



BYLAWS of the Pennsylvania Association of Environmental Educators

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be the Pennsylvania Association of Environmental Educators, hereinafter known as PAEE or the Association.

Section 2: The purpose of PAEE is to unite, support, and empower a community of Environmental Educators throughout Pennsylvania and to be recognized as the statewide organization for Environmental Educational professionals with a growing, diverse, and involved membership and with the resources to sustain our purpose.

ARTICLE II - BOARD OF DIRECTORS

Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the Association and delegates responsibility for day-to-day operations to PAEE's President and committees. The Board shall have up to twenty-one but no fewer than eleven members. Board Members receive no compensation other than reimbursement of reasonable expenses and must be a PAEE member in good standing.

Section 2. At the discretion of the Board, various Board Director positions can be assigned to a particular function in addition to there being at-large positions. For instance, the Board may establish geographic regions comprised of counties of the Commonwealth to best serve its membership. If such regions are established, one member from each region shall be included on the Board as part of the normal process to establish Board members.

Section 3: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place. While in person meetings are the preferred method for conducting PAEE business, if necessary, Board meetings can be by electronic media rather than in person.

Section 4: Board Elections. Elections by the voting PAEE members for vacant Board positions shall be held annually.

Section 5: Election Procedures. The Board Nominating Committee shall be responsible for presenting to the full Board on an annual basis a slate of potential Officers (excluding the President and Past President) and Board Members. The slate shall be prepared through direct solicitation of candidates and through suggestions from the membership. The slate shall be designed to preserve the diversity and balance necessary to enable PAEE to provide programs



PENNSYLVANIA ASSOCIATION *of* ENVIRONMENTAL EDUCATORS

and policy guidance on the broad spectrum of environmental education in Pennsylvania. Nominees selected by the Board Nominating Committee must be PAEE members.

Nomination requests and ballots for Board members and officers shall be disseminated to all PAEE members by email or postal mail through procedures prepared by the Board Nominating Committee and approved by the PAEE Board.

Section 6: Terms. All Board members shall serve two-year terms, but are eligible for re-election. However, no board member shall serve more than three two-year terms, even if they have held different positions on the Board except that the President may ask a Board member to serve for more than three terms if that person's expertise is specifically needed by PAEE and is approved by the Board.

Section 7: Quorum. A quorum of at least fifty-one percent of the Board members must be present before business can be transacted or motions made or passed. Board members attending by electronic media also count towards a quorum.

Section 8: Notice. An official Board meeting requires that each Board member have written or electronic notice at least ten days in advance.

Section 9: Officers and Duties. There shall be five officers of the Board consisting of a President, a President--Elect, the Past President, a Secretary, and a Treasurer. The officers shall be listed on the ballot for selection by the full membership. Their duties are as follows:

- The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: President--Elect, Secretary and Treasurer.
- The President-Elect will chair committees on special subjects as designated by the Board and will assume the Presidency position when it becomes vacant.
- The Past President will sit on the executive committee and will remain a voting member of the Board of Directors. He or she will undertake such PAEE related tasks as the President shall assign.
- The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
- The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising



PENNSYLVANIA ASSOCIATION *of*
ENVIRONMENTAL EDUCATORS

plans, assist with bookkeeping, sign checks, approve invoices, etc., and make financial reports detailing income, expenditures and adherence to budget at least quarterly to Board members.

Section 10: Vacancies. When a vacancy on the Board exists, nominations for new members may be submitted by present Board members to the Secretary two weeks in advance of a Board meeting. These nominations shall then be sent out to Board members and voted upon at the next Board meeting or by email or postal mail. All vacancies will be filled only to the end of the particular Board member's term.

Section 11: Resignation, Termination and Absences. Resignation from the Board must be in writing or by email and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she is absent from 50% of the Board meetings in a year or, at the determination of the President, has not participated in regular Board business over a nine months' period. A Board member may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 12: Special Meetings. Special meetings of the Board shall be called upon at the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member by postal mail or email postmarked two weeks in advance.

Section 13: Except as otherwise set forth in these Bylaws, the acts of a simple majority (51%) of Directors present at a regular or special meeting shall be sufficient to approve proposals and conduct other business of the Board.

Section 14: There shall be no voting by proxy on matters before the PAEE Board of Directors.

Section 15: Meetings of the Board shall be governed by the latest edition of Robert's Rules of Order, except where inconsistent with law or these Bylaws.

Section 16: Prohibition Against Loans. The Association shall not make loans to any officer, director, member or volunteer of the Association.

Section 17: Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise that the Board deems will be useful in the furtherance of the PAEE mission.

Section 18: Programs. The Board may initiate programs designed to benefit its members and/or strengthen environmental education in Pennsylvania. Such programs must be approved by a majority of the Board of Directors if not included in the approved annual budget and have sufficient funding to be successful, before they can be undertaken.



ARTICLE III – MEMBERSHIP

Section 1: Membership shall be open to any person or organization that supports the purpose statement in Article I, Section 2. Continuing membership is contingent upon being up-to-date on membership dues.

Section 2: The Board shall have the authority to establish and define categories of membership on an annual basis.

Section 3: The Board shall set dues schedules for memberships on an annual basis and in conjunction with budget development.

ARTICLE IV –DECIDING POWERS OF THE MEMBERSHIP

Section 1: The members of the Association have the power to vote and decide on Association business such as electing the Board of Directors, adopting and amending the bylaws, amending the Articles of Incorporation, and on “fundamental” matters such as mergers, etc.

Section 2: Meetings of the Membership

- Annual Meeting. A regular annual meeting for members shall be set by the Board of Directors and normally will be held as part of the annual conference.
- Special Meetings. Special meetings of the members may be called by the Board or at the written request of at least 10% of the members. At least five (5) days’ written notice stating the time, place and purpose of any special meeting shall be given to the members entitled to participate. It shall be the duty of the secretary to fix the time of the meeting, which shall be held not more than sixty (60) days after the receipt of the request from the members.
- Quorum. The presence at a meeting of at least 20% of the members shall constitute a quorum for the transaction of business at the meeting of the members.
- Majority rule. The acts of a simple majority (51%) of members present at a regular or special meeting shall be sufficient to approve proposals and conduct other business put forward by the members at a meeting.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed such as a Financial Committee, Conference Committee, etc. The President appoints all committee chairs. Committee chairs must be members of the Board. Membership in the Committees is up to the Committee Chair and by specific nominations of the Board. Broad membership in Committees is encouraged to



PENNSYLVANIA ASSOCIATION *of* ENVIRONMENTAL EDUCATORS

promote the diversity and experience that will benefit PAEE management and to provide opportunities for PAEE members to become better experienced with PAEE management.

Section 2: The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. Any official business discussed or acted upon by the Executive Committee shall be disclosed to the full Board at the next Board of Directors' Meeting

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and preparing an annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The financial records of the Association are public information and shall be made available to the membership, Board members and the public.

Section 4: A standing or special committee (other than the Executive Committee) shall have no authority to expend, accept, or hold funds of the Association unless authorized to do so by the Board in writing and included in the approved budget.

Section 5: A standing or special committee (other than the Executive Committee) shall have no independent authority to act on behalf of PAEE unless authorized to do so by the Board.

ARTICLE VI –STAFF and VOLUNTEERS

Section 1: The Board may hire, lease, or contract for paid assistance as the need arises and as finances permit. Volunteer work may also be accepted by the Association. The Board assigns duties in writing for all persons providing paid or volunteer assistance to the Association. Persons providing assistance serve under the direction of the President or as the President delegates to another Board member.

ARTICLE VII—NONDISCRIMINATION

Section 1: PAEE shall not discriminate on the basis of race, color, religion, sex, age, national origin, disability or sexual preference.

ARTICLE VIII--MISCELLANEOUS

Section 1: The Board shall cause a report of the activities of PAEE to be prepared annually and sent to such persons as the Board shall determine.



Section 2: The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.

Section 3. The fiscal year of the Association shall begin on July 1 and end on June 30.

Section 4. The funds of the Association shall be deposited in one or more banks or financial institutions as designated by the Board of Directors. All checks shall be signed by such persons as the Board may from time to time designate.

Section 5. The Board of Directors shall secure insurance to protect the Association, the Board of Directors, and the Officers from liability.

Section 6. The Board of Directors shall appoint an independent auditor who is neither an officer nor a director of the Association to review the books of the Association prior to the annual meeting each year.

ARTICLE IX—AWARDS and SCHOLARSHIPS

Section 1: The Board of Directors may give awards to individuals, organizations, agencies, and companies no more often than annually. Nominees for awards are recommended to the Board for approval by the PAEE Awards Committee using criteria and procedures prepared by the committee and approved by the Board.

Scholarships to the annual PAEE conference can be awarded by the Association upon recommendation of the Conference Committee and with the availability of funds.

ARTICLE X--CONFLICT OF INTEREST

Section 1: No director, officer, staff person or volunteer of the Association shall vote on, recommend, or participate in any decision relating to any contract or transaction in which he or she or his or her employer or family member has any financial interest.

Section 2: Directors, officers, volunteers, and staff persons of the Association shall be required to disclose to the Board of Directors all material facts relating to any financial interest he or she or his or her employer or family member may have in any contract or transaction which the Association may undertake in order to ensure compliance with the policy set forth in Section X.1 above.



ARTICLE XII. INDEMNIFICATION AND STANDARD OF CARE OF OFFICERS AND THE BOARD OF DIRECTORS

Section 1: Good Faith Performance. A Board Member shall perform his or her duties as a member in good faith, in a manner he or she reasonably believes to be in the best interests of the Association. He or she will exercise such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of having been a Board Member of the Association.

Section 2: None of the PAEE Board Members shall be responsible or liable for the acts of omissions of any other of the board members or any predecessor or of a custodian, agent, depository, or counsel selected with reasonable care.

Section 3: No PAEE Board Member shall be personally liable, as such, for monetary damages for any action taken, or failure to take action, unless the Board Member has breached or failed to perform the duties of his or her office under Title 42 PA Consolidated Statutes S8363 (relating to Standard of Care and Justifiable Reliance), and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provision of this paragraph shall not apply to the responsibility or liability of a Board Member, pursuant to any criminal statute, or the liability of a trustee for the payment of taxes pursuant to local, state, or federal law.

Section 4: Any repeal or modification of this Section by the Board of Directors shall be prospective only, and shall not affect, to the detriment of any Board member, any limitation on the personal liability of a Board member, existing at the time of such repeal or modification.

Section 5: Indemnification. The Board of Directors shall indemnify any Board Member who was, or is, a party, or is threatened to be made a party to any threatened, pending or completed action, suit, or other proceeding, if such person is a Board Member or was serving in the capacity of a Board Member at the request of the Board of Directors. Such indemnification shall be against all expenses (including attorney's fees), monetary penalties and damages (including settlements arising from such action), unless the behavior which gave rise to such action is deemed by the Board of Directors to constitute self-dealing, willful misconduct, or recklessness or applicable laws expressly prohibit such indemnification.

Section 6: Unless specifically authorized by the resolution of the Board of Directors and directed to do so, a Board member who initiates legal action shall not be indemnified by the Board of Directors.

Section 7: The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in one's official capacity and as to



action in another capacity while holding such office, and shall insure to the benefit of the executors and administrators of any such person.

ARTICLE XIII - AMENDMENTS OF THE ASSOCIATION BYLAWS

Section 1: These Bylaws may be amended by affirmative vote of a majority of Association members present at a duly convened regular or special meeting after notice of such meeting and its purpose has been given.

They may also be amended, to the extent not prohibited by law, by affirmative vote of a majority of all Directors in office.

In the case of Bylaws Amendments adopted by the Board the members may change such action by majority vote of the members at a special meeting called for that purpose.

ARTICLE XIV—DATE OF ADOPTION THESE BYLAWS AND OF AMENDMENTS

Section 1: The Bylaws of PAEE have been adopted by the Board of Directors and are effective on June 11, 2018.