be canceled and the member suspended or expelled for failure to pay dues according to the dues schedule, or for sufficient cause shown by a two-thirds majority vote of the Board of Directors.

## **Article VI. BOARD OF DIRECTORS**

### **Section 1 - Composition**

There shall be a Board of Directors of no less than 8 and no more than 12 elected from the membership. The Board of Directors shall meet at least four times annually at such time and place as directed by the President upon ten days written notice. A majority of members shall be present to constitute a quorum for the transaction of business by the Board.

### **Section 2 – Terms of Office**

- (A) The term of office for the Board of Directors shall be two (2) years.
- (B) There shall be no limit on the number of terms an individual may serve as a Board Member.

### **Section 3 – Election of Board Members**

- (A) A nominating committee of at least three people shall be formed from the Board. It shall be the duty of such Nominating Committee to submit a slate of candidates for the open positions on the Board of Directors:
- (B) A ballot shall be mailed to each member of the Association. The ballot shall contain the nominations made by the Nominating Committee, plus space for additional names to be written by the members. Said ballots shall be marked by the voting member and returned to a designated board member or the Executive Director.

- (C) The persons receiving individually the highest number of votes shall fill the open positions as members of the new Board of Directors. In the event of a tie vote, the Executive Committee will break the tie.
- (D) In the event that there are the same number or fewer candidates for Board vacancies in a particular election year, the Board of Directors may affirm the selection of these candidates with out the calling of an election.

#### **Section 4 – Resignations**

Resignations must be submitted in writing to the Board of Directors and will be effective immediately unless otherwise indicated.

#### **Section 5 - Mid-Term Board Vacancies**

Mid-term board vacancies may be filled by recommendations by the Nominating Committee to the Board of Directors. In the event that the Board of Directors falls below eight members a special election will be held.

#### **Section 6 – Voting**

- (A) Voting shall be conducted in person, by tele-conference or in writing. Records shall be kept of all voting.
- (B) Votes shall only be cast by current members of the Board of Directors.
- (C) The Executive Director is staff of the Association and not a voting member of the Board.

#### **Section 7 - Vote by Proxy**

Votes by proxy are not allowed. Board of Director members must be in attendance at meetings to cast a vote.

## **Section 8 – Board Responsibilities**

- (A) The Board of Directors and its Executive Committee are responsible for the administration of the Association.
- (B) All board members will adhere to board responsibilities, as outlined in the Board Agreement, upon election to the board.
- (C) The Board may delegate responsibilities to the Executive Director.

## **Section 9 – Cause for Board Member Removal from Office**

Board members may be removed from office under the following conditions: non-payment of membership dues within 90 days of written notice or failure to attend 3 consecutive meetings.

## **Section 10 – Operation Procedures**

The Board shall create and maintain Standard Operating Procedures and Policies for the administration of the Association. Changes to these Procedures can be made on a majority vote of the Board at any meeting providing that changes and / or additions are on the regular agenda of a Board Meeting.

## **Article VII. EXECUTIVE COMMITTEE**

### **Section 1 - Definition**

The Executive Committee of the Board of Directors shall consist of President, Vice-President, Secretary, and Treasurer. An officer cannot hold more than one office simultaneously.

### **Section 2 – Terms of Office**

The term of office for the Executive Committee shall be one (1) year. A member of the Board of Directors may serve no more than three consecutive terms as a specific executive officer.

### **Section 3 – Duties of Executive Officers**

- (A) Duties of the President shall be to preside at all meetings of the membership and Board of Directors, and to serve as the Chair of the Executive Committee. The President shall appoint committees, call meetings, furnish guidance to the Executive Committee, and shall be the Chief Executive Officer of the Association with authority to carry out all duties that might be assigned by the Board or Executive Committee.
- (B) The Vice-President shall assume the duties of the President when absent, and such other duties as directed by the Board of Directors or Executive Committee.
- (C) The Secretary shall have responsibility for keeping the records of the Association, recording minutes of the Executive Committee, Board of Directors and the annual membership meeting, as well as performing other correspondence and duties as may be prescribed by the Board. The Secretary shall provide copies of minutes to the Executive Committee and Board of Directors and to the membership at the request of the President.
- (D) The duties of the Treasurer shall be to act as custodian of the funds of the Association and to provide supervision over the financial affairs of the Association. The Treasurer shall provide financial reports, financial audits, and report to the Association at the general membership meetings and at any time as requested.
- (E) The Executive Committee will ensure that all required state and federal financial documents and reports are filed accordingly.

### **Article VIII. EXECUTIVE DIRECTOR**

The Board of Directors may select an Executive Director, who shall serve as Chief Administrative Officer of the Association. The Board of Directors is responsible for determining compensation, as well as defining responsibilities of the Executive Director. The Executive Director will report to the Board of Directors in adherence to contract agreements.

**Article IX. FISCAL YEAR**

The fiscal year of the Association shall be the calendar year, beginning January 1 and ending December 31.

**Article X. GENERAL MEMBERSHIP MEETING**

**Section 1 – Notice**

A meeting of the general membership of the Association shall be at the discretion of the President at such time and place as seems appropriate, with at least ten days notice in writing.

**Section 2 – Quorum**

The members present at the Association General Membership Meeting will constitute a quorum.

**Section 3 – Voting By General Membership**

- (A) Voting by general membership may be conducted in person at a meeting.
- (B) When special needs for a vote arise in the absence of a general membership meeting, voting may be conducted in writing.

**Article XI– OFFICIAL PROCEDURE**

Robert’s Rules of Order shall be a suggested guideline for governing all parliamentary procedure.

**Article XII– AMENDMENTS**

Bylaws of this Association may be amended, altered, or replaced by a majority vote of those members voting, providing the proposed amendment has been presented to the membership at least thirty days prior to the date of the vote.