

# Bylaws of The Environmental Education Alliance, Inc.

Adopted November 19, 1992



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## Article Three: Board of Directors

- 3.1 Authority and Responsibility of the Board of Directors:
- (a) The supreme authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board of Directors; and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by the Board of Directors. The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable.
  - (b) The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, officer, or other private person or individual.
- 3.2 Membership: The Board of Directors shall consist of not less than three (3) nor more than thirty three (33) members who may be elected from time to time in accordance with these bylaws. The Board of Directors is authorized to fix the precise number of Directors by resolution adopted from time to time by a majority of all Directors then in office.
- 3.3 Manner of Election and Term of Office: The Nominating Committee shall present a slate of proposed Directors and officers to the board prior to the annual conference and upon ratification the slate is present to the membership at the annual conference for consideration. The Directors of the corporation shall be elected at the Annual Conference by the general membership or at such other time or times as the Board of Directors may prescribe. Directors shall continue in office for a term of three (3) years or until their earlier death, resignation, or removal, or unless they are elected to a shorter term to fill a vacancy or to maintain a staggered distribution of terms. Terms shall be staggered so that approximately one-third of the directors' terms expire each year. Directors shall serve a maximum of two consecutive terms. Terms may only exceed six (6) years if a director is elected to executive office.
- 3.4 Removal: Any Director may be removed for or without cause at any meeting of the Board of Directors, by the affirmative vote of a majority of all the Directors then in office, provided that notice of intention to act upon such matter shall have been given in the notice calling such meeting.
- 3.5 Compensation: Nothing contained in the governing instruments of the corporation shall be construed to prevent any director from receiving reasonable compensation for services rendered to, and in furtherance of the purposes and functions of, the corporation.