

BYLAWS OF THE ENVIRONMENTAL EDUCATORS OF NORTH CAROLINA, INC.

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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. All dues-paying members will receive the EENC newsletter and free or reduced rates on other EENC publications.

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.

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 DIRECTOR

The President shall be the official spokesperson and 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 and Board retreats; 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. The President will also co-chair the annual Conference Committee in tandem with the Section Chair of the conference location.

The President shall serve as the EENC representative on the North Carolina Environmental Education Certification Committee. The President shall be or become a professional, retired, or life member of NAAEE and shall serve as one of two EENC official affiliate liaisons to the North American Association for Environmental Education (NAAEE). The President will also work with the President-Elect and Past-President to develop and conduct a leadership training program as deemed appropriate by the President. The President shall submit an official Board Report detailing actions and communication to the Secretary before each Board meeting.

The President will work with outgoing Board members to prepare new Board members to assume leadership roles with EENC. Finally, as one of their last duties, the President shall oversee the production and update of a Board manual for all incoming Board members.

The President-Elect shall substitute for the President when necessary; provide support to Section Chairs; train to be President; work with the Treasurer to prepare and propose the budget for their upcoming Presidential term; work with the Board Development Committee in soliciting nominations for Board of Directors' positions; work with the President and Past-President to develop and conduct a leadership training program as deemed appropriate by the President. The President-Elect will also assist with conference planning by focusing on fundraising with Resource Development Chair. The President-Elect shall submit an official Board Report detailing actions and communication to the Secretary before each Board meeting. This position begins a three-year succession from President-Elect, to President, to Immediate Past-President on the Board of Directors.

The Immediate Past-President shall, in the absence of the President and President-Elect, substitute for the President when necessary, advise the Board of Directors, chair the Board Development Committee, act as parliamentarian at Board meetings, serve as an advisor on Partnership and Conference Committees, work with President and President-Elect to develop and conduct a leadership training program as deemed appropriate by the President. The Immediate Past-President shall submit an official Board Report detailing actions and communication to the Secretary before each Board meeting. Finally, the Immediate Past-President shall prepare an official Annual Report that highlights EENC's accomplishments and activities in the past year, to be submitted to the Board within the first quarter of their term.

The Secretary shall take minutes at all Board of Directors' meetings; provide the EENC Board with a copy of the minutes within 30 days following each meeting; maintain the list of all EENC Board of Directors' names and business addresses; maintain EENC's historical record; maintain correspondence with other individuals, organizations and groups. The Secretary will also maintain the EENC Board online workspaces and a repository for documents and workspaces.

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; consult with the President-Elect on the

proposed budget; and serve on the Resource Development Committee. The Treasurer shall file a report at each board meeting of the status of the funds and will give a written copy of the report to the Secretary at the beginning or prior to the Board meeting. The Treasurer will chair the Finance Committee and consult with them as needed.

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. No EENC member can serve more than five (5) consecutive years as an officer. Appointment to, and completion of, an unexpired term does not count toward this limit.

ARTICLE 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; Eastern, Central, Piedmont, and Western Section Chairs; and the Chairs of the following Standing Committees: Board Development, Communications, Education, Membership, Partnership, Policy, and Resource Development and Conference.

SECTION 3. TERM

No EENC member can serve more than seven (7) 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

Special advisors to the Board of Directors shall include a representative from the North Carolina Department of Environmental Quality (NCDEQ) Office of Environmental Education and from the North Carolina Department of Public Instruction (NCDPI). The Board of Directors may appoint other advisors as necessary. All advisors are honorary members of the organization.

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 four (4) geographic sections based on the North Carolina Association of Environmental Education Centers Membership Regions.

Eastern Section – comprised of the counties of: Beaufort, Bertie, Bladen, Brunswick, Camden, Carteret, Chowan, Columbus, Craven, Cumberland, Currituck, Dare, Duplin, Gates, Greene, Hertford, Hyde, Jones, Lenoir, Martin, New Hanover, Onslow, Pamlico, Pasquotank, Pender, Perquimans, Pitt, Robeson, Sampson, Tyrell, Washington, and Wayne.

Central Section – comprised of the counties of: Chatham, Durham, Edgecombe, Franklin, Granville, Halifax, Harnett, Hoke, Johnston, Lee, Moore, Nash, Northampton, Orange, Person, Richmond, Scotland, Vance, Wake, Warren, and Wilson.

Piedmont Section – comprised of the counties of: Alamance, Anson, Cabarrus, Caswell, Cleveland, Davidson, Davie, Forsyth, Gaston, Guilford, Iredell, Lincoln, Mecklenburg, Montgomery, Randolph, Rockingham, Rowan, Stanly, Stokes, Union, and Yadkin.

Western Section – comprised of the counties of: Alexander, Alleghany, Ashe, Avery, Buncombe, Burke Caldwell, Catawba, Cherokee, Clay, Graham, Haywood, Henderson, Jackson, Macon, Madison, McDowell, Mitchell, Polk, Rutherford, Surry, Swain, Transylvania, Watauga, Wilkes, and Yancey.

SECTION 2. SECTION CHAIRS

Four (4) Section Chairs (or co-chairs) will provide support to the Eastern, Central, Piedmont, and Western Sections of North Carolina respectively. 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; coordinate and publicize environmental education events within their section; serve as an official representative of EENC at other meetings and events in their section that are of vital interest to EENC; and serve a minimum of a one (1) year term.

ARTICLE VII: COMMITTEES

SECTION 1. STANDING COMMITTEES

The Standing Committees of EENC are Board Development, Communications, Education, Membership, Partnership, Policy, Resource Development, and Finance and Conference.

SECTION 2: DUTIES

The duties of Standing Committees in EENC 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. RESPONSIBILITIES

The Chair of each Standing Committee is responsible to ensure that their respective committee fully completes assigned tasks; will represent their committee on the Board of Directors; will provide a written Board Report to the Secretary electronically in advance of each Board Meeting; may appoint a co-chair/vice-chair to assume the duties of the Chair when necessary and will serve a minimum of a one (1) year term.

SECTION 4. SECTION MEETINGS

Section Chairs may call meetings in their respective sections via letter, electronic mail, phone call, or advertisement in the EENC newsletter. 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 Executive Officers, Section Chairs, and Chairs of the Standing Committees 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, Section Chairs, and Chairs of the Standing Committees will be elected based on the majority of the ballots received by the deadline. In elections for Section Chairs, EENC members may vote only for candidates residing in their section.

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 shall 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.

Date of adoption of these bylaws	October 1, 1990
Revision 1:	September 25, 1991
Revision 2:	September 1998
Revision 3:	October 2001
Revision 4:	September 2003
Revision 5:	October 2004
Revision 6:	November 2006
Revision 7:	October 2007
Revision 8:	November 2009
Revision 9:	January 2012
Revision 10:	September 2012
Revision 11:	November 2015
Revision 12:	November 2017
Revision 13:	March 2018
Revision 14:	November 2019

President

Secretary

Date

Date

Revision 10: Changed and clarified duties as outlined for Executive Officers and streamlined board reporting. Also introduced the Finance Committee.

Revision 11: Membership voted to approve addition of a fourth section and section chair and minor edits to various sections. Revisions from October 15, 2011, regarding electronic voting, were removed from footnotes and incorporated into bylaws.

Revision 12: Membership year updated to twelve (12) months from the date of receipt of membership dues. Removed corporate member and corporate life member. Changed Section Coordinators to Chairs.

Revision 13: Added mission statement; clarified who EENC is serving.

Revision 14: Removed specific membership categories and added conference to Board of Directors Membership and Standing Committee.