

Bylaws of the Nebraska Alliance for Conservation and Environment Education

ARTICLE I. Name and Purpose

Section 1. Name. The name of this Corporation shall be the Nebraska Alliance for Conservation and Environment Education (NACEE).

Section 2. Purpose. The purpose of the Nebraska Alliance for Conservation and Environment Education is to facilitate and promote conservation and environment education for all Nebraska.

ARTICLE II. Board of Directors

Section 1. Election/Appointment. The business and property of the Corporation shall be managed and controlled by the Board of Directors who shall be elected to hold office as provided in Article III or until appointment and qualification of their respective successors.

Section 2. Number of Members. The Board of Directors shall consist of five Officers of the Corporation and up to seven Members-at-Large. The number of Members-at-Large may be increased or decreased by amendment to these Bylaws, in the manner set forth in Article IX.

Section 3. Terms of Office. All positions are three years terms. The President, Vice President and two Members-at-Large positions will be elected year one of a three-year rotation. The Treasurer, Membership Secretary and two Members-at-Large positions will be elected year two of a three-year rotation. The Recording Secretary, and three Members-at-Large positions will be elected the third year of a three-year rotations. Service on the NACEE board should not exceed ten consecutive years. Board members that have been limited can be re-nominated for a board position after a one-year absence from the board.

Section 4. Resignation. A Board member may resign at any time by giving written notice of such resignation to the Executive Board.

Section 5. Vacancies. A vacancy in the Board occurring during the year, including a vacancy created by a resignation, may be filled for the unexpired portion of the term by the Board members then serving by affirmative vote of the majority. A Board member so elected by the Board shall hold office until the next election after the term expires. An election to fill expired or vacant terms of Officers and Members-at-Large shall be held each year at the annual meeting. Ties will be voted on at the annual meeting of the Board of Directors.

Section 6. Notice of Meetings. Regular meetings of the Board of Directors require a 10-day notice and Special meetings require a 3-day notice. Notice can be given by email, phone, mail, website, or fax. Any business may be transacted at any Board meeting. Board meetings may be held by conference call.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or Vice President and must be called by either of them on the written request of any member of the Board. Special meetings require a three-day notice by email, phone, or mail.

Section 8. Chairperson. At all meetings of the Board, the President or Vice President or, in his/her absence, a chairperson chosen by the Board members present, shall preside.

Section 9. Quorum. At all meetings of the Board, a majority of the Board members present shall be sufficient to constitute a quorum for the transaction of business. Two-thirds of the Board members must be present to constitute a quorum for making changes to the Bylaws.

Section 10. Compensation. Board members shall not receive compensation for their service as such but, by resolution of the Board, expenses of attendance, if any, may be allowed for each regular or special meeting of the Board. The Board shall have power at its discretion to contract for and to pay Board members rendering unusual or exceptional service to the Corporation at a rate appropriate to the value of the services.

Article III. Officers

Section 1. Number. The officers of the Corporation shall be the President, Vice President, Recording Secretary, Treasurer, and Membership Secretary.

Section 2. Election. The term of office are three years and shall be elected on a three-year rotating cycle as specified in article II section 3. The President and Vice President shall be a member in good standing for a least one year prior to nomination.

Section 3. Vacancies. In case an office of the Corporation becomes vacant, the majority of the Board members then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until that position's end of term.

Section 4. President. The President shall preside at all meetings of the Board. He/she shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him/her by the Board. He/she shall appoint from the Membership or the Board, chairs of the following standing committees: Nominating and Finance. Ad Hoc committees shall be created as necessary by the President.

Section 5. Vice President. At the request of the President, or in the event of his/her absence, the Vice President shall perform the duties and possess and exercise the powers of the President and shall have such other powers and duties the Board may determine. The Vice President shall serve as chair of the Nominating Committee and as chief liaison with the North American Association for Environmental Education (NAAEE).

Section 6. Recording Secretary. The Recording Secretary shall keep complete minutes of all meetings of the Board and Membership. In addition, he/she shall perform all other duties that may be delegated by the Board.

Section 7. Treasurer. The Treasurer shall keep the records of the books of account of the Corporation and shall be responsible for receiving and disbursing funds of the Corporation as directed by the Board. The Treasurer shall keep accurate accounts of all financial transactions, shall make reports at each Board meeting, and shall make all financial records available for audit as directed by the Board. The Treasurer shall submit to the Board an annual summary of financial transactions at the end of each fiscal year.

Section 8. Membership Secretary. The Membership Secretary shall keep all records of membership to the organization. He/she shall send out renewal notices for membership, send information packets to new members, and forward all dues to the Treasurer.

Section 9. Removal. Any officer may be removed from office by the affirmative vote of two-thirds of the Board at any regular or special meeting called for that purpose for conduct detrimental to the interest of the Corporation or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least ten days' notice in writing by mail of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

Article IV. Members

Section 1. Membership. Any individual, group, or organization with an interest in the stated purpose of the Nebraska Alliance for Conservation and Environment Education shall be considered eligible for membership. Categories of membership shall include individual, student, institutional/non-profit,

corporate, and any other categories established by the Board. Dues for each membership category shall be established by the Board. Any member in good standing, as determined by the Membership Secretary, shall be eligible to vote in the election of Officers, Board Members and any other matter brought before the Membership.

Section 2. Annual Meeting. Annual meetings of the Corporation shall be held in for the purposes of election of Board members and Officers and the transaction of any other business. In years where no annual meeting is possible, elections will be by mail or email.

Section 3. Notice of Meeting. All members of the Corporation will be notified of the Annual Meeting by mail or email.

Section 4. Special Meetings. Special meetings may be called by the President or Vice President and must be called by either of them on the written request of any member of the Board.

Section 5. Quorum. At annual meetings of the Membership, the members present shall be sufficient to constitute a quorum for the transaction of business.

Article V. Agents and Representatives

The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

Article VI. Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

Article VII. Prohibition against Sharing in Corporate Earnings

No Board member, officer or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, provided that this shall not prevent payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Article VIII. Investments

The Corporation shall have the right to retain all of any part of any property, real, personal or mixed, acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Board member is or may hereafter be permitted by law to make or any similar restriction. No action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Article IX. Amendments

The Board shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted

at a subsequent regular or special meeting, except as otherwise provided by law. Two-thirds of the Board members must be present to constitute a quorum for making changes to the Bylaws.

Article X. Exempt Activities

Notwithstanding any other provision of these Bylaws, no Board member, officer, employee or representative of this Corporation shall take any action to carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Article XI. Dissolution

The Nebraska Alliance for Conservation and Environment Education shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of said funds shall inure or be distributed to any Board members, officers or other private individuals. Upon dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, the corporate assets remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amount as the Board may determine or as may be determined by a Court of competent jurisdiction upon application of the Board, exclusively to charitable, educational, scientific, or philanthropic organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

We, the undersigned, representing the Board of Directors of the Nebraska Alliance for Conservation and Environment Education, do hereby certify that the above and foregoing is a true and correct copy of the Bylaws of the Corporation adopted by the Board of Directors on the__ day of _____, 2018.

