

# Bylaws of The Environmental Education Alliance, Inc.

Adopted November 19, 1992



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## Article Four: Meetings of the Board of Directors

- 4.1 **General:** Meetings of the Board may be held at any time and at any place provided that reasonable notice of such meeting is given to each Board Member. Regular meetings shall be held as often as necessary between Annual Conference. Meetings may be called by the President, or by the Secretary upon demand of a majority of the Directors then in office.
- 4.2 **Quorum:** At meetings of the Board of Directors, one-third (1/3) of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than three (3) directors constitute a quorum.
- 4.3 **Vote Required for Action:** Except as otherwise provided for in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be an act of the Board, except that amendment of these bylaws shall require the affirmative vote of a majority of the directors then holding office.

## Article Five: Officers

- 5.1 **Number and Qualifications:** The executive officers of the corporation shall consist of a president, a president elect, a vice president a secretary, and a treasurer. All Executive Committee members are voting members of the Board of Directors. The Board shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation; but the corporation shall not be required to have at any time any officers other than a President, a Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. All Officers shall be selected from the current Board of Directors and having completed at least one year of Board service.
- 5.2 **Election and Term of Office:** The following officers shall serve one year terms: President, President Elect, Vice President; Treasurer and Secretary shall serve two year terms. The membership votes on the Vice President, Secretary and Treasurer offices. All terms of office begin July 1<sup>st</sup> and end June 30<sup>th</sup> or until their successors have been elected and qualified.
- 5.3 **Removal and Vacancies:** Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. A vacancy in any office arising due to removal of an officer by the Board, or due to the death or resignation of an officer, may be filled for the unexpired term at any meeting of the Board of Directors.

- 5.4 President: The President shall be the Chief Executive Officer of the corporation, and, as such, shall exercise general supervision of all operations and personnel of the corporation. The President shall chair any Executive Committee, and be a voting member, ex-officio, of all other committees. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, grant requests, and statement and reports required to be filed with state or federal officials or agencies; and the President shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Treasurer or Secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 5.5 President Elect: The President Elect, in the absence or disability of the President, shall perform the duties and have the authority and exercise the powers of the President. A President Elect will serve at the discretion of the majority of the Board of Directors. The President Elect will accept the role of President the following year and will provide support to the current President. The President Elect shall be authorized to co-sign checks. In event that the conference chair cannot fulfill his/her duties, the President Elect will act as chair or designate a chair for the Annual Conference.
- 5.6 Vice President: The Vice President, in the absence or disability of the President Elect, shall perform the duties and have the authority and exercise the powers of the President Elect. The Vice President shall accept the role of President Elect the following year.
- 5.7 Secretary: The Secretary shall be responsible for all corporate correspondence, shall record or have recorded the minutes of all proceedings of the Board, and shall keep safe custody of the seal of the corporation.
- 5.8 Treasurer:
- (a) The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation, or shall have such accounts maintained, and shall deposit, or have deposited, all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.
  - (b) The Treasurer shall disburse the funds of the corporation, or have such funds disbursed, as ordered by the Board of Directors, and prepare financial statements, or have financial statements prepared, each month or at such other intervals as the Board shall direct.
  - (c) The Treasurer shall be authorized to sign checks. Checks over \$5,000 require a 2<sup>nd</sup> signature of President, President Elect, or Vice President.