

BYLAWS OF THE ENVIRONMENTAL EDUCATORS OF NORTH CAROLINA, INC.

TABLE OF CONTENTS

ARTICLE I: NAME.....	1	ARTICLE VII: COMMITTEES	5
ARTICLE II: PURPOSE AND OBJECTIVES.....	1	SECTION 1. STANDING COMMITTEES	5
SECTION 1. PURPOSE.....	1	SECTION 2: DUTIES	5
SECTION 2. MISSION.....	1	ARTICLE VIII: MEETINGS	5
SECTION 3. OBJECTIVES.....	2	SECTION 1. GENERAL, STATEWIDE MEETINGS.....	5
SECTION 4. GRANTS AND GIFTS.....	2	SECTION 2. BOARD OF DIRECTORS' MEETINGS.....	5
SECTION 5. NONPARTISAN NATURE	2	SECTION 3. RESPONSIBILITIES.....	5
ARTICLE III: MEMBERSHIP.....	2	SECTION 4. SECTION MEETINGS	5
SECTION 1. ELIGIBILITY	2	SECTION 4. VOTE	5
SECTION 2. PRIVILEGES.....	2	ARTICLE IX: NOMINATIONS AND ELECTIONS	5
SECTION 3. EQUAL OPPORTUNITY.....	2	SECTION 1. PROCESS.....	5
SECTION 4. CATEGORIES OF MEMBERSHIP.....	2	SECTION 2. NOMINATIONS.....	6
SECTION 5. PROCESS.....	2	SECTION 3. ELIGIBILITY.....	6
ARTICLE IV: EXECUTIVE OFFICERS	3	SECTION 4. TERM.....	6
SECTION 1. EXECUTIVE OFFICERS	3	SECTION 5. VACANCIES	6
SECTION 2. DUTIES OF THE EXECUTIVE DIRECTOR.....	3	SECTION 6. REMOVAL	6
SECTION 3. TERMS.....	3	ARTICLE X: FINANCES.....	6
ARTICLE V: BOARD OF DIRECTORS	4	SECTION 1. AUTHORITY	6
SECTION 1. AUTHORITY	4	SECTION 2. FISCAL YEAR	7
SECTION 2. MEMBERSHIP	4	SECTION 3. LIABILITY FOR DEBTS.....	7
SECTION 3. TERM.....	4	ARTICLE XI: AMENDMENTS	7
SECTION 4. SPECIAL ADVISORS.....	4	SECTION 1. BYLAWS AMENDMENTS.....	7
SECTION 5. QUORUM AND VOTES	4	SECTION 2. AMENDMENT PROCESS.....	7
SECTION 6. EXECUTIVE COUNCIL	4	ARTICLE XII: DISSOLUTION.....	7
ARTICLE VI: GEOGRAPHIC SECTIONS.....	4	SECTION 1: DISSOLUTION	7
SECTION 1. SECTIONS.....	4	SECTION 2: ASSETS.....	7
SECTION 2. SECTION CHAIRS	4	ARTICLE XIII: PARLIAMENTARY AUTHORITY.....	8

ARTICLE I: NAME

The name of the organization shall be the Environmental Educators of North Carolina, Inc. (EENC).

ARTICLE II: PURPOSE AND OBJECTIVES

SECTION 1. PURPOSE

Environmental Educators of North Carolina enhances the professional development of educators and promotes quality environmental education.

SECTION 2. MISSION

EENC's mission is to build connections, provide professional development, and promote excellence for North Carolina's community of environmental educators.

SECTION 3. OBJECTIVES

The objectives of EENC are to:

- .Facilitate communication and build partnerships between members of EENC and among environmental educators and organizations which share common goals and objectives.
- .Promote research, development and evaluation of environmental education materials, programs and activities.
- .Support and advocate positive governmental action on environmental education.
- .Encourage positive community actions toward the environment through sound educational programs.
- .Promote public understanding and support of environmental education programs and activities.
- .Promote the professional development of EENC members.

SECTION 4. GRANTS AND GIFTS

EENC shall receive gifts and grants of money and property of every kind and shall administer the same for its educational purposes, in keeping with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

SECTION 5. NONPARTISAN NATURE

EENC shall be nonpartisan and shall neither promote nor oppose the candidacy of any person seeking public office.

ARTICLE III: MEMBERSHIP

SECTION 1. ELIGIBILITY

Any person or organization with an interest in furthering the mission and objectives of EENC shall be eligible for membership.

SECTION 2. PRIVILEGES

All dues-paying members are entitled to full voting privileges and may compete for any elected or appointed position in the organization. Members will receive exclusive benefits, as defined in the EENC Board of Directors' Policy Manual.

SECTION 3. EQUAL OPPORTUNITY

EENC is an equal opportunity organization.

SECTION 4. CATEGORIES OF MEMBERSHIP

EENC offers annual memberships for individuals and organizations, and life members for individuals. The membership levels are defined in the policy manual.

SECTION 5. PROCESS

Application for membership shall be made in writing (electronic or paper) to EENC. The membership year is the twelve (12) months from the date of receipt of membership dues. A member is in good standing when payment of dues for the current membership year has been received and recorded by the Membership Chair. The Board of Directors has the authority to terminate memberships or deny membership applications due to conflicts with the mission, vision, goals, and values of EENC.

ARTICLE IV: EXECUTIVE OFFICERS

SECTION 1. EXECUTIVE OFFICERS

EENC Executive Officers shall be President, President-Elect, Immediate Past-President, Secretary, and Treasurer.

SECTION 2. DUTIES OF THE EXECUTIVE OFFICERS

The President shall be the official representative of EENC; be accountable for the organization's commitments; have final approval over expenditure of organizational funds; preside over Board of Directors' meetings; set annual agenda; make temporary appointments in emergency situations to fill vacated Board positions that hold true until the next Board of Directors meeting; establish special committees, and appoint chairs of said committees, as deemed necessary to further the goals and objectives of EENC. Other duties and responsibilities of the President are outlined in the Board of Directors' Policy Manual.

The President-Elect begins a three-year succession from President-Elect, to President, to Immediate Past President on the Board of Directors. The President-Elect shall substitute for the President when necessary; provide support to Section Chairs; train to be President; work with the Board Development Committee in soliciting nominations for Board of Directors' positions. Other roles and duties of the President-Elect are outlined in the Board of Directors' Policy Manual.

The Immediate Past-President shall, in the absence of the President and President-Elect, substitute for the President when necessary; chair the Board Development Committee. Other roles and duties of the Immediate Past-President are outlined in the Board of Directors' Policy Manual.

The Secretary shall take minutes at all Board of Directors' meetings; provide the EENC Board with a copy of the minutes; maintain the list of all EENC Board of Directors' names and business addresses. Other roles and duties of the Secretary are outlined in the Board of Directors' Policy Manual.

The Treasurer shall maintain all financial records so that at all times they may be open to inspection by EENC members; submit reports to the Internal Revenue Service (IRS) as necessary; be custodian of the operating budget of EENC and oversee receipt and expenditure of funds; and consult on the proposed budget. The Treasurer shall file and present a report at each board meeting of the status of the funds. The Treasurer will chair the Finance Committee and consult with them as needed. Other roles and duties of the Treasurer are outlined in the Board of Directors' Policy Manual.

SECTION 3. TERMS

The term for the offices of President, President-Elect, and Immediate Past-President shall be one (1) year. The Secretary and Treasurer shall serve a two (2) year term. Serving as President-Elect, President, and Immediate Past-President is a three-year commitment.

V: BOARD OF DIRECTORS

SECTION 1. AUTHORITY

EENC shall have a governing body elected from its membership known as the Board of Directors. The ultimate and final authority in all matters pertaining to EENC shall be the Board of Directors. The Board of Directors shall: transact the business of EENC between meetings of the organization; set policy for EENC and further the objectives of EENC in all possible ways; and establish annual dues, life dues and the various membership categories.

SECTION 2. MEMBERSHIP

The Board of Directors shall consist of the following members: the President, President-Elect, Immediate Past President, Secretary and Treasurer; regional Section Chairs, and additional board Chairs/Co-chairs as proposed in the annual ballot. The association shall be governed by a board of directors of no fewer than nine nor more than sixteen individuals.

SECTION 3. TERM

Members of the Board of Directors are elected by and are responsible to the membership for terms of two years. No EENC Board of Directors member can serve more than six (6) consecutive years on the Board of Directors. No EENC member can hold more than one (1) Board position at a time. Appointment to, and completion of, an unexpired term does not count toward this limit.

SECTION 4. SPECIAL ADVISORS

The Board of Directors may appoint Special Advisors as necessary. All advisors are honorary members of the organization. The Executive Director is an ex-officio non-voting member of the board and does not contribute to board seat number or quorum.

SECTION 5. QUORUM AND VOTES

A simple majority of the Board of Directors' members in currently filled Board positions constitutes a quorum for the transaction of business by the Board. These members must be present at a meeting or connected by conference call. Items needing a vote that arise between meetings may be voted on via conference call or electronically.

SECTION 6. EXECUTIVE COUNCIL

The five (5) officers of EENC shall comprise the Executive Council. The Executive Council shall have the authority to act for and on behalf of, the Board of Directors in emergency policy matters between Board meetings. At least three (3) of the five (5) officers must concur before taking emergency action.

ARTICLE VI: GEOGRAPHIC SECTIONS

SECTION 1. SECTIONS

EENC shall be divided into at least four (4) regional geographic sections. These sections are defined in the policy manual.

SECTION 2. SECTION CHAIRS

Section Chairs shall: reside in the section they represent; represent the needs and interests of the members residing in their section at all Board of Directors' meetings.

ARTICLE VII: COMMITTEES

SECTION 1. COMMITTEES

The board may create committees or task forces as needed, such as, finance, board nominations, membership, fundraising, communications, programs, etc. Any member is eligible to serve. The president appoints all committee or task force chairs and charges the group with specific areas of responsibility or desired outcomes.

SECTION 2: DUTIES

The duties of Committees shall be listed in the Board of Directors' Policy Manual, subject to review annually by the Board of Directors.

ARTICLE VIII: MEETINGS

SECTION 1. GENERAL, STATEWIDE MEETINGS

There shall be an annual general membership meeting of EENC scheduled at such time and place as determined by the Board of Directors. Notice of this annual meeting (generally at the Annual Conference) will be given in writing to the membership at least sixty (60) days prior to the meeting. Additional or special meetings may be called by the President or a majority of the Board of Directors provided written notice is given to the entire membership at least two (2) weeks prior to the meeting.

SECTION 2. BOARD OF DIRECTORS' MEETINGS

The Board of Directors shall meet at least two (2) times per year and at the discretion of the President, or a majority of the Board. One of these meetings shall be held in the 1st quarter of the fiscal year. Board meetings are open to all EENC members. Minutes of all Board meetings will be recorded and made available to all members upon request.

SECTION 3. SECTION MEETINGS

Section Chairs may call meetings in their respective sections via letter, electronic mail, or other official EENC communications. All members shall be notified at least two (2) weeks prior to the meeting. Any EENC member (not residing in that section) may attend a section meeting at the discretion of the Section Chair.

SECTION 4. VOTE

Action taken at any EENC meeting must be approved by a simple majority of the members present, except as noted elsewhere in these bylaws.

ARTICLE IX: NOMINATIONS AND ELECTIONS

SECTION 1. PROCESS

EENC Board of Directors shall be elected by written or electronic ballot. The Board Development Committee shall conduct elections. The Board Development Committee shall prepare election ballots for the membership by November 1. Members must return their ballots to EENC by December 1. Votes will be counted by the Board Development Committee and confirmed by the Board of Directors at a joint meeting of outgoing and incoming Board members at the first meeting of the term where new officers and Directors will be installed. Officers and Chairs will be elected based on the majority of the ballots received by the deadline.

SECTION 2. NOMINATIONS

The Board Development Committee shall request nominations from the membership using the newsletter and other methods of communication to solicit candidates. By October 15 of each year, the Board Development Committee must submit the names of the candidates for each office (listed in Section 1) to the Board of Directors.

SECTION 3. ELIGIBILITY

To be eligible for office, all nominees must be EENC members in good standing. It is the responsibility of the Membership Committee to verify candidate eligibility for office before names may be placed on the ballot.

SECTION 4. TERM

The term of office for Board of Directors' members is the calendar year, January – December.

SECTION 5. VACANCIES

If the President vacates the office during the first two (2) quarters of the term, the President-Elect succeeds to the Presidency, and succeeds to the Past-Presidency at the end of the term. If the President vacates the office during the second two (2) quarters of the term, the President-Elect completes the unexpired term of the President, and then begins a full Presidential term.

If the President-Elect vacates the office during the first two (2) quarters of the term, the Board shall appoint an EENC member to complete the term, and to succeed to the Presidency in the subsequent term. The EENC membership shall ratify this with a vote at the next election cycle. If the President-Elect vacates the office during the second two (2) quarters of the fiscal year, the Board shall appoint an interim officer to complete the term. A full nomination and election process occur to choose the President and President-Elect for the subsequent term. If the Past-President vacates the office, the President shall appoint a former President to complete the term.

If any member other than the President, President-Elect, or Past-President vacates their office, the President may appoint an interim officer to complete any mid-term vacancy until the Board of Directors approves such appointment at their next meeting.

SECTION 6. REMOVAL

Any Board Member or Committee Chair can be removed from office with three-quarter (3/4) majority vote of the Board of Directors (currently filled Board positions).

ARTICLE X: FINANCES

SECTION 1. AUTHORITY

The funds of EENC shall be deposited in such bank as designated by the Board of Directors. Deposits and withdrawals shall be by check, issued and signed by the Treasurer of EENC as directed by the President. Vouchers, purchase orders, receipts, statements or other evidence of purchase or obligation shall be necessary conditions for the issuing and signing of any check. The President shall authorize all expenditures. A Finance Committee, comprised of past EENC Treasurers, shall meet as needed to assist the current Treasurer.

SECTION 2. FISCAL YEAR

The Fiscal year of EENC shall be the calendar year, January - December.

SECTION 3. LIABILITY FOR DEBTS

No EENC member shall be liable for the debts of the organization.

ARTICLE XI: AMENDMENTS

SECTION 1. BYLAWS AMENDMENTS

Amendments to the bylaws may be proposed by the Board of Directors, or by a petition submitted to the Board signed by twenty-five (25) EENC members in good standing.

SECTION 2. AMENDMENT PROCESS

Changes to these bylaws shall be approved by the Board of Directors before being presented to the membership for approval. A simple majority of members attending the Annual Meeting at the Conference or a special statewide meeting is required to approve bylaw amendments. In lieu of a statewide meeting, the Board may choose to mail an amendment ballot (electronic or paper) to all EENC members. Said ballot must be returned to EENC within thirty (30) days. Proposed amendments will be accepted or rejected based on the majority of ballots received by the deadline.

ARTICLE XII: DISSOLUTION

SECTION 1: DISSOLUTION

EENC may be dissolved by a vote of three-quarters (3/4) of the members attending a duly constituted special meeting or Annual Conference of EENC provided that notice of the proposal to dissolve EENC together with the full text thereof and the name(s) and address(s) of the proponent(s) shall be sent to all EENC members at least sixty (60) days prior to the vote to dissolve.

SECTION 2. ASSETS

Any assets, monetary or real, upon dissolution shall be disbursed to an organization of a similar nature provided it meets the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law.)

ARTICLE XIII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern EENC in all cases.