

**BYLAWS**  
of the  
**IDAHO ENVIRONMENTAL EDUCATION ASSOCIATION**

**PREAMBLE:**

The Idaho Environmental Education Association (IdEEA) is an organization of individuals and entities interested in promoting education about our environment. IdEEA's approach is cooperative, nonconfrontational, and nonpartisan.

In order to achieve excellence and translate theory into reality IdEEA will engage in a wide variety of activities, programs, and cooperative agreements to:

- foster clear awareness and understanding of, and concern about, economic, social, political and ecological interdependence;
- provide opportunities to acquire the knowledge, values, attitudes, commitment, and skills needed for effective and responsible environmental education, and resolving issues associated with that endeavor;
- facilitate the sharing of ideas, philosophies and learning strategies between educators and resource professionals.

The corporation's duration shall be perpetual.

**ARTICLE I. PRINCIPAL OFFICE**

The principal office for the transaction of the business of this corporation shall be determined by the Board of Directors, in consultation with the Executive Director. The Board of Directors may, at any time, determine location of other offices.

**ARTICLE II. MEMBERS**

**Section 1. Admission to Membership**

Any person or entity shall be admitted as a member of the corporation upon payment of the annual dues set by the Board of Directors for the year in which such member or entity applies for membership. Each entity's or person's membership shall expire according to requirements established by the Board of Directors. Conditions of membership and procedures for the suspension or termination of a membership by the corporation may be altered from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

**Section 2. Membership**

Members are any individuals or entities who support the purposes and goals of the corporation as set forth in Article IV of the Articles of Incorporation. The requirements for membership shall be

determined by the Board of Directors. Members shall have full voting privileges and shall be eligible to hold any office or serve on the Board of Directors.

### ARTICLE III. MEETINGS

#### Section 1. Annual Meeting

An annual meeting of the members shall be held each year, with the exact date, time, and place to be established by the Board of Directors.

#### Section 2. Special Meetings

Special meetings of the members may be called by the Board of Directors or on the request of not fewer than ten percent of the members of the corporation.

#### Section 3. Notice of Meetings

In accordance with Idaho Code Section 30-311 (C), it shall not be necessary for notice of annual or regular meetings to be given to each member entitled to vote at such meeting. The Board of Directors shall endeavor to give notice of annual or regular meetings to members by any one or a combination of the following: 1) email, (2) posting on the IdEEA website, (3) IdEEA newsletter, (4) conventional mail. If any notice is mailed to members, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on records of the corporation or at such other last known address of which a corporation may have notice.

#### Section 5. Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of the Idaho Nonprofit Corporation Act as set forth in Title 30, Chapter 3, Idaho Code (the act) or under the provisions of the Articles of Incorporation of the corporation (the articles), these bylaws, 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 gained equivalent to the giving of such notice.

#### Section 6. Officers of the Members' Meetings

The presiding officer at members' meetings shall be the president of the corporation or, in the absence of the president, the vice president or, in the absence of both the president and the vice president, a chairman elected by the members present at the meeting. The secretary of the corporation or, in the absence of the secretary, any person appointed by the presiding officer of the meeting shall act as secretary of a members' meeting.

#### Section 7. Quorum and Voting Requirements

Members present and entitled to vote shall constitute a quorum at a meeting of members. The affirmative vote of the majority of the members represented at the meeting and entitled to a vote

on the subject matter shall be the act of the members, unless the vote of a greater number is required by the act, the article, or the bylaws.

#### Section 8. Proxies

A member may vote in person, or via email when email voting is designated as an option on a given proposed action). Proxies shall not be recognized.

### ARTICLE IV. DIRECTORS

#### Section 1. General Powers and Standards of Care.

All corporate powers shall be exercised by, or under authority of, the Board of Directors, except as may be otherwise provided in the act or the articles. A director shall perform such director's duties in good faith in a manner such director reasonably believes to be in the best interests of the corporation and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such director's duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, the director reasonably believes to be relevant.

#### Section 2. Number, Tenure and Qualifications

The number of directors shall be fixed by the Board of Directors, no fewer than seven and no more than nineteen directors of this corporation. The directors shall be selected from at least five of the regions of the state. In addition, there shall be not less than one nor more than three directors-at-large. The directors shall be elected in accordance with Article IV, Section 3 of these bylaws. Each director shall hold office until the end of the term or until a successor shall be elected and qualified.

The regions of the state are as follows:

Region 1: Boundary, Bonner, Benewah, Kootenai, and Shoshone counties

Region 2: Latah, Clearwater, Idaho, Nez Perce, and Lewis counties

Region 3: Adams, Washington, Payette, Gem, Canyon, and Owyhee counties

Region 4: Blaine, Camas, Gooding, Lincoln, Cassia, Minidoka, Twin Falls, and Jerome counties

Region 5: Bear Lake, Franklin, Oneida, Power, Bannock, Caribou, and Bingham counties

Region 6: Clark, Fremont, Lemhi, Custer, Butte, Teton, Madison, Jefferson, and Bonneville counties

Region 7: Valley, Boise, Ada, and Elmore counties

The Board of Directors shall also include higher education representative(s) or government representative(s) or representative(s) at-large.

#### Section 3. Election of Directors

Directors shall be elected when necessary by a majority vote of the voting members. The Board of Directors shall recommend to the membership candidates for membership on the Board of

Directors. Nominations and qualifications shall be submitted in writing whenever possible not less than fifteen days in advance of such election. Nominations shall also be permitted from the floor at a meeting or as write-in candidates. Directors must be members of the corporation.

Voting members shall elect directors from the various classes of voting membership as set forth in Article II of these bylaws. In addition, the voting members may elect one to three directors at-large from the voting members.

#### Section 4. Term of Office

Directors shall serve for two years. To the extent feasible, the organization shall strive to elect directors from even numbered regions in even numbered years, and directors from odd numbered regions in odd numbered years. When this is not feasible and directors are elected in a year that does not correspond to the number of their district, their initial appointment will be for one year.

#### Section 5. Vacancies

Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of any increase in the number of directors shall be filled by the Board of Directors. Directors elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office and shall be elected from the membership class or region from which the predecessor director was elected.

#### Section 6. Removal of Directors

Any director may be removed from office for cause by a majority vote of the members or of the Board of Directors. A director may be removed from office after two unexcused absences within any 12-month period of any board meeting.

#### Section 7. Meetings and Notices

Meetings of the Board of Directors may be called by or at the request of the president or any two directors. These meetings may be held in person or by conference telecommunications. Notice of any meeting of the Board of Directors shall be given at least five days previous, by phone or email, to each director.

#### Section 8. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. Once a quorum is established, it shall remain for the duration of the meeting.

#### Section 9. Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by law or by these bylaws. The

Board of Directors can also act with the written consent of the majority of the directors, including email notification on proposed action items.

#### Section 10. Open Meetings

It is the intent of the corporation to conduct its business in open sessions whenever possible. However, in those circumstances where the board is discussing or acting upon strategy with respect to litigation, implementation of security systems, purchase of property, interviews with prospective employees, and discussion of personnel matters, the meeting shall be closed. On any other matter which the board feels must be dealt with in a confidential manner, the board may close its meetings to the members of the corporation and the general public. An affirmative two-thirds vote of the board members present is necessary to close the meeting.

#### Section 11. Compensation

The officers and directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when extended for and in the interest of the corporation and approved by the Board of Directors in advance.

#### Section 12. Director Conflicts of Interest

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contracts or transactions or because such director's or directors' votes are counted for such purposes if:

A. the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested directors, or

B. the fact of such relationship or interest is disclosed or known to the members entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent in which vote or consent such interested directors might participate to the extent that they are also members, or

C. the contract or transaction is fair and reasonable to the corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the corporation

#### Section 16. Loans to Directors

The corporation shall not lend money to or use its credit to assist its directors or officers.

#### Section 17. Liability of Directors for Own and Full Distribution of Assets

In addition to any other liabilities imposed by law upon the directors of the corporation, the directors, who vote for or assent to any distribution of assets other than in payment of its debts when a corporation is insolvent or when such distribution would render the corporation insolvent or during the litigation of the corporation without the payment and discharge of or making adequate provisions for all known debts, obligations, and liabilities of the corporation shall be jointly and severally liable to the corporation for the value of such assets which are thus distributed. To the extent that such debts, obligations, and liabilities of the corporation are not thereafter paid and discharged, a director shall not be liable under this section if, in the exercise of ordinary care, such director relied and acted in good faith upon written financial statements of the corporation represented to such director to be correct by the president or by the officer of the corporation having charge of its books of account or certified by an independent licensed or certified public accountant or firm of such accountants fairly to reflect the financial condition of the corporation, nor shall such director be so liable if, in the exercise of ordinary care and good faith in determining the amount available for such distribution, such director considered the assets to be their book value. A director shall not be liable under this section if, in the exercise of ordinary care, such director acted in good faith and in reliance upon the written opinion of an attorney for the corporation. A director, against whom a claim shall be asserted under this section and who shall be held liable thereon, shall be entitled to contribution from persons who accepted or received such distribution, knowing such distribution should have been made in violation of this section in proportion to the amount received by them respectively.

## ARTICLE V. OFFICERS

### Section 1. Number and Title

The officers of the corporation shall be duly elected board members and shall consist of a president, a vice-president, a secretary, a treasurer, and such other officers as may be elected in accordance with this article. Any two or more offices may be held by the same person, except the office of president and the office of secretary or treasurer.

### Section 2. Election and Term of Office

The officers of the corporation shall be duly elected directors of the corporation and elected by the Board of Directors. Officers may serve for three consecutive terms, provided that she/he is re-elected to the office for each term. After a period of one term not in a previously held office, a Director regains eligibility for election to that office.

### Section 3. Vacancies

Vacancies may be filled or a new office created and filled at any meeting of the board. Such election shall be held as soon as possible. Each officer shall hold office until a successor shall be duly elected and qualified.

### Section 4. Removal

Any officer elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds majority of the Board whenever, in its judgment, the best interest of the corporation would be served thereby.

#### Section 5. President

The president shall preside at all meetings of the Board of Directors and the general membership. He or she may sign with the secretary or any other proper officers of the corporation authorized by the Board of Directors; any deed mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the corporation. In general, he or she shall perform all duties incident to the office of president and such other duties which shall be prescribed by the Board of Directors from time to time. The term of office is two years.

#### Section 6. Vice President

In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and when those so active shall have all the powers, all then be subject to all due restrictions upon the president. Any vice president shall perform other duties as from time to time may be assigned by the president or by the Board of Directors.

#### Section 7. Secretary

The secretary shall keep the permanent minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, serve as the custodian of the corporate records and corporate seal, keep a register of the name and post office address of each corporate member, and, in general, perform all duties incident to the office of secretary, and such other duties as from time to time may be assigned by the president or the Board of Directors. The term of office is two years.

#### Section 8. Treasurer

The treasurer shall serve at the pleasure of the Board of Directors and shall have charge and custody of and be responsible for all funds and securities of the corporation. The treasurer shall assure that the bookkeeper receive and give receipts for money due and payable to the corporation from any source whatsoever and deposit all moneys in the name of the corporation in such bank or other financial institution as shall be selected by the Board of Directors and, in general, perform all the duties incident to the office of treasurer and such other duties as, from time to time, may be requested by the Board of Directors. The treasurer and president shall, with the appropriate standing committee, prepare an annual operating budget showing incoming expenses to be presented to the board for approval at the annual regular meeting of the Board of Directors. The treasurer shall report at the annual meeting of the members an accounting of all funds of the corporation.

## Section 9. Executive Director

The executive director shall serve at the pleasure of the Board of Directors and shall be responsible for cultivating partnerships with members of the environmental education community, administering current grants and programming, developing and carrying out fundraising, developing organizational capacity, and overseeing day-to-day operations of the organization. In conjunction with the treasurer, the executive director shall be responsible for the organization's financial matters, insuring that all monies received are deposited and that all expenditures are recorded and accounted for. Execution of duties shall be carried out in a professional and competent manner. The Board of Directors may at their discretion put forth a more detailed description of duties in a job description and/or employment contract. The executive director shall report to the Board of Directors at all regular meetings as well as each annual regular meeting of the members.

## ARTICLE VI. COMMITTEES

### Section 1. Executive Committee

The executive committee shall consist of the officers of the corporation and, by board decision, the chairpersons of the standing committees.

### Section 2. Other Standing Committees

The Board of Directors may establish such additional committees as are necessary and appropriate to carry out the business of the corporation. To the extent possible, the Board of Directors shall appoint members of the standing committees so as to provide a broad geographic representation on these committees. Committees designated by the Board of Directors may be composed entirely of officers and entirely of members of the Board of Directors or may include members of the corporation. Each committee shall have the duties and responsibility delegated to it by the Board of Directors.

### Section 3. Appointment

The chairperson of each standing committee shall be appointed by the president of the Board of Directors with the advice and consent of the Board of Directors. Committee members shall be appointed by the chairperson of each committee in consultation with the president of the Board of Directors and shall be appointed so as to provide a broad geographical representation on the committee when possible. Committee members may or may not be members of the Board of Directors. At least one member on each standing committee shall be selected from among the board membership if possible.

### Section 4. Term of Office

All committee members shall serve until the first annual meeting following their appointment or until their successors have been appointed. Ad hoc committee members shall serve until their special responsibilities are completed.

## ARTICLE VII. STAFF

### Section 1. Employees

The Board of Directors shall employ an executive director as needed and shall authorize the employment of other employees as are needed to carry out the purposes of the corporation. The executive director shall select the other employees who shall be hired by the executive director after ratification of his or her selections by the Board of Directors. The salary or wages and other terms of employment shall be set by the Board of Directors, who may enter into contracts of employment with such employees on behalf of the corporation. The Board of Directors may elect to contract certain duties as needed.

## ARTICLE VIII. MISCELLANEOUS

### Section 1. Indemnification

The corporation shall indemnify any director, officer, or former director or officer of the corporation against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceedings, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he or she is adjudged in such action, suit, or proceedings to be liable for negligence or misconduct in the performance of duty to the corporation.

### Section 2. Depositories

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in depositories the Board of Directors elects.

### Section 3. Contracts

The Board of Directors may authorize any officer or agent of the corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

### Section 4. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such persons and in such manner as determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the treasurer.

### Section 5. Fiscal Year

The fiscal year of the corporation shall end on the last day of December of each year.

### Section 6. Investment

Any funds of the corporation which are not needed currently for the activities of the corporation may, at the discussion of the Board of Directors, be invested in such investments as are permitted by law.

#### Section 7. Annual Audit

The financial books and records of the corporation shall be audited annually as required by law.

#### Section 8. Books and Records

The corporation shall keep direct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having the authority, of the Board of Directors and shall keep a record giving the name and address of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney or the general public for any proper purpose at any reasonable time.

#### Section 9. Dissolution

A. A resolution to dissolve the corporation shall be submitted to a vote of the members.

B. In the event of dissolution of the corporation, the Board of Directors shall, after payment of all liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such corporations organized and operating exclusively for charitable, educational, or scientific purposes that shall, at the time, qualify as the exempt corporation or corporations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law and which is organized for purposes substantially similar to that of the corporation.

#### Section 10. Nondiscrimination

This corporation is an equal opportunity employer and shall make available its services without regard to race, creed, age, sex, color, ancestry, or national origin.

#### Section 11. Political Activity

The corporation shall not in any way use corporate funds to engage in any political activity for or against any candidate for public office. However, this bylaw shall not be construed to limit the right of any official or member of this corporation to appear before any legislative committee to testify as to matters involving the corporation. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purposes of the corporation.

#### Section 12. Parliamentary Procedure

All meetings of the Board of Directors and membership shall be governed by Robert's Rules of Order, current edition, unless contrary procedure is established by the Articles of Incorporation or by these bylaws or by resolution of the Board of Directors.

### Section 13. Bonding

The Board of Directors may require the executive director and any other officer or employee of the corporation to give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The corporation shall pay the premiums required for such bonds.

## ARTICLE IX. AMENDMENTS

These bylaws may be amended by a two-thirds majority vote of the membership. These bylaws may also be amended by a two-thirds majority vote of the board of directors. For all amendments to be voted on by the membership, at least 30 days prior written notice shall be given to all members, setting forth proposed amendments, and a time, place, and means of voting. For all amendments to be voted on by the board of directors only, at least 30 days prior written notice shall be given to all members, and input solicited from the membership for the board to consider in their deliberations and voting. All members shall be promptly informed of the results of all votes on amendments to the organization's bylaws.

## SECRETARY'S CERTIFICATION

This is to certify that the foregoing bylaws have been duly adopted by a vote of the Board of Directors on August 26, 2009.

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