

BYLAWS OF MISSOURI ENVIRONMENTAL EDUCATION ASSOCIATION, INC.

ARTICLE I. NAME AND PURPOSE

Section 1. Name. The name of this Corporation shall be Missouri Environmental Education Association, Inc.

Section 2. Purpose. The purpose of the Missouri Environmental Education Association, Inc. is to develop an environmentally literate citizenry that is inspired with a sense of personal commitment to a sustainable environment. This objective will be accomplished by providing innovative professional development and networking opportunities.

ARTICLE II. EXECUTIVE BOARD

Section 1. Appointment. The business and property of the Corporation shall be managed and controlled by the Executive Board who shall be elected to hold office as provided in Article III or until appointment and qualification of their respective successors, except as hereinafter provided for the filling of vacancies. The Executive Board shall consist of the Officers of the Corporation and Members-At-Large.

Section 2. Number of Members-At-Large. The number of Members-at-Large shall be six, but such number may be increased or decreased by amendment to these Bylaws, in the manner set forth in Article X hereof. When the number of Members-at-Large is so decreased by amendment adopted by the Executive Board, each Member-at-Large in office shall serve until his or her term expires, or until his or her resignation or removal as herein provided.

Section 3. Ex-officio Members. Ex-officio non-voting members of the Executive Board may be appointed by the President with affirmative vote of the majority of the Executive Board.

Section 4. Resignation. A Board member may resign at any time by giving written notice of such resignation to the Executive Board.

Section 5. Vacancies. A vacancy in the Executive Board occurring during the year, including a vacancy created by an increase in the number of Members-at-Large made by the Executive Board, may be filled for the unexpired portion of the term by the Board members then serving, although less than a quorum, by affirmative vote of the majority thereof. A Board member so elected by the Executive Board shall hold office until the next succeeding annual meeting of the Executive Board or until the election and qualification of his/her successor.

An election to fill expired or vacant terms of Officers and Members-at-Large shall be held each year prior to the Annual Meeting of the Executive Board to fill vacancies that occur as a result of completion of term. At least two nominations for each expiring term shall be submitted to the President-elect/Secretary, for mail or electronic ballot for voting by the Membership. The person with the majority of votes shall take office at the end of the next Annual Meeting. Ties will be voted on at the Annual Meeting of the Executive Board.

Section 6. Annual Meetings. The time of the Annual Meeting of the Executive Board of the Corporation shall be determined by the Executive Board. The Annual Meeting shall be for the purpose of certifying the election of Board members and transaction of other business if a quorum of the Board be present. Prior notice of such meeting shall be required.

Section 7. Special Meetings. A special meeting of the Executive Board may be called by the President or President-elect/Secretary and must be called by either of them on the written or electronic request of any member of the Board.

Section 8. Notice of Meetings. Notice of all Executive Board meetings, except as herein otherwise provided, shall be given by mail or email the same at least ten days before the meeting to the usual business or residence of the Board member. Regular meetings of the Executive Board may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Board meeting.

Section 9. Chairman. At all meetings of the Executive Board, the President or President-elect/Secretary, or in their absence a chairman chosen by the Board members present, shall preside. In the event the President-elect/Secretary presides, the President-elect/Secretary shall designate another board member to take the minutes of the proceedings.

Section 10. Quorum. At all meetings of the Executive Board, a majority of the Board members shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of Board members present at any meeting at which there is a quorum shall be the act of the Executive Board, except as may be otherwise specifically provided by statute or by these Bylaws.

Section 11. Compensation. Board members shall not receive any stated salary for their service as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Executive Board. The Board shall have power at its discretion to contract for and to pay Board members rendering unusual or exceptional service to the Corporation, special compensation appropriate to the value of such services.

Section 12. Powers. All the corporate powers are hereby vested in and shall be exercised by the Executive Board. The Executive Board may by general resolution delegate to committees of their own number, or to officers of the Corporation, such power as they may see fit

ARTICLE III. OFFICERS

Section 1. Number. The officers of the Corporation shall be the President, President-elect/Secretary, and Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Executive Board.

Section 2. Election, Term of Office and Qualifications. The term of office for President and President-elect/Secretary shall be one year. The terms of Treasurer and Members-at-Large shall be two years. The President-elect/Secretary shall be elected annually by the Membership from among their number and shall automatically succeed the President upon completion of the President's term. The President-elect/Secretary shall have been a member in good standing for at least one year prior to nomination. The Treasurer's term of office shall alternate even/odd years. Officers and Members-at-Large shall not succeed themselves in office.

Section 3. Vacancies. In case an office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Board members then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next annual meeting of the Executive Board and until the election and qualification of his successor.

Section 4. President. The President shall preside at all meetings of the Executive Board. These duties include setting agendas and ensuring teamwork is done. She/He shall have and exercise general charge and supervision of the affairs of the corporation including staff.

Section 5. President-elect/Secretary. At the request of the President, or in the event of his/her absence or disability, the President-elect/Secretary shall perform the duties and possess and exercise the powers of the President and shall have such other powers and duties as the Executive Board may determine. The President-elect/Secretary is charged with communicating with team leaders and the executive manager one month before each meeting to check on progress. He/she will then create a report for the President. The President-elect/Secretary serves as chief liaison with the North American Association for Environmental Education.

As Secretary, the President-Elect/Secretary shall keep complete minutes of all meetings of the Board and Membership. In addition, she/he shall perform all other duties usually pertaining to the office of Secretary and all duties that may be delegated to him/her by the Board. The Secretary shall on behalf of the Corporation countersign all instruments executed by the President on behalf of the Corporation as directed by the Executive Board.

Section 7. Treasurer. The Treasurer shall keep the records of the books of account of the Corporation and shall be responsible for receiving and disbursing funds of the Corporation as directed by the Executive Board. The Treasurer shall keep accurate accounts of all financial transactions, shall make reports at each Executive Board meeting and shall make all financial records available for audit as directed by the Board. The Treasurer shall submit to the Board an annual summary of financial transactions at the end of each fiscal year. The Treasurer will oversee the financial responsibilities of the organization.

Section 9. Removal. Any officer may be removed from office by the affirmative vote of two-thirds of all the Board at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least ten days notice in writing by mail of the meeting of the Executive Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Executive Board at such meeting.

ARTICLE IV. MEMBERSHIP

Any individual, group, or organization with an interest in the stated purpose of the Missouri Environmental Education Association, Inc., shall be considered eligible for membership. Categories of membership shall include categories established by the Executive Board. Dues for each membership category shall be established by the Board. Any member in good standing, as determined by the Secretary, shall be eligible to vote in the election of Officers and Members-at-Large, and any other matter brought before the membership. Founding members will be exempt from annual dues through December 31, 1997; thereafter they will be required to pay annual dues to remain members in good standing.

ARTICLE V. AGENTS AND REPRESENTATIVES

The Executive Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Executive Board may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE VI. CONTRACTS

The Executive Board, except as in these Bylaws or otherwise provided, may authorize any officer, Board member, or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Executive Board, no officer, agent, Board member or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

ARTICLE VIII. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Board member, officer, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Executive Board. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, the corporate assets remaining in the hands of the Executive Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Executive Board may determine or as may be determined by a Court of competent jurisdiction upon application of the Executive Board, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (C)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IX. INVESTMENTS

The Corporation shall have the right to retain all of any part of any property, real, personal or mixed, acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Executive Board, without being restricted to the class of investments which a Board member is or may hereafter be permitted by law to make or any similar restrictions, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE X. AMENDMENTS

The Executive Board shall have the power to make, alter, amend and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Executive Board, provided, however, that the action is proposed at regular or special meeting of the Board and adopted at a subsequent regular or special meeting, except as otherwise provided by law.

ARTICLE XI. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of this Corporation shall take any action to carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (C)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XII. DISSOLUTION

The Missouri Environmental Education Association, Inc., shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of said funds shall inure, or be distributed, to any Board members, officers or other private individuals. On dissolution of the Corporation any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Executive Board.

As adopted by the Executive Board on the sixth day of December, 1997.

As revised by the Executive Board on September 22, 2005.

As revised by the Executive Board on July 11, 2009.

As revised by the Executive Board on September 18, 2012.

