

**NORTH AMERICAN ASSOCIATION FOR ENVIRONMENTAL EDUCATION**  
**AMENDED AND RESTATED BYLAWS**  
**Approved by the Board November 10th, 2014**

ARTICLE I

***Name and Location***

Section 1. *Name*. The name of this corporation shall be North American Association for Environmental Education (NAAEE).

Section 2. *Location*. The principal office of NAAEE shall be located at a place determined by the Board of Directors.

ARTICLE II

***Purpose***

The purpose of NAAEE shall be to accelerate environmental literacy by increasing and promoting the impact of environmental education.

NAAEE is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as heretofore or hereafter amended or any similar provision of any future United States revenue law (the "Code"). No part of the net earnings of NAAEE shall inure to the benefit of or be distributable to any private person or individual, including any employee, officer or director of NAAEE, except that NAAEE shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of NAAEE. No substantial part of the activities of NAAEE shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and NAAEE shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, NAAEE shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. In the event of dissolution of NAAEE, none of its assets shall be distributed except to an organization qualifying as a tax exempt charitable, educational or scientific organization under the Code.

### ARTICLE III

#### ***Powers of Directors***

The Board of Directors shall have the power to manage the property and business of NAAEE and shall have the power to carry out any other functions which are permitted by law, the Articles of Incorporation, or these Bylaws.

### ARTICLE IV

#### ***Membership of the Board of Directors***

Section 1. *Number.* The Board of Directors shall consist of not less than 7 nor more than 15 members, and the total membership shall consist of an odd number. The Executive Director shall serve as a voting member of the Board, but Sections 2 through 4 of this Article shall not apply to the Executive Director. If the number of directors is less than 7 due to vacancies, the Board shall continue to have all authority to act pursuant to Article III of these Bylaws, the Articles of Incorporation and applicable law.

Section 2. *Election.* Members of the Board of Directors shall be elected by majority vote of the members of the Board present at the annual meeting of the Board.

Section 3. *Term.* Except as provided in Section 7 of this Article, Directors shall serve for a term of three years, beginning on January 1 of the year following their election and ending on December 31, or when their successors are elected and qualified, whichever is later.

Section 4. *Term Limits.* Directors may serve no more than two consecutive terms, provided, however, that the Board may, by majority vote of the Directors then in office, extend the term of any member of the Board, including officers, or waive the consecutive term limit.

Section 5. *Removal.* Any member of the Board of Directors may be removed from office, with or without cause, at any meeting of the Board of Directors by affirmative vote of two-thirds of the Directors then in office. A Director may be removed only at a meeting called for the purpose of removing him or her, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director. Before being removed for cause, a Director shall be given an opportunity to be heard.

Section 6. *Resignation.* Any Director may resign at any time by delivering written notice of resignation to the Chair of the Board, to the Board of Directors or to the Secretary. The

resignation shall be effective upon delivery unless the notice specifies a later time.

Section 7. *Vacancies.* Any vacancy in the Board of Directors may be filled by the remaining Directors by majority vote for a term determined by the Board but not to exceed three years.

## ARTICLE V

### ***Officers***

Section 1. *Officers and Election.* The officers of the Corporation shall consist of a Chair, a Vice-Chair, a Secretary, a Treasurer, an Executive Director and such other officers as the Board of Directors may, in its discretion, elect. The Board of Directors shall have the power at any time to create additional offices and to appoint persons to hold the offices so created. Subject to law, the Articles of Incorporation and these Bylaws, each officer shall have, in addition to the duties and powers set forth in these Bylaws, such duties and powers as the Board of Directors may designate.

The Chair, Vice-Chair, Secretary and Treasurer shall be elected by the Board of Directors from among their own number at the annual meeting, each for a term of two years. Insofar as practical, the Secretary and Treasurer shall be elected so that their terms do not expire simultaneously. Other offices created in accordance with these Bylaws may be filled by the Directors at any meeting at which a quorum is present. Except for the Executive Director, officers shall serve for no more than two consecutive terms, provided, however, that the Board may extend the term of any officer or waive the consecutive term limit by a two-thirds vote.

The Executive Director shall be elected by the Board by a three-fourths vote, under terms and conditions approved by the Board. The Executive Director shall serve at the pleasure of the Board of Directors.

Any officer, employee or agent of the Corporation may be required, as and if determined by the Board of Directors, to give bond for the faithful performance of his or her duties.

Section 2. *Chair and Vice-Chair.* The Chair shall perform the duties customarily pertaining to the office of chair of a non-profit corporation. The Chair shall preside at all meetings of the Board of Directors and at all meetings of the Executive Committee. The Vice-Chair shall have such duties as shall be designated by the Board of Directors or the Chair. In the Chair's absence or inability to act, the Vice-Chair shall have the powers and duties of the Chair.

Section 3. *Executive Director.* The Executive Director shall be the chief executive officer of NAAEE.

Section 4. *Secretary.* The Secretary shall record or cause to be recorded all the proceedings of the Board in books kept for that purpose. The Secretary shall perform such other duties as may be prescribed by the Board of Directors. The Board may elect one or more Assistant Secretaries who are not Directors.

Section 5. *Treasurer.* The Treasurer shall be the chief financial officer of NAAEE and shall have the duty to keep or cause to be kept full and accurate accounts of all receipts and disbursements and to obey all lawful directions of the Board of Directors and the Finance Committee respecting funds, property and accounts of NAAEE. The Treasurer shall be responsible for the preparation of any corporate financial reports and such disclosures or other information as may be required by lawful governmental authority. The Treasurer shall, in the name of NAAEE, give such receipts as shall be required for monies or property, deposit funds in accordance with resolutions and directions of the Board of Directors, and shall be responsible for safeguarding the funds of NAAEE. The Treasurer shall cooperate with any independent auditors retained by the Board of Directors for the purpose of conducting audits of the accounts of NAAEE, and shall make reports at meetings of the Board of Directors and the Finance Committee with respect to the financial condition of NAAEE at such time and in such form as the Board or the Committee may require. The Treasurer shall perform such other duties as may be designated by the Board of Directors.

Section 6. *Resignation and Removal.* An officer may resign by delivering written notice of resignation to the Chair of the Board, to the Board of Directors or to the Secretary, which shall be effective upon delivery unless the notice specifies a later time. An officer may be removed by the Board of Directors, with or without cause, by affirmative vote of two-thirds of the Directors then in office. Before being removed for cause, an officer shall be given notice and an opportunity to be heard.

Section 7. *Vacancies.* A vacancy in the office of Chair shall be filled by the Vice-Chair for the Chair's unexpired term. A vacancy in any other office shall be filled by the Board of Directors for such term as the Board may determine.

## ARTICLE VI

### ***Meetings of the Board of Directors***

Section 1. *Annual Meeting.* The annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors may determine. Notice of the annual meeting may be given by the Chair of the Board, the Executive Director or the Secretary.

Section 2. *Other Meetings.* Meetings of the Board of Directors may be called by the Chair or Vice-Chair, Executive Director or a majority of the Board of Directors. There shall be at least three meetings of the Board each year in addition to the annual meeting. The person or persons calling the meeting shall fix the time and place thereof.

Section 3. *Notice.* Unless notice of a meeting is waived in the manner prescribed by law or these Bylaws, notice of each meeting of the Board of Directors shall be given by the person or persons calling the meeting at least 7 days in advance thereof. Notice shall be considered given to a particular Director if addressed to such Director at such Director's usual or last known business or residence address and deposited in the United States mail in an addressed, postpaid envelope. Notice may also be given by telephone, telecopier or electronic mail. Neither the business to be transacted at, nor the purpose of any meeting of the Board of Directors need be specified in the notice of the meeting, unless otherwise required by these Bylaws.

Section 4. *Attendance as Waiver of Notice.* Attendance of a Director at any meeting, whether in person or by any other means permitted by law or these Bylaws, shall constitute a waiver of notice of such meeting, except if a Director attends for the express purpose, stated at the commencement of the meeting, of objecting to the transaction of any business because the meeting has not been lawfully convened.

Section 5. *Quorum and Vote Required.* At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business. Any meeting may be adjourned from time to time by a majority vote, whether or not a quorum is present, and the meeting may be resumed as adjourned without further notice if the time and place to which the meeting is adjourned are fixed and announced at the time of adjournment. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required elsewhere in these Bylaws or by law.

Section 6. *Unanimous Consent.* Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in

writing and the written consents are filed with the records of the meetings of Directors. For purposes of this section, a signed document, a facsimile thereof or an electronic transmission sent by a Director to NAAEE shall constitute written consent.

Section 7. *Presence by Telephone.* Any Director may be present at a meeting of the Board of Directors for all purposes of such meeting if the Director is able to hear and participate in the business of the meeting by telephone or any other device which allows all Directors participating in the meeting to hear each other simultaneously.

## ARTICLE VII

### **Committees**

Section 1. *Committee Governance.* Sections 4, 5, 6 and 7 of Article VI of these Bylaws shall govern meetings of all committees of the Board. Notice of committee meetings shall be given by the person or persons calling the meeting by one of the methods specified in Section 3 of Article VI, at a time that is reasonable in the circumstances.

Section 2. *Standing Committees.* Standing Committees of the Board shall be the Executive Committee, the Finance Committee, and the Governance Committee.

Section 3. *Executive Committee.* The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer and the Executive Director; the Chair of the Board shall chair the Executive Committee. The Executive Committee shall have full power and authority to exercise the powers of the Board of Directors between meetings of the Board, provided, however, that neither the Executive Committee nor any other committee of the Board shall have the power to:

- (a) change the principal office of the corporation;
- (b) amend the Articles of Incorporation;
- (c) adopt, amend or repeal Bylaws;
- (d) elect officers required by law or these Bylaws to be elected by the Directors, or fill vacancies in such offices;
- (e) change the number of Directors or fill vacancies on the Board;
- (f) remove officers or Directors.

The Executive Committee may also be authorized by the Board to act on its behalf with respect to specific matters, provided, however, that such delegation is consistent with applicable law, the Articles of Incorporation and these Bylaws. Any action taken by the Executive Committee shall be reported promptly in writing to the Board of Directors by the Chair or the Secretary.

Section 4. *Appointment of Finance and Governance Committees.* Members of the Finance and Governance Committees of the Board shall be nominated by the Chair and elected by the Board of Directors at or following the annual meeting of the Board of Directors.

Section 5. *Finance Committee.* The Finance Committee may include current directors and non-directors and shall be chaired by the Treasurer. The Finance Committee shall insure that adequate funds are available for the purposes of NAAEE, that assets are protected, that appropriate fiscal policies are in place and that the Association is in compliance with all applicable reporting requirements. The Finance Committee shall act as the audit committee of the Board and fulfill all the responsibilities customarily performed by audit committees of corporate boards. It shall review the audited financial statements, meet with the auditors and make recommendations to the Board.

Section 6. *Governance Committee.* The Governance Committee shall be composed of at least three current directors, including the Executive Director, and shall be chaired by the Vice-Chair of the Board. The Governance Committee shall evaluate the Board's composition and assess institutional needs to achieve a balance of interests, skills and constituencies on the Board. It shall nominate candidates for election to the Board and for election as officers. The Governance Committee shall conduct new Director orientation, recommend to the Board amendments to the Bylaws as needed, and develop and oversee the Board's self-evaluation process.

Section 7. *Advisory Council.* The Executive Director shall appoint an Advisory Council of experts in the field of environmental education to provide guidance on programs and projects that are or may be undertaken by NAAEE. The Advisory Council shall include at least one member of the Board of Directors, in addition to the Executive Director, to serve as a liaison between the Council and the Board. The chair of the Affiliate Network Steering Committee, or a member of that Committee designated by the chair, shall be a member of the Advisory Committee.

Section 8. *Other Committees and Task Forces.* The Board of Directors may establish other committees or task forces as deemed necessary or desirable by the Board and appoint their members. Such bodies shall have the duties and responsibilities designated by the Board, provided, however that the Board shall not delegate to such bodies the powers of the Board under Article III of these Bylaws. Each committee or task force shall include at least one member of the Board to serve as a liaison.

## ARTICLE VIII

### **Membership**

Section 1. *Criteria for Membership.* At the discretion of the Board of Directors, any person or organization may be eligible and, upon payment of fees prescribed by the Executive Director in consultation with the Board, may become a member of NAAEE. Members shall have such rights and privileges as may be determined by the Executive Director, in consultation with the Board of Directors, but members shall have no vote.

Section 2. *Standing.* A member in good standing is one who has met all the obligations of membership including payment of fees. Such members shall have access to all member benefits.

Section 3. *Meetings of Members.* An annual meeting of members shall take place at a time and place determined by the Executive Director. In lieu of the annual meeting, the Executive Director, in consultation with the Chair and Executive Committee, may schedule a webinar to update members on important NAAEE matters.

## ARTICLE IX

### **Affiliate Network**

Section 1. *Affiliates.* An affiliate organization may be a state, territorial, provincial or regional environmental education association whose purpose is to promote and enhance environmental education. Affiliates are those organizations that have been approved for membership by the Affiliate Network Steering Committee and paid Affiliate dues.

Section 2. *Affiliate Network Steering Committee.* The Affiliate Network Steering Committee shall represent the interests of the Affiliates. The Executive Director shall be a member of the Affiliate Network Steering Committee; other members the Affiliate Network Steering Committee shall be appointed by the Affiliate Network Steering Committee. The Affiliate Network Steering Committee shall act in accordance with Affiliate Network Operating Procedures.

Section 3. *Affiliate Relationship to NAAEE.* NAAEE and its Affiliates work in a cooperative relationship to strengthen each other and the field of environmental education, defined through a Memorandum of Understanding approved by the Affiliate Network Steering Committee and the NAAEE Board.

ARTICLE X  
***Indemnification***

NAAEE shall, to the fullest extent permitted by law, indemnify each person who serves as one of its Directors, officers, employees or other agents, or as a member of a Board Standing Committee, any other Board committee or of the Advisory Council, or who serves at its request as a member, director, officer, employee or other agent of another organization (each such person, including such person's heirs, executors and administrators, being called a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of NAAEE. Any Person who at the request of NAAEE serves another organization in one or more of the above stated capacities and who shall have acted in good faith in the reasonable belief that his or her action was in the best interests of such other organization shall be deemed to have acted in such manner with respect to NAAEE.

Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by NAAEE in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Article. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment. Each Person shall be deemed to have accepted and to have continued to serve in the office which he, she or it holds in reliance upon the provisions of this Article. Such provisions shall be separable, and if any portion thereof shall be finally adjudged to be invalid, such invalidity shall not affect any other portion which can be given effect. Such provisions shall not be exclusive of any other right which any Person may have or hereafter acquire, whether under any bylaw, agreement, judgment, decree, provision of law or otherwise; and such provisions and all other such rights shall be cumulative.

NAAEE may purchase and maintain insurance on behalf of any Person against any liability incurred by him or her in any such capacity or arising out of his or her status as such, whether or not NAAEE would have the power to indemnify such Person against such liability.

## ARTICLE XI

### ***Conflicts of Interest***

All Directors and officers shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Director shall vote on any matter under consideration at a meeting of the Board of Directors or any committee in which such Director has a conflict of interest, and no such Director or officer shall participate in the discussion of the matter under consideration except to answer questions posed by other Directors. The minutes of each such meeting shall reflect any disclosure of a conflict of interest made by a Director and record the fact that the Director having a conflict of interest abstained from voting and from participating in the discussion. A Director shall be considered to have a conflict of interest if (a) such Director has existing or potential financial or other interests which impair or might reasonably appear to impair such Director's independent, unbiased judgment in the discharge of such Director's responsibilities to NAAEE, or (b) such Director is aware that a member of his or her family (which, for purposes of this Article, shall be the Director's spouse, parents, siblings, children and any other person related to the Director by blood, adoption or marriage if such person resides in the same household as the Director), or any organization in which such Director (or member of his or her family) is an officer, director, employee, member, partner, director or stockholder, has such existing or potential financial or other interests. Notwithstanding the foregoing, no transaction in which a Director has a conflict of interest shall be void or voidable solely by reason of such conflict of interest.

On or before the first meeting of the Board of Directors in each fiscal year, each Director and officer shall provide to the Board of Directors a disclosure statement of all potential conflicts of interest involving the Director in such form as the Board may from time to time specify. Failure by a Director to provide such statement when due shall be reported to the Board.

## ARTICLE XII

### ***Fiscal Year***

The fiscal year of NAAEE shall end on December 31 each year.

## ARTICLE XIII

### ***Affirmative Action and Nondiscrimination***

NAAEE is an affirmative action/equal opportunity organization and employer and does not discriminate on the basis of race, ethnicity, religion, color, national origin, sex, sexual orientation, age or disability in its programs, membership, employment or in access to its programs or activities. This policy incorporates by reference the requirements of applicable federal and state law.

ARTICLE XIV

***Construction of These Bylaws***

In construing these Bylaws, the use of words of any gender shall be deemed to include words of the other gender and, except where the context indicates otherwise, words in either the singular or the plural shall be deemed to include the other.

ARTICLE XVI

***Amendments***

These Bylaws may be amended by affirmative vote of two-thirds of the Directors then in office, notice of said amendment having been given in the notice of meeting.

Revised 2004-2005 and approved by the NAAEE Board on March 20, 2005  
Revised again by phone call meeting in June 2005  
Revised again in meeting October 2005  
Revised again in meeting October 2006  
Revised again in phone meeting January 25, 2007  
Revised again in phone meeting June 4 + 15, 2007  
Revised again in meeting November 14, 2007  
Revised again in meeting March 28, 2009  
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Revised in phone meeting June 2, 2011  
Revised and approved by the NAAEE Board, November 10<sup>th</sup>, 2014