

**Bylaws of the
Wisconsin Association for Environmental Education, Inc.**

**Article I
Name**

- Sec. 1 The name of this organization shall be the Wisconsin Association for Environmental Education, Incorporated (WAEE).
- Sec. 2 The location of headquarters for WAEE shall be in an office in Nelson Hall, University of Wisconsin-Stevens Point, WI, 54481, until such time that the Board of Directors deems it necessary to change the headquarters to another location.

**Article II
Purpose**

- Sec. 1 WAEE is a statewide professional organization comprised of voluntary members with diverse backgrounds whose goal is to promote responsible environmental action through environmental education.
- (a) Environmental education is a process aimed at developing a citizenry which is knowledgeable about natural and human-made environments and their associated issues, skilled in resolving those issues, and motivated to participate in actions leading to the quality of the environment and the quality of life.
- Sec. 2 WAEE offers various educational opportunities for Wisconsin citizens to become aware, knowledgeable, skilled and committed to acting individually and collectively to achieve a balance between quality of life and quality of environment.

**Article III
Nonprofit, Nonsectarian and Nonpolitical**

- Sec. 1 Notwithstanding the specific purpose set forth above or any other provision of these bylaws, this organization is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- Sec. 2 No substantial part of the activities (i.e. funds) of the organization shall consist of attempting to influence legislation, either by propaganda or otherwise, or of directly or indirectly participating in, or intervening in (including the publication or distribution of statement), any political campaign in behalf of or opposition to any candidate for public office.
- Sec. 3 Notwithstanding any other provision of these bylaws, this organization shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization, or that are not permitted to be carried on:
- (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue code of 1954 (or corresponding provision of any future United States Internal Revenue Lay), or

- (b) by an organization contributions of which are deductible under Section 170(c)(2) of the Internal Revenue code of 1954 (or corresponding provision of any future United States Internal Revenue Lay).

Article IV **Members**

Sec. 1 There shall be seven membership classes as follows:

- (a) *Individual Membership*: any individual who subscribes to the aforementioned purpose of the Association and supports the Association's activities by an annual contribution determined by the Board of Directors shall be eligible for voting membership.
- (b) *Non-profit Organizational Membership*: any non-profit organization, agency, school, club or other group which subscribes to the aforementioned purpose of the Association and supports Association's activities by an annual contribution determined by the Board of Directors shall be eligible for non-profit organizational membership in the Association.
- (1) Each such member group may designate one or more delegates to represent it in the affairs of the association.
- (2) Each delegate shall possess all rights of individual membership.
- (c) *Student Membership*: any individual who subscribes to the aforementioned purpose of the Association, is enrolled at least half-time in an educational institution, and supports the Association's activities by an annual contribution determined by the Board of Directors shall be eligible for student membership.
- (1) Student members shall possess all rights of individual membership.
- (d) *Life Membership*: any individual who subscribes to the aforementioned purpose of the Association and supports the Association's activities by a one-time contribution determined by the Board of Directors shall be eligible for life membership.
- (e) *Corporation Membership*: any profit foundation, business, industrial firm or corporation which subscribes to the aforementioned purpose of the Association and supports Association's activities by the annual contribution determined by the Board of Directors shall be eligible for corporate membership.
- (f) *Retired Membership*: any individual who is officially retired, pensioned or eligible to collect social security who subscribes to the aforementioned purpose of the association and supports the activities by an annual contribution determined by the Board of Directors shall be eligible for voting membership.
- (g) *Family Membership*: two or more individuals residing in the same household who subscribe to the aforementioned purpose of the Association, and supports the Association's activities by an annual contribution determined by the Board of Directors shall be eligible for family membership in the Association.
- (1) Each adult, ages 18 and over, of that household shall possess all voting rights of individual membership.

Sec. 2 Application for membership shall be made in writing to the Association.

(a) The membership shall be year to date.

Sec. 3 A member is in good standing when payment of dues for the current year has been received by the treasurer and recorded by the administrative assistant.

Sec. 4 Each member in good standing of the Association shall have one vote.

Sec. 5 Questions of eligibility of an applicant shall be referred to the Board of Directors of the Association for consideration at its next meeting.

Sec. 6 Dues shall be set annually by the Board of Directors by September 1 or they shall remain as they were for the previous year. The announcement of dues changes shall be made in September by means of a mailed or emailed announcement to all members in good standing.

Article V **Officers**

Sec. 1 The officers of the Association shall consist of a chairperson and a chairperson-elect. They shall be members of the Board of Directors and shall be elected to office by the Board of Directors.

Sec. 2. Selection and term of office shall be as follows:

(a) At the first board meeting of the year, the board will confirm the past year's chair-elect as the new chair and elect a new chair-elect. Confirmation of the new chair will be based on her or his performance the previous year. To be confirmed as the new chair, a 2/3 majority of the board must vote yes to the confirmation. The past chair will continue to serve in an advisory roll to the Board to assist the chair and chair-elect through a smooth transition, whether or not the past chair's term is completed. If the past-chair's term is completed, the past chair is encouraged to attend all Board meetings and functions, in a non-voting, advisory capacity during the following year.

(b) The term of office for all officers shall be one year starting January 1.

(c) An officer may be re-elected.

Sec. 3. Duties of the officers shall be as follows:

(a) The chairperson of the Board of Directors shall preside at all meetings of the Association and of the Board of Directors, appoint all committees, and perform all other duties usually associated with the office of chairperson or president of an organization.

(b) The chairperson-elect of the Board of Directors shall attend all meetings of the Association and the Board of Directors, become familiar with the administration of the Association affairs in order to better assume the Chairperson's duties the following year and in the absence of the chairperson and perform all other duties usually associated with the office of the chairperson-elect, vice-chairperson, or vice-president of an organization.

(c) The administrative assistant of the Board of Directors shall keep a record of all transactions of the Association and the Board of Directors and see that information on the Association's activities is prepared for distribution and perform all other duties as described in a Memorandum of

Understanding with the Board of Directors.

- (d) The directors shall assist in determining long range policy of the Association and in other ways provide continuity of plan and purpose essential to efficient functioning of the Association. They shall be empowered to act as chairperson and .or co-chairperson of various Association committees between meeting of the Association in all matters related to the welfare and functions of the Association.
- (e) The past chairperson of the Board of Directors shall provide continuity on Association business and assist the newly elected chairperson in assuming and performing all duties Associated with the office of chairperson. He/she shall attend the Association Winter Workshop board meeting and spring Work Weekend, and when possible, attend other board meetings throughout the year following the completion of their term as chair of the Board of Directors. If the past chair's term as a member on the Board is complete, he/she is encouraged to serve as a non-voting member of the Board for up to an additional year.

Sec. 4. The Board of Directors may appoint an executive officer or such other staff as it deems necessary to conduct the business of the Association. The operation of these offices shall be detailed in an official policy statement adopted by the Board of Directors.

Article VI **Meetings**

Sec. 1. The operating year for WAEE shall be the calendar year.

Sec. 2. An official annual meeting of the Association shall be held during the months of September, October or November, the date and place to be decided by the Board of Directors.

Sec. 3. A special meeting may be called by the chairperson, a majority of the Board of Directors, or by written request to the secretary signed by 15 members of the Association.

Sec. 4. The members in good standing in attendance at an Association meeting or at a meeting of the Board of Directors shall constitute a quorum.

Sec. 5. The Board of Directors shall meet at least twice during the calendar year.

Sec. 6. All meetings of the Association shall be announced to the membership at least 10 days in advance.

Sec. 7. All meetings shall be open.

Sec. 8. Any action taken at a regular meeting or special meeting of the Association or Board of Directors must be approved by a simple majority of the voting members present.

Sec. 9. The chairperson of the Board of Directors may appoint committees as needed.

Article VII **Governing Body and Its Election**

Sec. 1. The Association shall have a governing body elected from its membership and shall be known as the Board of Directors.

Sec. 2. The Board of Directors shall consist of eleven members.

- (a) Nine members of the Board shall represent the state at large.
- (b) Two shall be student Board members.
- (c) Members must reside or work within Wisconsin.
- (d) The Association will strive for diversity of representation of the Board of Directors. Consideration shall include, but not be limited to the following: age, gender, geographic location, interest area, occupation and race.

Sec. 3. The term of office for all Directors shall be three years with the exception of the Student Board Members, which shall serve a one-year term on the Board of Directors.

- (a) Three of the nine Directors shall be elected each year.
- (b) Directors may not serve more than two consecutive terms of office.

Sec. 4. Directors shall be elected by a mail or email ballot conducted by an Elections Committee appointed by the chairperson.

- (a) The Elections Committee shall annually issue a call for nominations by August 1.
 - (1) The call shall include a list of incumbent Board members.
 - (2) An attempt shall be made to assure representation from each of the publics represented by the Association.
- (b) Nominations shall be submitted to the Elections Committee by November 1.
 - (1) The Elections Committee shall complete the list of nominees if necessary, obtaining the name of at least one nominee for each position open on the Board.
 - (2) An attempt shall be made to assure representation from each of the publics represented by the Association.
- (c) The Elections Committee shall obtain and publish a brief professional biography of each candidate for election to the Board of Directors which shall accompany the official ballot.
- (d) The official ballot shall be mailed or emailed to all members in good standing so they receive it by November 20, except that the date may be changed in any year by a vote of the Board of Directors.
- (e) Marked ballots shall be returned to the chairperson of the Elections Committee postmarked or emailed no later than December 8.
- (f) To be elected as a WAEE board member, nominees must receive, at a minimum of 20% of the total votes cast by the general membership. Any positions not filled by the election will be appointed by the board.
- (g) Announcement of the election results shall be made to the membership in the issue of the Association newsletter following the election.

Sec. 5. Directors shall assume office on January 1; Student Board Members shall assume office on September 1.

- (a) The Board or its designee(s) shall annually issue a call for Student Board Members nominations by April 1. The Board shall make reasonable efforts to recruit Student Board Member candidates from multiple Wisconsin college/university campuses.
- (b) Nominations shall be submitted to the Chairperson by May 1.
 - (1) Student Board Member candidates may nominate themselves, be nominated by a Director, or be nominated by a professor, advisor, supervisor, or other individual who has specific knowledge of the candidate's capability to represent student membership.
 - (2) The Board shall make every effort to secure at least two Student Board Member candidates.
- (c) Prior to its May meeting, the Board shall obtain a resume and contact information and one reference from each Student Board Member candidate. The board or its designee(s) shall distribute a copy to each Director.
- (d) At its May meeting, the Board shall select, by simple majority vote, two Student Board Members from among the candidates who have satisfied (c) above. The Board shall select Student Board Members from different campuses if there are Student Board Member candidates from different campuses. The Board may select two student Board Members from the same campus if all candidates are from the same campus.
- (e) The Chairperson shall notify Student Board Members individually of their selection no later than June 1.
- (f) The Board or its designee(s) shall announce the selected Student Board Members to the membership in the WAEE newsletter published after the Chairperson has notified Student board Members of their selection.

Sec. 6. Vacancies in the Board of Directors may be filled by appointment by the Board of Directors.

- (a) The appointed Director shall complete the term of office of the Director replaced.

Sec. 7. Members of an advisory council shall advise the Board. Advisory council membership and term are determined by the board.

Article VIII **Sections**

Sec. 1. Special interest sections exist within the organization structure of WAEE. New sections may be added by presenting to the Board a petition clearly defining the goals and audience of the proposed section and demonstrating a substantial interest of WAEE members in creating the new section. Creation of a new section shall require a two-third vote of the Board.

Sec. 2. Section must operate within a procedure prepared and approved by section members and the WAEE Board. Said procedure must be in place within six (6) months of the creation of a new section.

Sec. 3. Sections shall not enter into contracts.

Sec. 4. Sections shall not represent the views of WAEE or use WAEE's name without prior authorization from the Board chairperson and chair-elect.

Article IX **Committees**

Sec. 1 The objectives of the committees are to assist and plan for the development of the event and/or project indicated in the committee's title, and to share progress reports with the Board of Directors as work continues.

Sec. 2. With the leadership of the chairperson-elect on the Board of Directors, there shall be the following Associations committees:

(a) Conferences and Workshops (to include annual fall and winter conferences).

(b) Finance

(c) Management

(d) Membership

(e) Networking

Sec. 3 Members of these Association committees shall be members of the Association, Board of Directors and other volunteers.

Sec. 4. Each committee shall, at a minimum, meet annually to prepare a program plan and calendar of events and activities.

Sec. 5. Each committee shall appoint a chairperson and a secretary.

Sec. 6. Different members of the Board of Directors will represent the Association on the following committees:

(a) Wisconsin Conservation Hall of Fame

Sec. 7. A member of the Association or the Board of Directors may serve on more than one committee.

(a) Members may volunteer for a one (1) year term at the first Board of Directors meeting each year.

Sec. 8. Special committees may be appointed by the chairperson when Authorized by the Association or Board of Directors and are dissolved when work of the committee is completed.

Article X **Emergency Provision**

Sec. 1. If emergencies arise, the 10-day advance notice requirement is suspended and the Board of Directors may conduct business by telephone or written / email communication. All business conducted under this bylaw is subject to all other regulations contained with these bylaws.

Article XI
Parliamentary Authority

Sec. 1. Meetings of the Association and of the Board of Directors shall be conducted according to and governed by “Robert’s Rules of Order: Newly Revised” (1970), except as otherwise provided in these bylaws.

Article XII
Audits

Sec. 1. At the close of each fiscal year (July 1 through June 30) or at such time as the Board of Directors shall determine, the books and accounts of the Association shall be carefully examined by either a qualified auditor or a committee named by the Board of Directors who shall make a written report thereon to be submitted to the Board of Directors for review.

Article XIII
Amendment of Bylaws

Sec. 1. The articles of these bylaws may be amended by:

- (a) a simple majority vote of members in attendance at any regular or special meeting of the Association provided the proposed amendment has been submitted in writing or electronically to the membership at least 30 days in advance of said meetings: or
- (b) by ballot mailed or emailed to the membership 30 days in advance of a stated postmarked or emailed deadline date.
- (c) Amendments may be proposed by members in good standing provided they are submitted to the administrative assistant accompanied by the signatures of 15 members in good standing indicating support of the proposed amendment.
- (d) Amendments may also be proposed by the Board of Directors provided that the six of the nine members approve the proposed amendment.

Article XIV
Dissolution of Association

Sec. 1. In case of dissolution of WAEE, Inc., all assets, books, records, lists, equipment and financial accounts shall be assigned to another appropriate 501 (c) (3) organization.

Article XV
General Rules

Sec. 1. All rules governing this Association shall be incorporated into these bylaws and any rules contradictory to these bylaws are hereby declared null and void.

Sec. 2. These bylaws shall be brought up to date as needed.

Sec. 3. These bylaws as amended are hereby accepted by electronic and mailed ballots to the Wisconsin Association for Environmental Education, Inc. membership as required by this 7th day of December, 2006.

Signed _____
Chairperson – Jeremy Higgins

Administrative Assistant

-Adopted by the membership at the Annual Meeting held at the University of Wisconsin-Stevens Point, September 28, 1974.

-Amended by the membership at the Annual Meeting held at the MacKenzie Environmental Education Center, Poynette, October 10, 1975.

-Amended by the membership at the Annual meeting held at the Green Lake Center, Green Lake, October 22, 1976.

-Amended by the membership at a Special Meeting held at Camp Upham Woods, Wisconsin Dells, June 2, 1979.

-Amended by the membership at a Special Meeting held at Camp Upham Woods, Wisconsin Dells, January 31, 1981.

-Revised by majority vote by the membership at the Annual Meeting held at Telemark Lodge, Cable, Wisconsin, October 25, 1991.

-Amended by the membership at the Annual Meeting held at Devil's Head Resort, Merrimac, Wisconsin, October 30, 1992.

-Amended by the membership at the Annual Meeting held at Country Inn, Pewaukee, Wisconsin; October 28, 1994.

-Amended by the membership at the Annual Meeting held at Monona Terrace Convention Center, Madison, Wisconsin; October 17, 1997.

-Amended by the membership at the Winter Workshop held at Treehaven, Tomahawk, Wisconsin, January 18, 1998.

-Amended by the membership by mailed ballot; June 3, 2000.

-Amended by the membership by electronic and hardcopy vote June 2006

-Amended by the membership by electronic and hardcopy vote September 2006