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**By-Laws
of the
Environmental Education Association of Alabama**

ARTICLE I

NAME

The name of the Corporation is The Environmental Education Association of Alabama, Inc. herein referred to as the Association.

ARTICLE II

PURPOSE

The purpose of the Association shall be to cooperate with existing agencies and organizations in the stimulation and promotion of environmental education in the state of Alabama and the nation and to provide assistance by which environmental education in schools and other groups may be furthered in an orderly and progressive manner.

ARTICLE III

DIRECTORS

Section 3.1 Powers and Numbers: The business, affairs, and property of the Association shall be managed by its Board of Directors, which shall consist of that number of persons determined from time to time by the Board and set forth in these by-laws, but the elected Directors shall not be less than eleven (11) nor more than twenty five (25) persons with the annual instruction to be given to the Nominating Committee by the Board for the number of slots available. The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the Association. All powers of the Association except those specifically granted or reserved to the members by law, the Articles of Incorporation of the Environmental Education Association of Alabama, or these by-laws, shall be vested in the Directors. The initial Board of Directors shall consist of the five (5) persons named in the Articles of Incorporation, and the number of Directors may be increased or decreased from time to time by amendment of these by-laws, provided that no decrease in number shall have the effect of shortening the term of office of any incumbent Director. One member from each of the eleven (11) Alabama Regional Education In-Service Districts shall represent his or her district on the Board. These members must reside or work within the district represented. An additional fourteen (14) members may be elected to represent the state at large.

Section 3.2 Immediate Past-Presidents: The immediate Past-President, if not otherwise a member of the Board, shall serve as an appointed member of the Board for one year following the expiration of his/her term as President. He/she shall serve as a full member with voting rights. If the Immediate Past-President is not otherwise a member of the Board, he/she shall not be counted in determining the numerical limits of the Board.

Section 3.3 Vacancies: Any vacancy in the positions of elected Directors on the Board occurring for any cause, including an increase in the number of Directors, may be filled by vote of a majority of the remaining members of the Board present and voting at a meeting of such members whether or not such remaining members constitute a quorum. A Director elected to fill a vacancy caused by any reason other than an increase in the number of Directors shall be elected to hold office for the unexpired term of his/her predecessor in office. Directors elected to fill a vacancy or vacancies caused by an increase in the number of Directors shall be elected to hold terms of office staggered so that the terms of one-third of all the elected Directors shall be due to expire at each annual meeting of the members of the Association, and to the extent the total number of elected Directors is not evenly divisible by three, the additional Directors in excess of the total number of elected Directors evenly distributed by three shall be elected for terms of office of one, two or three years from the last annual meeting of the members as may be determined in the discretion of the electing members of the Board.

Section 3.4 Regular Meeting of the Board of Directors: Regular meetings of the Board shall be quarterly at such time and places within the state of Alabama as may be announced by the President. It is declared the policy of the Association that regular attendance at Board meetings is vital to the success of the Association. A Board of Directors resolution to the effect that a Board member is not functioning in the best interest of the Association with statement of cause shall result in the removal of that member of the Board of Directors. Any Board member that is absent for three Board meetings per term is automatically dismissed from the Board; however, the remaining Board members may, if they choose to, re-appoint said Board member back onto the Board.

Section 3.5 Special Meetings of the Board of Directors: Special meetings of the Board may be called at any time by the President, by a Vice-President, by the Secretary, or by a majority of the Board by vote at a meeting thereof or in writing with or without a meeting. Such special meetings shall be held at such place or places within the state of Alabama as may be designated in the notice thereof or by whatever means necessary.

Section 3.6 Notice of Meetings of Directors: Notice of the place, date and hour of every regularly scheduled meeting shall be given to each Director at least ten (10) days before the meeting, by the officer calling the same (or pursuant to direction of the Board, by delivering such notice to each Director personally by sending the same to him/her by mail, in person, telephone or other electronic means or by leaving notice of same at his/her residence or usual place of business.

Section 3.7 Quorum: A Quorum shall be a number more than fifty percent of the elected Directors present in person, represented by proxy or in attendance via electronic means for any regular scheduled or special meeting of the Board of Directors.

Section 3.8 Proxies: At any meeting of the Board, a Director may vote by proxy executed in writing by the Director or in person by his/her duly authorized attorney-in-fact.

ARTICLE IV

OFFICES

Section 4.1 Principal Office: The Association may maintain a principal office at such place as the Board may from time to time designate.

Section 4.2 Other Office: The Association may also have offices at such other place or places within or without the state of Alabama as may be lawful and as may be necessary, desirable, or convenient for the conduct of the business of the Association.

ARTICLE V

MEMBERSHIP

Section 5.1 Eligibility: Membership in the Association shall be available to any individual or organization whose aims and purposes are in harmony with the purposes and objectives of the Association as set forth in the Articles of Incorporation, provided that eligibility for participation may be determined or reviewed at any time by the Board of Directors. Members shall make a contribution to the general purposes of the Association, in accordance with the schedule of annual or one-time contributions hereafter set forth in these by-laws.

Section 5.2 Classes of Membership: The Association shall have classes of membership determined by the Association as follows. The dollar amounts for each category will be established by the action of the Board and may be changed as deemed necessary by the Board.

Membership Dues Payable Annually

Individual Membership: Any individual who subscribes to the aforementioned purpose of the Association shall be eligible for voting membership.

Family Membership: Family membership shall entitle the head of the family, his/her spouse and his/her minor children living in the same household to all rights and privileges of individual members except that the right to vote will be limited to two members of the family over 18 years of age and the right to hold office to the adult members thereof. Families may also apply for a higher class of membership in the Association by making the appropriate annual or one-time contribution therefore.

Student Membership: Any individual who subscribes to the aforementioned purpose of the Association and is able to show evidence of being enrolled as a full-time student shall be eligible for student membership. Student members shall possess all rights and privileges of individual membership.

Organizational Membership: Any agency, corporation, foundation, school, club, nature center, museum, or other group that subscribes to the aforementioned purpose of the Association shall be eligible for organizational membership. Each such member group may designate one (1) delegate to represent it in the affairs of the Association. This delegate shall possess all rights and privileges of individual membership.

One-time or Special Levels

Life Membership: Any individual who subscribes to the aforementioned purpose of the Association and having made a one-time contribution as designated by the Association's Board of Directors shall be eligible for life membership. A life member shall possess all the rights and privileges of individual membership for his/her entire lifetime.

Section 5.3 Voting Rights of Members: Subject to the provisions of Section 5.2 hereof, each individual or group member of the Association whose annual, special, or life contribution shall have been paid shall at every meeting of the members be entitled to one vote in person or by proxy upon each subject properly submitted for vote. In all elections of Directors, each member shall have the right to vote for as many persons as there are Directors to be elected, and cumulative voting shall not be allowed.

Section 5.4 Proxies: At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise provided in the proxy.

Section 5.5 Voting by Mail: Where Directors or officers are to be elected, or where any issue is to be voted upon, such election or vote may be conducted in person, by mail or by electronic means in such manner as the Board shall determine.

Section 5.6 Privileges of Members: In addition to the right to vote and subject also to

the provisions of Section 5.2 hereof, each individual member or a representative of a group member of the Association shall be entitled to attend all functions open to the membership of the Association and to receive free of charge one (1) copy of all publications of the Association distributed to its general membership. The Association may issue to its members such membership cards or certificates of membership as may be prescribed by its Board.

Section 5.7 Duration of Membership: Members who have made contributions payable annually to the Association shall hold membership from the anniversary month of their joining for a twelve (12)-month period for each appropriate contribution made. Expired members may be retained on the membership roll for a period as seen fit by the membership committee. No member shall be entitled to vote at any regular or special meeting unless his/her dues have been paid.

Section 5.8 Annual Meeting of the Membership: An annual meeting of the membership of the Association shall be held for the election of Directors to succeed those whose terms of office will expire in the year of such meeting and for the transaction of any other business that may lawfully be submitted to the membership for a vote. The meeting shall be held at such place, date, and hour as may be determined by the Board, or if the Board fails to act, the President, or if he/she fails to act, the Secretary of the Association and specified in the notice of the meeting. If the election of such Directors shall not be held as so prescribed, then the Board shall call a special meeting of the membership for that purpose, and until the holding of such a meeting, those Directors then in office shall continue to hold office until their successors are elected and qualify.

Section 5.9 Special Meetings of the Membership: At any time in the interval between annual meetings, special meetings of the membership of the Association may be called by the President or the Secretary of the Board or by a majority of its Board of Directors by vote at a meeting thereof or in writing with or without a meeting, and shall be called by the President or Secretary upon the written request of at least fifty (50) members of the Association entitled to vote thereat. Any request for a call of a special meeting shall state the purpose or purposes of the proposed meeting.

Section 5.10 Place of Meetings: Meetings of the membership of the Association may be held at such place or places as may be fixed by the Board of Directors.

Section 5.11 Notice of Meetings: Not less than ten (10) days before the date of each meeting of the membership of the Association, the President or Secretary shall give to each member of the Association, either personally or by mail, or electronic means, written or printed notice stating the place, date, and hour of the meeting and, in the case of a special meeting or an annual meeting at which special action is to be taken, the purpose or purposes for which the meeting is called or the special action which is proposed to be taken.

Section 5.12 Quorum: A Quorum shall be twenty-five (25) percent of the general membership present either in person, by proxy or by electronic means.

Section 5.13 Organization of Meetings: Meetings of the membership of the Association shall be presided over by the President, or if he/she is not present, by a Vice-President, or if none of them are present, then by a chairman to be chosen by a majority of the members entitled to vote who are present in person or by proxy at the meeting. The Secretary of the Association, or in the event of the Secretary's absence, the Treasurer of the Association shall act as the Secretary at every meeting; but if neither the Secretary or the Treasurer is present and available to serve as secretary of the meeting, a majority of the members entitled to vote who are present in person or by proxy at the meeting shall choose any person to act as secretary thereof. The Association shall have available at all meetings of its membership such records as it maintains respecting the list of members of the Association, their classes of membership, and whether they have made contributions to the Association for the current year; provided, however, that failure to have such records available shall not affect the validity of any action at such meeting.

ARTICLE VI

OFFICERS

Section 6.1 Elected Officers of the Association: (Considered the Executive Committee) Directors other than the initial Directors named in the Articles of Incorporation of the Association (who shall hold office for the terms set forth in said Articles) shall be elected by members of the Association at the annual meetings of said members, or at special meetings held in lieu thereof, to hold office for terms of three years and until their successors shall be elected and qualify. The terms of office of the elected Directors shall be staggered so that approximately one-third shall be due to be elected each year. In order to be eligible to serve as Directors, elected Directors must, before assuming office become and must remain members of the Association during their entire term(s). The Board of Directors shall elect a President, one Vice-President, with such designations, if any, as the Board of Directors or the President may determine, a Secretary, and a Treasurer. Any two or more offices, except those of President and Vice-President, and those of President and Secretary, may be held by the same person at the same time, but no officers shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument be required, by these by-laws or otherwise, to be executed, acknowledged, or verified by any two or more officers. The officers shall be chosen from among the Board of Directors.

Section 6.2 Term and Removal of Officers: The term of office of each officer shall be for a period of one year beginning following election or until a successor is elected and qualified, or until an officer shall have resigned or shall have been removed. Election of officers shall be normally

accomplished at the first regular meeting of the Board of Directors following each annual meeting of the membership. Whenever in their judgment the best interest of the Association will be served thereby an officer or agent of the Association may at any time be removed from office, either with or without cause, by the affirmative vote of a majority of the voting members of the Board of Directors then in office. Any vacancy in any office may be filled for the unexpired portion of its term by the Board of Directors.

Section 6.3 President: The President shall preside at all meetings of the membership and the Board of Directors at which he/she shall be present; he/she shall have general charge of and control over the business of the Association; he/she may execute and deliver, in the name of the Association, all deeds, mortgages, bonds, contracts, or other instruments authorized to be executed on behalf of the Association, except in cases in which the execution and delivery thereof shall have been expressly delegated to some other officer or agent of the Association and, in general, he/she shall perform all duties incident to the office of President of a corporation and such other duties as, from time to time, may be assigned to him/her by the Board of Directors.

Section 6.4 Vice-Presidents: The Vice-President of the Association shall be subject to the authority and direction of the President, shall have general and active management of such operations, areas, or divisions of the affairs of the Association as may be designated by the Board of Directors or by the President, and shall carry into effect the resolutions of the Board of Directors and the orders of the President with respect to such operations, areas, or divisions. The regular powers and duties of the President in such areas and divisions may, upon delegation by the President, be exercised and performed by the Vice-President to whom delegated, subject to the authority and direction of the President. The Vice-President shall, in the absence or during the inability of the President to act, perform the duties and exercise the functions of the President and when so acting shall have the powers of the President. The Vice President shall also serve as the President Elect.

Section 6.5 Secretary: The Secretary shall keep the minutes of the meetings of the Association and the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; shall be custodian of the records of the Association and any corporate seals of the Association; and in general, he/she shall perform all duties incident of the office of Secretary of a corporation and such other duties as, from time to time, may be assigned to him/her by the Board of Directors of the President.

Section 6.6 Treasurer: The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Association and shall deposit, or cause to be deposited in the name of the Association, all monies or other valuable effects in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board of Directors; he/she shall render an account of the financial condition of the Association at each regular meeting of the Board of Directors, and at such other times as may be requested by the President or the Board of Directors; and

in general, he/she shall perform all duties incident of the office of Treasurer of a corporation and such other duties as, from time to time, may be assigned to him/her by the Board of Directors of the President.

Section 6.7 Employees: The Association shall have the ability to hire employees as needed.

ARTICLE VII

COMMITTEES

Section 7.1 Standing Committees and Special Committees: The Association has the authority to establish standing and special committees. Committee chairs shall be board members; committee members shall be members of the Association. The standing committees may include but not be limited to the following:

Section 7.2 The Executive Committee: The Executive Committee shall consist of the elected officers of the Association. It shall have supervision, control and direction of the affairs of the Association, shall execute policies and decisions of the general membership and Board of Directors, shall actively prosecute the objectives of the Association, and shall have discretion in the disbursement of funds, but shall not commit in excess of \$500.00 without approval of the Board of Directors. It may adopt such rules for the conduct of its business as shall be deemed advisable, and may, in the execution of powers granted, appoint sub-committees to work on specific problems or reports. The Executive Committee shall report its actions to the Board of Directors. It shall meet upon the call of the President or Secretary. It shall also meet upon demand of a majority of the members in good standing of the Association. The President is the chair of this committee. Responsibilities of the Executive Committee include: executing the strategic plan and monitor all standing committee functions.

Section 7.3 The Finance Committee: At the last regular Board meeting of each year, the Finance Committee shall submit a proposed budget for the ensuing year upon receiving budgetary requests from each committee. The Finance Committee shall be available to the Board of Directors for advice and consultation when deemed necessary by the Board. The Treasurer shall serve as the chair of the Finance Committee. This committee shall be responsible for providing a current financial statement at each meeting of the board and the membership.

Section 7.4 The Membership Committee: The Membership Committee, consisting of three (3) or more members, shall study the qualifications of candidates for participation in the Association and shall make recommendations to the Board of Directors. The Membership Committee shall be responsible for the development of membership, both individual and organizational.

Section 7.5 The Legislative Committee: The Legislative Committee shall be responsible for bringing to the attention of the Board of Directors and the general membership any legislative activity, condition, situation, or proposal that directly relates to environmental/conservation education. The Committee shall recommend projects consistent with the objectives and purposes of the Association as directed by the Board of Directors.

Section 7.6 The Education and Programs Committee: The Education and Programs Committee shall be involved with preparation and distribution of educational materials, information guides and brochures. The committee will collaborate with Public Relations Committee on other public information for distribution. The Education and Programs Committee will also be responsible for initiating regional environmental education workshops and fieldtrips. The committee will coordinate the annual conference of the Association.

Section 7.7 Nominating Committee: The Nominating Committee shall consist of five (5) members, at least two (2), and not more than three (3) of whom are members of the Board of Directors whose terms do not expire at the next annual meeting. The Nominating Committee shall prepare a single slate of candidates for election to the Board of Directors of the Association to succeed those Directors whose terms of office are due to expire at the time of said annual meeting and shall submit that slate for consideration by the membership at that meeting. Members of the Board shall be eligible to succeed themselves. Other nominations for membership on the Board of Directors may be made by members of the Association present at said annual meeting, in which case those nominees receiving the highest number of votes shall be elected to the positions for the Board for which there are vacancies to be filled by reason of expiration or term of office, or by removal or resignation. Every nominee must declare in writing, submitted at the meeting or by oral statement at the meeting, that the nomination is accepted and must agree, if elected, to serve as a member of the Board. The Nominating Committee shall also prepare a single slate of candidates for election of officers and chairpersons of standing committees and shall submit that slate for approval by the Board of Directors at their first meeting following the annual membership meeting. Members of the Nominating Committee can be among those proposed as officers.

The Nominating Committee will be responsible for recruiting nominees for the board. The Vice-President shall be the chair of the Nominating Committee.

Section 7.8 Public Relations Committee: The Public Relations Committee shall be involved with the preparation and implementation of press releases, media public service announcements, etc. of the Association. To include but not be limited to: electronic media development, publicizing and promoting the conference, and educational opportunities in environmental education.

Section 7.9 Strategic Planning Committee: The Strategic Planning Committee shall be responsible for development of long-term goals, proposal of short term goals and regular review of the By-Laws.

Section 7.10 Other Committees: Other Committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated as deemed necessary by the Board of Directors or the President.

Section 7.11 Terms of Office: The term of office for chairpersons of a Standing Committee shall begin following their election or appointment and shall extend one year, or until their successors are elected or appointed and qualified, unless the committee shall sooner be terminated, or unless chairpersons be removed or shall cease to qualify as a member of the Association. Any member of a committee, including the chairperson thereof, may be removed, with or without cause, by the person or persons authorized to elect or appoint such member whenever in their judgment the best interests of the Association shall be served by such removal. Special committees' terms shall run until the committee work is complete.

ARTICLE VIII

FINANCIAL AND RELATED PROVISIONS

Section 8.1 Fiscal Year: The fiscal year of the Association shall begin the first day of October and end the last day of September in each year.

Section 8.2 Books and Records: The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors. It shall keep at its registered or principal office a record giving the names and addresses of its members entitled to vote. All books and records of the Association may be inspected by any member for any purposes at any reasonable time.

Section 8.3 Finances: The Association is not intended as a profit making organization. The Association's funds shall be used for objectives and purposes only consistent with these by-laws and the Articles of Incorporation of the Environmental Education Association of Alabama, Inc.

Section 8.4 Execution of Instruments: All checks, drafts and orders for payment of money shall be signed in the name of the Association and shall be countersigned by such officers or agents as the Board of Directors shall, from time to time, designate for that purpose.

Section 8.5 Contributions: Contributions may be received in money, in services or in property, and accepted by the Association. Proper acknowledgement for such contributions will be determined by the Board of Directors. Recognition will be made to the contributing individual, business, corporation, or organization in such designated manner.

ARTICLE IX

MISCELLANEOUS

Section 9.1 Waiver of Notice: Whenever any notices are required to be given under the provisions of the Articles of Incorporation or any applicable law, or the by-laws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9.2 Rules of Procedure: Where not inconsistent with the applicable provisions of law, the Articles of Incorporation of the Association, or these by-laws, the rules contained in Robert's Rules of Order Revised shall govern the meetings of the members of the Association, the Board of Directors and all committees thereof.

Section 9.3 Order of Business: The order of business shall be as follows: (1) Call to Order; (2) Reading of Minutes of Previous Meeting; (3) Receiving Communications; (4) Report of Officers; (5) Report of Committee Chairpersons and Committee Members; (6) Unfinished Business; (7) New Business; (8) Election of Officers; and (9) Adjournment. The order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 9.4 Referenda: Upon written petition of twenty (20) percent of the members of the Association or upon its own initiative at any time, the Board shall submit any question for a mail or digital referendum vote.

Section 9.5 Amendment of By-Laws: These by-laws may be amended or repealed, in whole or in part, in the following manner: (1) a simple majority vote of members in attendance at any regular or special meeting of the membership of the Association provided that the proposed amendment has been submitted in writing or electronic means to the membership at least thirty (30) days in advance of said meetings; or (2) by paper or electronic ballot submitted to the membership at least thirty (30) days in advance of a stated postmark deadline date. Amendments may be proposed by members or board members in good standing provided that they are submitted to the Secretary of the Board of Directors.

Section 9.6 Re-issuance of By-Laws: In the event of revisions of the by-laws, the revised version of the by-laws shall be re-issued. The by-laws may be re-issued in whole or in part as best serves the interest of the Association.

Section 9.7 Liability or Indemnification
Officers, Board members, employees, and agents of the Association shall be indemnified and held harmless from personal liability relating to acts, debts, liabilities or obligations of the Association as provided by law.

Section 9.8 Dissolution
The Association may be dissolved as provided for in Alabama state law, as it currently exists or as subsequently amended. The plan for dissolution shall indicate to whom the assets owned or held by the Association will be distributed after all creditors have been paid. In the event of dissolution, all property, materials and supplies owned by the Association shall be donated to one or more non-profit 501 (c) (3) organizations.

Section 9.9 Initiation and Maintenance of Legal Action
The Board, upon an affirmative majority vote, may initiate and maintain any legal action on behalf of the Association. The notice of any Board meeting at which a motion regarding any legal action is to be made shall include the nature of the action, the claims to be asserted, and the relief being sought.

Section 9.10 Elastic Clause
All powers not herein delegated are reserved to the Articles of Incorporation, to the action of the Board, or the membership.