



**Texas Association for
Environmental Education**

By-Laws

www.tae.org

November 2017

Constitution and Bylaws

Preamble

The core of who we are as Texans lies in the sustenance, history and culture built around our natural world. The future of Texas' natural and cultural resources depends on every one of us having a sense of place and our role in that place. Comprehensive educational programs, designed to cultivate a broad base of citizens of Texas who are educated on the basic concepts dealing with humanity living harmoniously with the environment, are needed. The end result should be a better life for all of us.

These by-laws constitute the code of rules adopted by the Texas Association for Environmental Education (hereafter "TAE" or "the Association") for the regulation and management of its affairs.

Article I. Name, Purpose, Affiliation

Section 1.01 Name

The name of the Association shall be Texas Association for Environmental Education, also referred to as TAE.

Section 1.02 Purpose

1. To promote environmental awareness throughout the State of Texas.
2. To promote environmental educational programs within all Texas educational institutions.
3. To assist in the development of environmental education programs for Texas educational institutions and to serve as a resource for such institutions.
4. To promote sharing of information about environmental education programs among institutions and individual members of the Association; to promote communication about environmental education; and to promote the pooling of information, resources and activities in connection with such programs.
5. To support research and evaluation in connection with environmental education; and to pool resources and activities in connection with such programs.

Section 1.03 Affiliated Organizations

1. North American Association for Environmental Education (NAAEE)
2. Science Teacher's Association of Texas (STAT)

Article II. Membership

Section 2.01 Categories

Membership categories may be created by the Board of Directors, which at its discretion shall determine the terms, obligations and privileges of such membership. Membership classes will be reviewed annually at the Board Leadership Retreat.

- A. Participant- Individuals who desire to support and promote the purposes of the Association.
- B. Professional Membership- A special participant membership class open to any individual who desires to be affiliated with TAEЕ for credentialing purposes (used for grant applications, professional status, etc.), pays a reoccurring Professional Membership fee and who complete the Association's membership application.
- C. Organizational Membership- A special participant membership class open to any company, institution, agency, or organization that desires to support and promote the purposes of the Association, pays a reoccurring Organizational Membership fee and who complete the Association's membership application. Upon becoming an Organizational Member, an agency or an organization shall designate all individuals who are to be associated with the Organizational Membership (up to two).
- D. Honorary Membership- A special membership class given by the Board of Directors to those individuals or organizations who have made a significant impact on the field of environmental education in the State of Texas. Granted to the individual or organization in perpetuity. The TAEЕ Board of Directors is authorized to award Honorary Membership status to any individual who has previously served on the TAEЕ Board of Directors and is deemed by majority vote to have made a significant impact on environmental education in the state of Texas.

Article III. Finances

- A. Participant requirements, membership classes and associated fees are established by the Board of Directors with the approval of a simple majority of ballots cast by the members of the Association at an official business meeting.
- B. Professional and Organizational membership fees are to be paid annually expiring on December 31st of each year.
- C. The Board of Directors shall prepare, approve, and amend the budget annually.
- D. An annual audit of the Association's funds shall be made by a Committee of members and/or others appointed by the President. The report of the audit shall be made a matter of record, and reported at the official business meeting.

- E. Disbursements, not to exceed \$1,000, may be authorized by the President or Treasurer at any time.
- F. Disbursements greater than \$1,000 shall require the approval of a majority of the executive committee.

Article IV. Board Members/Officers/Committee Chairs

Section 4.01 Board of Directors

The Board of Directors shall be constituted as the legal policy making body of the Association.

1. The Board of Directors of the Association shall consist of a minimum of six (6) elected members, plus the four (4) elected officers; President, Vice-President, Secretary, and Treasurer.
2. At least three new members shall be elected to the Board of Directors each year at the annual business meeting of the Association for a term of two years duration.
3. To be eligible for nomination for the Board of Directors of the Association, an individual must be considered a “member” by completing the Association’s commitment application, should have completed the TAEF Board of Directors Application and demonstrated a strong commitment to the field of and instructional programs in environmental education.
4. Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.
5. The Board of Directors should reflect the diversity of educators found within the state of Texas. These categories include:
 - A. Elementary School Personnel
 - B. Secondary School Personnel
 - C. College and University Personnel
 - D. Regional and State Agencies
 - E. Informal Educators and Community members
6. Elected Board Members will commence their term at the beginning of the calendar year after their election at the annual business meeting of the Association and will serve a term ending two years later.

Section 4.02 Executive Committee

Positions will include:

- A. President
 - B. Vice President
 - C. Treasurer
 - D. Secretary
1. A full term for the President, Vice President, Secretary, and Treasurer shall be two years.
 2. An election will be held every two years for officers at the annual business meeting of the Association.
 3. If the Vice President has to fill a vacancy as the President, they will serve the unexpired portion and or until another election can be held.
 4. The President shall be responsible for the overall administration of the Association.
 - A. The President will chair the annual Association meetings and the meetings of the Board of Directors and the Executive Committee.
 - B. The President shall select the chairman of all Standing Committees.
 - C. The President shall perform other duties as deemed necessary by the Board of Directors.
 5. The Vice President shall work under the direction of the President, and shall assume his/her duties in their absence. The Vice President shall also serve as chairman of the program committee in charge of the state conference.
 - A. The Vice President will assume the responsibilities of TAE E in case of illness, absence, death or in the judgment of the Executive Committee malfeasance of President, until such time as the vacancy can be filled by vote of the Association.
 6. The Secretary is responsible for the recording and reporting of the minutes for all business meetings, other official correspondence and ensuring that archival records of the Association are given to the Association's Archivist/Historian.
 7. The Treasurer is responsible for all Association funds and financial reports. The Treasurer in conjunction with the Connection Committee Chairperson will be responsible for maintaining a current list of participants, members and officers.
 8. The Executive Committee shall assume major responsibility for the daily affairs of the Association.

A. The Executive Committee shall have the authority to act for and in behalf of the Board of Directors of the Association in emergency policy matters between meetings of the Board of Directors. Such emergency action must be reported on and ratified by the Board of Directors at its next regular meeting.

Section 4.03 **Committee Chairs**

Committee Chairs will carry out the strategic plan set forth by the Board of Directors.

Positions will include:

1. Content Chair
2. Communications Chair
3. Connections Chair
4. Certification Chair

Section 4.04 **Resignation and Removal of Board Leadership**

- A. Resignation-Any Director may resign at any time by delivering written notice to the Secretary or President. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.
- B. Removal-Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote will be taken.

Section 4.05 **Code of Ethics**

- A. TAEЕ and its Directors and Membership will comply with the following Code in all of their actions. As long as TAEЕ is in existence, no Director, Officer or Member of the organization shall:
 1. Do any act in violation of these By-laws or a binding obligation of the Organization;
 2. Do any act with the intention of harming the Organization or any of its programs;
 3. Do any act that would make it unnecessarily difficult to carry on the intended or ordinary business of the Organization;
 4. Receive an improper personal benefit from the operation of the Organization;
 5. Wrongfully transfer or dispose of Organizational property; and
 6. Use the name of the Organization (or any substantially similar name) or any trademark or trade name adopted by the organization, except on behalf of the Organization in the ordinary course of the Organizational mission.

Article V. Election of Officers

Section 5.01 Board of Directors

- A. The election of the President, Vice President, Secretary, Treasurer, and the members of the Board of Directors of the Association shall take place by electronically sending a ballot to all members of the Association. The ballot will be sent to all members on or before September 1. The Association membership shall be informed of the election results at the annual meeting of the Association or through other communication processes by the end of the calendar year.
- B. Prior to September 1, a Nominating Committee, appointed by the President and approved by the Board of Directors, will nominate a slate for the positions of President, Vice President, Secretary, and Treasurer. For positions to be filled on the Board of Directors, a choice of nominees should be available to the voters.
 - 1. The Nominating Committee will consist of three members of the Association.
- C. Suggested nominations for all elective officers of the Association will be accepted from the membership at large.
 - 1. Any member of the Texas Association for Environmental Education is eligible for election to an office provided said member has been an active member for ONE year at the time of the annual meeting.
 - 2. Suggested nominations will be made to the Chairman of the Nominating Committee prior to August 1.
 - 3. The Nominating Committee must secure the permission of all nominees before placing names on the ballot.
- D. The nominees receiving the highest number of votes in each group will be elected.

Article VI. Vacancies

- A. The Vice President shall automatically fill a vacancy in the Presidency.
- B. If an unscheduled vacancy occurs on the Board of Directors, or in the position of Vice President, Secretary or Treasurer, the vacancy shall be filled for the unexpired term by an appointment by the President, approved by the Executive Committee.

Article VII. Committees

- A. The Executive Committee of the Association shall create all Standing Committees. The President shall have the authority to create ad-hoc committees with the majority approval of the Board of Directors.
- B. The terms of the participation and the chairmanship of each Standing Committee shall be concurrent to that of the President.
- C. The Association shall have the following Standing Committees:
 - 1. Content Committee
 - 2. Communication Committee
 - 3. Connection Committee
 - 4. Certification Committee

Article VIII. Meetings

- A. The membership of this Association shall meet at the annual conference as determined by the TAEЕ Board of Directors.
 - 1. A business meeting will be conducted at this time.
 - 2. Business requiring approval by the membership, except for amendments, will be passed by a majority vote.
- B. The Board of Directors of the Association shall meet sometime during the annual Association meeting.
 - 1. Additional meetings may be called by the President or by at least five members of the Board of Directors. Notice of these meetings must be communicated with the Board of Directors at least five days prior to the meeting.
 - 2. The Board of Directors, when not in regular session, may take action by mail, telephone or other electronic methods.
 - 3. A majority of the Board of Directors shall constitute a quorum for the transaction of business by the Board. This rule shall apply to mail, telephone and electronic vote when not in regular sessions.
- C. The Executive Committee of the Association shall meet as needed to conduct the business of the Association.

1. These meetings may be called by the President or at least three members of the Executive Committee.
2. The Executive Committee, when not in regular session, may take action by mail, telephone or other electronic methods.
3. A majority of the Executive Committee shall constitute a quorum for the transaction of business by the Committee. This rule shall apply to mail, telephone and electronic vote when not in regular session.

Article IX. Liability for Debts

- A. No member of the Association shall be liable for the debts of the Association.

Article X. Distribution of Assets

- A. Authorized Expenditures- The Association shall make distributions at such time and in such manner as not to subject it to tax under 1 4942 of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to the directors, officers, incorporators, or any private persons, except that the Association shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which the Association was organized. The Association shall not make any investments which would subject it to tax under 9 4944 of the Internal Revenue Code of 1986, as amended, or make any expenditures which could subject it to tax under 4945 of the Internal Revenue Service of 1986, as amended.
- B. Self-Dealing Prohibited - The Association shall not engage in any act of self-dealing which could subject it to tax under 4943 of the Internal Revenue Code of 1986, as amended.
- C. Distribution of Assets Upon Dissolution - Upon the dissolution or liquidation of the Association, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Association, distribute all remaining assets to an organization with similar purposes to this Association with preference given to other environmental organizations in the state of Texas so long as the donee organization is organized for one or more of the exempt purposes within the meaning of 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and is at the time of the distribution qualified as an exempt organization under that code section. Any such assets not so disposed of shall be distributed exclusively to

another organization that qualifies as an exempt organization under 501 (c) (3) of the Internal Revenue Code of 1966, as amended, to be designated by the court having jurisdiction in such matters.

Article XI. Political Activity Prohibited

- A. No substantial part of the Association's activities shall be carrying on of propaganda or otherwise attempting to influence legislation, except to the extent such activities are permitted under 501 (c) (3) of the Internal Revenue Service of 1986, as amended. The Association shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

Article XII. Amendments

- A. Articles of Amendment-The Board of Directors may adopt Articles of Amendment (Amending the Certification of Formation) by a vote of two-thirds of Directors present at a meeting where a quorum is present.
- B. By-Laws- These by-laws may be altered or amended in whole or in part, or repealed and new by-laws may be adopted by a majority of the Directors present at any annual business meeting or any special meeting, if at least three (3) days notice is given to membership of an intention to alter, amend or repeal these by-laws or to adopt new by-laws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s), and shall become effective upon adoption.
- C. Amendments to the Constitution and By-Laws may be proposed by: (a) the Board of Directors, (b) a majority vote of participants at a duly called business meeting, or (c) a petition signed by twenty-five (25) participants in good standing.

Last Revised November, 2017