

**BYLAWS OF THE
MINNESOTA ASSOCIATION FOR ENVIRONMENTAL EDUCATION
As amended and approved April 23, 2007; April 9, 2005, April 17, 2004; October 29, 2003;
September 27, 2002**

ARTICLE I NAME

Section 1 The name of the Association shall be the Minnesota Association for Environmental Education (MAEE).

Section 2 The headquarters for the MAEE shall be located at the Minnesota Valley National Wildlife Refuge, 3815 East 80th Street, Bloomington, MN 55425 until such time that the board of directors deems it necessary to change the headquarters to a another location.

ARTICLE II PURPOSE

Section 1 The Minnesota Association for Environmental Education (MAEE) is a professional association established to assist and support the work of individuals engaged in environmental education. Its goal is to contribute to the professional development of environmental educators throughout the state to promote a healthy, and sustainable environment through education. It is a nonpartisan organization. Activities of the MAEE shall include but not be limited to the following:

1. Generate support for environmental education at local, state, and national levels.
2. Support activities which increase public awareness and understanding of environmental issues.
3. Sponsor activities including workshops, state and local conferences and programs.
4. Cooperate with educational institutions and other groups, organizations, and public and private agencies in developing and conducting effective environmental projects, activities and programs.
5. Promote the dissemination of environmental educational materials and information.
6. Receive and allocate funds for environmental education projects and programs.

Section 2 The mission of the Minnesota Association for Environmental Education is to support and advance environmental education throughout the state.

ARTICLE III MEMBERSHIP

Section 1 Membership in the MAEE shall be open to individuals, educational institutions, and organizations which subscribe to the aforementioned purpose and support MAEE with the annual payment of dues.

Section 2 Categories of Membership in MAEE shall be as follows:

1. Individual, Student, Retired: persons who subscribe to the aforementioned purpose and support MAEE with annual payments of dues and shall be eligible to vote, hold office and benefit from all MAEE services.
2. Organizational: education institutions, agencies and corporations at any level who subscribe to the aforementioned purpose and support MAEE with annual payment of dues and shall be entitled to be represented by three designated individuals who shall be eligible to vote, hold office, and benefit from all MAEE services.
3. Co-Membership agreements: the MAEE Board may determine to have members of other environmental and/or educational non-profits eligible for membership discount when they join MAEE. Said persons must pay annual membership dues and shall be eligible to vote, hold office and benefit from all MAEE services as a regular member.

Section 3 Membership dues shall be established by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS/OFFICERS

Section 1. Duties and General Powers. At all times The Board of Directors shall only act for the well being and success of the organization. The Board of Directors shall manage all funds and property,

real, personal, and intellectual, received and acquired by the MAEE for the best interests of the organization, and at all times work towards accomplishing its aforementioned mission. The Board of Directors shall have all the powers and duties necessary or appropriate to manage the affairs and business of the MAEE so long as these actions are consistent with both the Articles of Incorporation and the laws and statutes of the state of Minnesota. The Board of Directors may engage in any and all such acts as are not prohibited by law or these by-laws.

- Section 2. Number and Qualifications. The number of Directors shall not be less than ten (10), and not more than twelve (12) persons. To be eligible as a voting member of the Board of Directors, a person must be eighteen (18) years of age, a natural person, and elected by the membership of the MAEE. The Board of Directors shall be represented by individuals who are broadly representative of environmental education community interests, or possess applicable professional experience, or who have an expressed concern for the general purposes of the MAEE.
- Section 3. Election and Term of Office. Directors shall be elected by a simple majority of the voting membership for a term of two (2) years. No Director shall serve more than three (3) consecutive terms. If, however a person having served three consecutive terms does not serve on the board for a fourth term, that person is again eligible to serve three additional consecutive terms. Write-in candidates can be nominated and are eligible to serve as Directors. The Director responsible for nomination and election duties will notify all write-in candidates of their nomination. If the write-in candidate accepts the nomination, the write-in candidate shall be elected by (1) a simple majority of the voting membership in the initial election in which he/she was nominated as a write-in candidate or (2) a vote of the majority of the Directors.
- Section 4. Resignation. Any Director of this organization may resign at any time by giving written notice to the President or Secretary of the MAEE. The resignation of any Director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the President or Secretary of this organization to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Death of a board member shall constitute a resignation.
- Section 5. Removal of Directors. (1) A member of the Board of Directors may be removed, effective immediately, by an affirmative vote of a two-thirds (2/3) majority of the members of the Board of Directors if the members consider such removal to be in the best interests of the MAEE. In order for the vote to be effective, notice of the meeting and the vote of the proposed removal must be given to all directors prior to the meeting. (2) After three unexcused absences, a Director will automatically be removed from the Board. An absence is considered excused when a Director gives notice of that absence to either the President or the Secretary prior to the beginning of the meeting, or is given permission after the fact by the President (or in the case of the President being absent) by a majority of the Board members.
- Section 6. Vacancies. Vacancies on the Board of Directors caused by any reason may be filled by appointment of the President with approval of the majority of the members at a meeting of the Board. Each person so elected shall remain a Director for the unexpired portion of the term. For the purposes of the three (3) consecutive terms limitation, that portion of a term served by a board member, shall constitute a full term.
- Section 7. Compensation. No compensation shall be paid to Directors for their services. Directors may be reimbursed for actual expenses incurred by them and in the performance of special duties with approval of the majority of the Directors.
- Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held as determined by the President of the Board or by a majority of the Directors. The Board of Directors shall meet a minimum of four (4) times each year.

- Section 9. Annual Meeting. Unless otherwise specified, the Annual meeting shall be held at the annual conference of the association or at an exact day, time, and place prescribed by the Board of Directors. Notice of said meeting will be given to the membership of the MAEE thirty (30) days prior to the date of the annual meeting. This will occur in writing to each member's address, facsimile address or electronic mail address. At the annual meeting, the President shall give the membership an annual report on the MAEE and consideration of any other business that may be properly brought before it.
- Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President upon at least five (5) working days notice to each Director. This notice shall be given personally or by mail, telephone, facsimile or electronic mail. The notice shall state the place, time and the purpose(s) of the meeting. The Secretary of the MAEE in like manner and in like notice shall call a special meeting upon the written request of at least four (4) Directors.
- Section 11. Quorum and Manner of Acting. Except as otherwise provided by statute or by these bylaws, a majority (50%) of Directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present, in person, by conference phone or by proxy, at any meeting at which a quorum is present, shall be the act of the Board of Directors. A Director's seat shall be considered vacated for quorum purposes if such Director is absent for three (3) consecutive meetings, except that the Board of Directors may excuse prior absences. In the absence of a quorum, a majority of the Directors present may adjourn any meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.
- Section 12. Proxies. Written proxies may be presented at any meeting by absent members concerning specific votes. All proxies must be submitted in writing to either the President or Secretary of the Board, personally or by mail, telephone, facsimile or electronic mail twenty-four (24) hours prior to the start of any meeting.
- Section 13. Meeting by Means of Conferencing Telephone. Members of the Board of Directors of the MAEE may participate in a meeting of such board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- Section 14. Notice. Written notice of each regular meeting of the Board of Directors shall state the time, place and purpose(s) of the meeting. Such notice shall be delivered personally, not less than ten (10) days before the meeting, excluding the day of the meeting, to each Director at his or her address, facsimile address or electronic mail address according to the last available organizational record. Any Director may waive notice in writing before, at, or after a meeting. The waiver shall be filed with the President or Secretary of the Board of Directors, who shall enter it upon the records of the meeting. Appearance at a meeting is deemed a waiver of notice unless the appearance is solely for the purpose of asserting the illegality of the meeting.
- Section 15. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of the Board of Directors, except as otherwise provided in these bylaws.

ARTICLE V OFFICERS

- Section 1. Designation. Principal Officers of the Board of Directors shall be a President, a Vice- President, a Treasurer, and a Secretary. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe. The same person may not hold two (2) or more offices.
- Section 2. Election of Officers. The Officers shall be members of the Board and be elected by the Board of Directors and in accordance with the terms of the positions. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of

Directors shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular Officers.

- Section 3. Removal. Any Officer may be removed, effective immediately, by an affirmative vote of a majority (75%) of the members of the Board of Directors if the members consider such removal to be in the best interests of the MAEE. In order for the vote to be effective, notice of the meeting and the vote of the proposed removal must be given to all members prior to the meeting. After three unexcused absences, an Officer will automatically be removed from office and the Board. An absence is considered excused when an Officer gives notice of that absence to either the President, or the Secretary prior to the beginning of the meeting, or is given permission after the fact by the President (or in the case of the President being absent) by a majority of the Board members.
- Section 4. Resignation. Any Officer of the MAEE may resign at any time by giving written notice to the President or Secretary of the MAEE. The resignation of any Officer shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the Officer of this organization to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. This resignation may only affect a Director's place as an office holder, and need not affect her/his status as a Director.
- Section 5. Vacancies. A vacancy in any office shall be filled by a vote of the majority of the Directors. Each person so elected shall remain an Officer for the unexpired portion of the term.
- Section 6. President. The President shall be the principal Officer of the MAEE. He/she will serve a term of 2 years. The President will appoint all committees and present an annual report on the status of the association at the annual meeting. Subject to the direction and control of the Board, the President shall see that the resolutions and directives of the Board are carried into effect, and in general, shall discharge all duties incident to the office of President as prescribed by the Board. The President shall preside at all meetings of the Board of Directors and the Executive Committee, except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the MAEE. The President, or Secretary when the President is not available, may sign or execute for the organization all documents in writing that may be required or authorized by the Board of Directors.
- Section 7. Vice President. He/she will serve a term of 1 year. It will be the duty of the Vice President to act in the absence or disability of the President and to perform such duties as may be assigned to him or her by the President or the Board of Directors.
- Section 8. Secretary. The Secretary shall be responsible for keeping the records of the Board of Directors. He/she will serve a term of 1 year. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors and other notices required by law or these bylaws. The Secretary shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the Board of Directors. The Secretary, or when the President is not available, may sign or execute for the organization all documents in writing that may be required or authorized by the Board of Directors.
- Section 9. Treasurer. The Treasurer shall be responsible for reporting the financial status of the organization at the meetings of the board of Directors. He/she will serve a term of 2 years. Additionally, should a Finance Committee be deemed necessary, the Treasurer shall be the Chair of said Finance Committee. As Chair, the Treasurer will conduct annual meetings of the Finance Committee to review the proposed annual operating budget of the MAEE, to review the audit if necessary and to advise on the general financial performance of the MAEE.
- Section 10. Other Officers, Agents and Employees. The MAEE may have such other Officers, agents and employees as may be deemed necessary by the Board of Directors. Such other Officers, agents

and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 11. Additional Powers. Any Officer of the MAEE, in addition to powers conferred on him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Named Committees. The Board of Directors of the MAEE shall maintain the following standing committee:

Executive Committee

Section 2. Other Committees. Other committees or taskforces may be established as prescribed by the Board of Directors and membership of said committees and taskforces may be composed of current board of directors and membership at large. The duties, policies, and procedures, and membership of all committees will be developed and maintained by the Board of Directors.

ARTICLE VII FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the MAEE shall be determined by the Board of Directors.

Section 2. Books and Accounts. The Board of Directors of the MAEE shall cause to be kept:

- (1) records of all proceedings of the Board of Directors, if any; and
- (2) such other records and books of account as shall be necessary and appropriate to the conduct of the organization's business. Books and accounts of the organization shall be kept under the direction of the Treasurer.

Section 3. Documents Kept at Registered Office. The Board of Directors shall cause to be kept originals or copies of:

- (1) records of all proceedings of the Board of Directors, if any;
- (2) all financial statements of this organization; and
- (3) bylaws of this organization and all amendments and restatements thereof.

Section 4. Execution of the Organization's Documents. The Board of Directors authorizes the President, or Secretary if the President is unavailable, to enter into any contract or to execute and deliver any documents in the name of and on behalf of the MAEE. Such authority may be general or confined to specific instances.

Section 5. Deposits and Withdrawals. All funds of the MAEE shall be administered by the Treasurer in accordance with Board financial policies.

Section 6. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

Section 7. Indemnity. The MAEE shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct, gross negligence or psychological incapacitation. Each Director and Officer shall be identified to the full extent permitted under Chapter 317A.521 of the Minnesota Statutes, as amended from time to time and replacements thereof. The MAEE shall have the powers to purchase or procure insurance for such purposes, if necessary or required.

Section 8. Examination by Directors. Every Director of the MAEE shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of the organization and make extracts or copies there at their own expense.

Section 9. Conflict of Interest. All board members should notify the Board of Directors of any possible conflict of interest. Should a conflict of interest arise for a director with a project or any financial matters of the MAEE, the board will discuss this and decide upon an appropriate action concerning the conflict and the director in question.

ARTICLE VIII DISSOLUTION

Section 1. Causes. The MAEE shall be dissolved upon the vote of a three-quarters (75%) majority of the membership.

Section 2. Dissolution procedure. A meeting of the membership shall be called for this purpose with advance notice of thirty (30) days. Upon dissolution of the MAEE, the business and affairs of the organization shall terminate and be wound up and the assets of the organization may be liquidated.
Dissolution shall be effective as of the day on which the event occurs giving rise to the dissolution, or on a date to be decided by the membership and Board, but the organization shall not terminate until there has been a winding up of the organization's business and affairs, and the assets of the MAEE have been distributed.

Section 3. Distribution of Assets Upon Dissolution. In settling accounts after dissolution, the Board of Directors shall determine the amount owed to all creditors. The Board of Directors shall liquidate the assets of the organization until all creditors are paid off. Finally, any remaining assets, either whole or liquidated, shall be donated to another tax-exempt organization(s) that the Board of Directors determine would best continue the mission of the organization.

ARTICLE IX NONDISCRIMINATION POLICY

Section 1 MAEE adheres to the principle that all persons shall have equal opportunity and access to all association functions without regard to race, creed, color, gender identity, international or ethnic origin, sexual orientation, disability, or age. Under this principle, educational, social, and employment opportunities are available to all on an equal basis.

ARTICLE X AMENDMENT

Section 1 These Bylaws may be amended by a simple majority of voting members of the MAEE. Votes can be cast by paper mail, electronic mail, or in person at any meeting of the membership, provided that the amendment has been submitted in writing via electronic or paper means to all members thirty days in advance of the meeting.