



Bylaws

Presented for Amendment: October 6th, 2022

Article I - NAME

Section 1. The name of this organization shall be the Environmental Education Association of Indiana, Incorporated. Hereafter referred to as EEAI.

Article II - PURPOSE

Section 1. The vision of EEAI is an environmentally literate citizenry of lifelong learners who are good stewards of our natural resources.

Section 2. The mission of EEAI is to work cooperatively to promote opportunities that will educate, motivate, and inspire citizens of Indiana to conserve natural resources and meet the needs of our society while maintaining a healthy environment now and in the future.

Article III - MEMBERSHIP

Section 1. An active member shall have the right to vote and hold office upon payment of dues. Dues will be set by the Board of Directors.

Section 2. Institutional memberships may be conferred upon any organization after sponsorship by a member in good standing. Upon payment of dues the organization may designate two persons or four persons, dependent on institutional membership type, as representatives and these persons shall enjoy all rights and privileges of active members. The institutional membership dues shall be set by the Board of Directors.

Section 3. Honorary memberships may be conferred upon any person who has rendered outstanding service in the field of conservation or outdoor education. These members shall have the right to vote.

Section 4. Student memberships shall be open to students who are enrolled full-time in an accredited public or private college or university. These members shall have all rights of active members. The board may appoint Student Liaison(s) to serve on the Board. The student membership dues shall be set by the Board of Directors.

Article IV - OFFICERS

Section 1. The officers of the organization shall be President, President Elect, Vice President, Secretary, Treasurer, and Immediate Past President. In addition to these officers there shall be up to six directors elected at large and hereafter referred to as "Directors-at-Large." The organization may choose to include a non-voting student liaison on the board at any time.

Section 2. Only active members who are in good standing shall be eligible for office or chairmanship of standing committees.

Section 3. The officers and Directors-At-Large shall constitute the Board of Directors.

Section 4. The Resident Agent shall be a member of the board and a resident of Indiana. They will be designated annually at the first board meeting after elections are held. They shall transmit all governmental forms necessary for the continuous existence of EEAI to the proper officers of EEAI.

Section 5. The Board of Directors shall fill any vacant or unfilled offices with the exception of the President and President Elect. The office of President shall automatically be filled by the President Elect. The office of President Elect shall remain vacant until the next regular election.

Section 6. The decisions of the Board members or officers cannot result in something that conflicts with the nonprofit's cause. This includes excess benefit transactions or the private benefit of a director or officer. If a potential conflict is identified by a board member or member, the board member must recuse themselves from voting on the matter. Board members shall sign a conflict of interest disclosure annually.

Article V - DUTIES OF OFFICERS

Section 1. Except as otherwise provided in the Bylaws and assigned by the Board of Directors, the duties of the various officers shall be those which are customary for such officers.

Section 2. The President shall preside at all business sessions and all meetings of the Board of Directors. The President, under the direction of the Board of Directors, shall have general charge of the affairs of the organization.

Section 3. The President Elect shall perform all duties of the President in their absence.

Section 4. The Vice President shall conduct business meetings in the absence of both the President and the President Elect.

Section 5. The Immediate Past President shall mentor the President.

Section 6. The Secretary shall keep a correct record of the proceedings of EEAI and the Board of Directors. The Secretary shall conduct the correspondence of the organization and shall send notices of regular and special meetings of EEAI and the Board of Directors.

Section 7. The Treasurer shall have charge of all monies of EEAI. They shall keep records of income and expenditures and shall prepare quarterly reports designed to show cash flow in the organization. The Treasurer shall serve as a member of the Finance Committee. The treasurer prepares all necessary annual reports on behalf of the organization such as the federal-level 990 filing, the state-level NP-20 filing and Business Entity Report, and an annual financial report to the board of directors. The treasurer pays any bills owed by the organization, prepares financial reports for each board meeting, organizes an annual audit with the assistance of the audit committee, and handles all annual conference finances.

Section 8. The Board of Directors shall transact the business, approve the overall program for the year, adopt the budget, establish the dues structure, and make recommendations regarding proposed amendments of the Bylaws. It shall establish priorities of functions and goals for the furtherance of EEAI and to that end evaluate and assess progress of the committees. It shall also determine major business to be referred to the general membership and prescribe the method of referral.

Section 9. Any member of the Board of Directors not discharging responsibilities or failing to attend two meetings in a row without excuse may face dismissal by the Board of Directors. The President, with Board approval may replace any member so dismissed. A simple majority of the board is needed to remove a board member for any other cause.

Article VI - COMMITTEES & TASK FORCES

Section 1. Committees and task forces may be formed and abolished by the board as needed. Committees must meet at least once annually. Task forces meet as needed to address short-term projects or issues. Committee chairs and task force chairs shall be members in good standing.

Section 2. The standing committees shall be: Conference, Finance, Auditing, and Governance.

Section 3. It shall be the duty of the Conference Committee to develop appropriate programming for the association's annual conference as determined by the Board of Directors and arrange for details and facilities pertaining thereto.

Section 4. It shall be the duty of the Finance Committee to prepare and plan ways and means of raising funds and to receive grants and bequests of money and of property for carrying out the purposes of EEAI. It shall prepare the annual budget and suggest special appropriations. The Treasurer shall be an ex-officio member, without vote, of this committee.

Section 5. It shall be the duty of the Auditing Committee to review the financial statements annually and present findings to the board of directors. The Auditing Committee will consist of at least three members.

Section 6. It shall be the duty of the Governance Committee to nominate, evaluate, and recommend dismissal of board members.

Article VII - NOMINATIONS, ELECTIONS, AND VOTING

Section 1. Officers and Directors shall be elected prior to the annual conference. The Governance Committee shall solicit and consider member suggestions when preparing nominations, then name a slate of Officers and Directors-at-Large and submit the slate to the Board of Directors. After approval by the Board of Directors, a paper ballot and/or e-mail ballot of this slate shall be directed to the members of the EEAI at least 30 days prior to the EEAI annual conference with instructions on voting and returning the ballots to the Committee chair by a specified deadline that allows two weeks for voting. The Committee shall determine the successful candidates and report the results to the Board of Directors who shall retain the ballots/e-mail communication until after the next annual conference.

Section 2. The terms of the office of President shall be for two years. The terms of the offices of President Elect and Immediate Past President shall be for one year each. The terms of the offices of Vice President and Secretary shall be for two years. The term of the office of Treasurer shall be for three years. Directors-at-Large shall serve staggered terms of three years each. The President Elect and Vice President shall be elected on alternate years. Officers and Directors shall take office at the closing of the annual EEAI conference.

Section 3. E-Voting shall be an acceptable voting methodology for electing officers and board members. Ballots can be sent electronically with the same timing expectations as paper ballots. The Chair of the Governance Committee will oversee e-voting efforts.

Article VIII - MEETINGS

Section 1. There shall be at least one regular meeting of the EEAI membership at the EEAI annual conference, the date to be set by the Board of Directors in coordination with the conference committee.

Section 2. Special meetings may be scheduled by the Board of Directors as needed.

Section 3. The Board of Directors shall meet ~~face-to-face~~ quarterly. One quarterly meeting is to be held at the time of the EEAI annual conference. A status report of EEAI shall be made at the

annual conference. The Board of Directors shall meet between these quarterly meetings using conference calls or other meeting technology as needed to conduct the business of EEAI. Action may be taken by a vote of the Board when a quorum is present. A quorum consists of a simple majority. Action approval requires a simple majority of the directors present unless otherwise stated within a specific section of the bylaws.

Section 4. Committees/task forces shall report committee/task force activities to the board of directors during scheduled meeting times. Any member or board member may request agenda items to be added with advance notification to the Board President.

Section 5. Any or all of the members of the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting (i.e., telephone or electronic media). Participation in use of these means constitutes presence in person at the meeting. Votes conducted in these meetings constitute binding votes of the Organization.

Article IX - AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds vote of the membership present at any regular meeting, provided a copy of the proposed amendment shall have been sent to every member at least 30 days before it is to be voted upon.

Article X - DISSOLUTION

Section 1. In the event the Directors and members of EEAI decide to dissolve, then all assets of EEAI, over and above those needed to pay off any debts and liabilities of the organization, shall be distributed to other corporations or organizations with similar purposes to those for which EEAI was founded as determined by the board of directors.

Section 2. After the property has been substantially disposed of in such manner, EEAI shall then take such legal steps as may be necessary to dissolve and after the dissolution has been accomplished any money or property shall escheat to the state of Indiana.