

EEA Bylaws

currently being reviewed by Jones Day and ProBono Partnership

Originally adopted November 19, 1992. Last amended on November 14, 2016.

Article One: Name and Offices

- 1.1 Name: The name of this corporation shall be "The Environmental Education Alliance, Inc." (the "Corporation").
- 1.2 Offices: The principal office of the Corporation in the State of Georgia shall be located at such place as shall be lawfully designated by the board of directors of the Corporation (the "Board"). The Corporation may have such other offices, either within or without the State of Georgia, as the Board may designate or as the affairs of the Corporation may require from time to time.

Article Two: Purposes and Governing Instruments

- 2.1 Nonprofit Corporation: The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.
- 2.2 Charitable and Educational Purposes: The Corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the articles of incorporation, are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). The Corporation was organized, and at all times shall be operated, to promote the sharing of information and skills among organizations and professionals involved in environmental education. In furtherance of such purposes the Corporation shall have full power and authority:
 - (a) To promote communication among environmental education organizations and professionals.
 - (b) To encourage the professional management of environmental education organizations.
 - (c) To foster the sharing of information about environmental education programs and issues.
 - (d) To assist environmental education organizations and professionals in the development and presentation of environmental education programs.
 - (e) To work with governmental agencies, schools and school systems, the business community, environmental education programmers, and others to develop the widest possible exposure and understanding of environmental education concepts and principles.
 - (f) To assist environmental education organizations in the areas of management, fundraising, and programming.
 - (g) To solicit gifts, grants, and contributions to support the programs and activities of the corporation.
 - (h) To receive and accept property (real, personal, or mixed) by way of gift.
 - (i) To acquire, own, manage, and operate properties and resources.
 - (j) To perform other acts as determined by the Board of Directors in order to carry out any of the purposes of the corporation.
- 2.3 Governing Instruments: The Corporation shall be governed by its articles of incorporation and these bylaws (the "Bylaws").

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; 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. 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 by the Board.
 - (b) The Board 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 shall consist of not less than 3 nor more than 33 Directors who may be elected from time to time in accordance with these Bylaws. The Board 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. Directors shall be natural person who have attained the age of 18 years, but need not be residents of the State of Georgia.
- 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 by the Board, the slate shall be presented to the general membership for consideration. The Directors of the Corporation shall be elected by the general membership either by electronic voting on the Internet or by a vote at the Annual Conference (or at such other time or times as the Board 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, 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.

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 Conferences, but in no event less than one Board meeting annually. Meetings may be called (a) by the President, or (b) by the Secretary upon demand of a majority of the Directors then in office.
- 4.2 Quorum: At meetings of the Board, 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 3 Directors constitute a quorum. If a quorum is present when the meeting is convened, the Directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum or the refusal of any Director present to vote.

- 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.
- 4.4 **Notice:** Notice of meetings may be provided as determined by the Board. Notice may be delivered in person, by facsimile, by United States mail (postage prepaid), by electronic transmission, or by leaving such notice at the place of business or residence of each Director. Except as otherwise provided in these Bylaws, neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting.
- 4.5 **Participation by Telephone:** Members of the Board or any committee designated thereby may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

Article Five: Officers

- 5.1 **Number and Qualifications:** The executive officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer (the "Executive Officers"). 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 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 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, and Vice President. The Treasurer and Secretary shall serve two year terms. Members of the Board will select the President, Vice President, Secretary, and Treasurer. All terms of office begin July 1st and end June 30th or until their successors have been elected and qualified.
- 5.3 **Removal and Vacancies:** Any officer may be removed by the Board whenever in the Board's 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.
- 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 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. 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.
 - (b) The Treasurer shall disburse the funds of the Corporation, or have such funds disbursed, as ordered by the Board, 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 2nd signature of the President, or the Vice President.

Article Six: Committees of Directors

- 6.1 General: The President may appoint committees of special purpose consisting of members of the general membership and/or one or more Directors, with such special purposes including but not limited to supporting the functions of nominations, membership, communications, finances, and programs. The responsibilities of each committee shall be determined by the President, after consultation with the Board. Each member of a committee shall continue as such through June 30th or until the 1st meeting of the new Board or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from the committee. One member of each committee shall be appointed chairman thereof.
- 6.2 Executive Committees: By resolution adopted by a majority of the Directors then in office, the Board may designate from among its members one or more executive committees (each, an "Executive Committee"), each of which shall consist of 3 or more Directors, which may include the President, the Vice President, the Secretary, and the Treasurer of the Corporation, which Executive Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the affairs of the

Corporation. However, the designation of any such Executive Committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it or him or her by law. All Executive Committee members must be voting members of the Board.

Article Seven: Indemnification and Insurance

- 7.1 **Indemnification:** In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines, and amounts paid in settlement), actually and reasonably incurred by such person in connection with such action, suit, or proceeding by reason of the fact that such person is or was a Director, officer, employee, trustee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, the Corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.
- 7.2 **Indemnification Not Exclusive of Other Rights:** The indemnification provided in Section 7.1 above shall not be deemed exclusive of any other rights to which those seeking agreement, vote of members or disinterested trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be Director, officer, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- 7.3 **Insurance:** To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, trustee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership joint venture, trust, or other enterprise.

Article Eight: Members of the Corporation

- 8.1 **Members:** The Board may establish criteria by which financial supporters of the Corporation or others may be awarded certain benefits and referred to as "members". The Board may establish more than one category of membership, may from time to time revise such membership criteria and categories, and may award various benefits to each category.
- 8.2 **Authority:** Except as set forth in these Bylaws, such "members" shall have no authority over the government or management of the affairs of the Corporation; as such authority rests entirely with the Board.

Article Nine: Miscellaneous

- 9.1 **Contracts:** The Board may authorize any officer or officers, agent or agents of the

Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

- 9.2 Books and Records: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members Board, and committees having any of the authority of the Board. The Corporation shall maintain a current record giving the names and addresses of the Board.
- 9.3 Corporate Seal: The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board may from time to time determine.
- 9.4 Fiscal Year: The Board is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.
- 9.5 Relation to Articles of Incorporation: These Bylaws are subject to, and governed by, the articles of incorporation.

Article Ten: Amendments

- 10.1 Power to Amend Bylaws: The Board shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws.
- 10.2 Conditions: Action by the Board with respect to Bylaws shall be taken by the affirmative vote of a majority of all Directors then holding office.

Article Eleven: Tax-Exempt Status

- 11.1 Tax-Exempt Status: The affairs of the corporation at all times shall be conducted in such manner as to assure its status as a "publicly supported" organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

Article Twelve: Adoption of Bylaws

- 12.1 The Environmental Education Alliance, Inc. was organized under the laws of the State of Georgia as the Georgia Environmental Education Council, Inc. on May 4, 1990. The name of the Corporation was changed to The Environmental Education Alliance, Inc on November 19, 1992. These Bylaws were amended February 2003, February 2004, August 2004, May 2006, July 2009, May 2010, May 2011, and November 2016, and adopted by the Board.