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PREAMBLE

The Maine Environmental Education Association enhances and amplifies the efforts of individuals and organizations building environmental awareness, appreciation, understanding, and action in Maine.

ARTICLE I — NAME

The name of this organization shall be the Maine Environmental Education Association (hereinafter, “MEEA”, “association”, or “organization”).

ARTICLE II — PURPOSE AND POLICIES

SECTION 1. PURPOSE

The mission of the Maine Environmental Education Association is to enhance and amplify the efforts of individuals and organizations building environmental awareness, appreciation, understanding, and action in Maine.

The primary purpose of this association shall be to promote environmental education, in its broadest sense, among the people of Maine. Specifically, this association shall work to:

A. Serve as a vehicle through which organizations, groups and individuals involved in environmental education in Maine may share ideas and information and coordinate efforts to meet their educational goals.

B. Develop public sensitivity to and understanding of Maine’s environment, natural resources and associated challenges. Of special concern will be ensuring that environmental education is a part of every Maine youth’s learning experience.
C. Increase public understanding of the importance and methods of environmental education as a means of maintaining and improving environmental quality and the quality of human life.

SECTION 2. POLICIES

A. MEEA shall confine its activities to those in direct furtherance of its goals, refraining from any political activity that is prohibited for organizations that have been granted federal tax exemption under section 501(c) (3) of the Internal Revenue Code.

B. This association shall be operated as a non-profit organization pursuant to the Maine General Corporation Act and exclusively for the promotion of education within the meaning of section 501(c) (3) of the Internal Revenue Code. No part of the organization's net earnings shall inure to the benefit of any officer, director or other individual, except compensation for services rendered in its behalf and to make payments and distributions in furtherance of the purposes and functions set forth in the article.

C. The board of directors shall be the legal policy-making body of MEEA. All corporate powers shall be vested in and exercised by the MEEA board unless otherwise expressly provided for by law. The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to staff and/or committees. Members of the board shall serve without compensation for their board related duties, but may be reimbursed for actual expenses incurred in the performance of their board work.

ARTICLE III — ASSOCIATION MEMBERSHIP

SECTION 1. COMPOSITION

Membership in this association shall be open to any person or organization who supports the purposes, functions and policies of the organization as stated in Article II of these bylaws.

Members of the board of directors are members of the association.

The board of directors may establish fees, structures, or additional terms and conditions of membership as deemed appropriate in order to advance MEEA’s goals and interests.

A. VOTING RIGHTS

Each member, whether individual or organization, shall have one vote only.
ARTICLE IV — BOARD OF DIRECTORS

SECTION 1. COMPOSITION

A. SIZE AND TERMS

The association shall be governed by a board of directors of no fewer than seven nor more than fifteen individuals.

They are elected by and are responsible to the membership for terms of two years.

The executive director is an ex-officio non-voting member of the board and does not contribute to board seat number or quorum.

B. VACANCIES

If an unscheduled vacancy occurs on the board, the vacancy may be filled for the unexpired term by a majority vote of the entire board of directors.

C. NOMINATIONS

A request for nominations will be circulated to the entire membership two months prior to the scheduled elections. From the nominations, directors shall recommend a slate of candidates for board positions to fill vacancies. The board on its own motion may fill any vacancy not filled at the Annual Meeting.

D. ELECTIONS

The slate of candidates will be circulated to the full membership at least seven days prior to the annual meeting.

SECTION 2. OFFICERS

A. POSITIONS

The association shall have the following officers: president, treasurer, and secretary. No individual may hold more than one of these positions simultaneously.

From time to time, the board may fill a president-elect officer position, when such a position is determined by the board to be in the best interests of the association.

B. DUTIES OF OFFICERS

i. The president shall perform such duties as usually pertain to the officer of president; shall preside at all board meetings (see Article VI for a definition of meetings) of the
association; shall appoint the members of all committees on the board; and shall sign all
documents requiring the president’s signature.

ii. The secretary shall keep an accurate record of the activities of the association; shall
be responsible for the official correspondence of the board; shall prepare and keep a
listing of current directors and the current composition of all special and standing
committees; shall keep current the MEEA Board Policy Manual, based on decisions
reflected in the board meeting minutes; shall run meetings in the absence of a president
and/or president-elect.

iii. The treasurer shall be responsible for ensuring that the organization’s finances and
financial records are in good order; shall serve as chairperson of the Finance
Committee; and shall report the financial standing of the organization at the annual
meeting, board meetings and at such times as the board may require.

iv. In the absence of both president and secretary, the board shall determine which
director will serve as chair for the duration of the meeting.

C. TERM OF OFFICE

The term of office for all officers shall be two years, which may be renewed after board
review and vote of confidence by the board.
SECTION 3. RESIGNATION and REMOVAL

A. RESIGNATION

The board of directors may appoint a replacement upon the resignation or removal of an officer prior to the expiration of their term. This person shall then replace and serve out the term of the previous officer.

B. REMOVAL

A director or officer may be removed from office if such removal is determined by the board to be in the best interests of the association. Such removal, with or without cause, requires an affirmative vote of two-thirds of the entire board. A director or officer may be removed only after prior written notice of such proposed action has been given to the affected individual and that individual has been given an opportunity to be heard by the board.

SECTION 4. EXECUTIVE COMMITTEE

There shall be no board executive committee that substitutes for the board. All board decisions shall be made, or delegated, by a committee of the whole.

ARTICLE V — COMMITTEES

The board may create committees or task forces as needed, such as, finance, nominating, human resources, 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.

ARTICLE VI — MEETINGS

SECTION 1. REGULAR MEETINGS

Regular meetings of the board of directors will be held at least four times per year at a time and place determined by the directors.

SECTION 2. ANNUAL MEETING

The annual meeting of the Maine Environmental Education Association shall be held at a place and time determined by the directors. The purpose of this meeting shall be to elect directors and officers, report on the association’s activities for the previous year, and provide an information exchange among members.
SECTION 3. SPECIAL MEETINGS

Special meetings may be called by the president, by a majority of the board of directors, or by either twenty members of the association or by ten percent of the association’s membership, whichever is greater.

SECTION 4. QUORUM

A. A simple majority of the current directors of the board shall constitute a quorum for the transaction of business. Directors may participate electronically in a meeting to meet the needs of a quorum.

B. Meeting with less than a quorum - in accordance with Maine statute, the members present at a meeting at which a quorum was once present may continue to do business at the meeting even if enough members depart the meeting to leave less than a nominal quorum.

SECTION 5. NOTICES OF MEETINGS

For regular board of directors’ meetings, notice shall be given at least seven days in advance in writing to each member of the board.

SECTION 6. ORDER OF BUSINESS


SECTION 7. ELECTRONIC VOTING

The board may execute a vote electronically. A quorum is still needed for a passing vote and the vote must be noted within the minutes of the following regular meeting of the board. The form and manner of electronic voting will be determined by the board.

ARTICLE VII — DIRECTOR AND STAFF

SECTION 1. EXECUTIVE DIRECTOR

The board of directors may appoint an executive director if it is deemed by the board to be expedient to the efficient operation of the association. The executive director shall be the chief executive officer of the association and will have the duties and responsibilities as outlined by the board of directors.

The executive director shall be a non-voting, ex-officio member of the board.

ARTICLE VIII — LIABILITY FOR DEBTS

No member of the association shall be liable for the debts of the association.
ARTICLE IX - INDEMNIFICATION

The MEEA board, officers and employees, together with any former board members, officers, volunteers, and employees of the association shall be indemnified by the association to the full extent permitted by the Maine Non-Profit Corporation statute for any costs incurred and related to any threatened suit, administrative, or legal action of any kind resulting from or by reason of being a director, officer, employee, or volunteer of the association.

Costs shall include legal expenses, attorney’s fees, judgments, fines, penalties, and settlements reasonably incurred in connection with the action or threatened action. There shall be no indemnity for any action taken by the organization against any such person.

ARTICLE X — RECEIPTS OF GIFTS, CONTRIBUTIONS, GRANTS

The association may accept bequests, gifts, donations, and grants to be used at the discretion of the board to further its purposes as stated in these bylaws.

ARTICLE XI — FISCAL YEAR

The fiscal year of the association shall be from January 1 to December 31, inclusive.

ARTICLE XII — AMENDMENTS

Amendments to these bylaws may be introduced by any member of the association. A simple majority of the votes received by the annual meeting is required to approve proposed amendments.

ARTICLE XIII — DISSOLUTION

SECTION 1. DISSOLUTION

MEEA may be dissolved by a majority board recommendation and ratified by a majority vote of the membership following written notice.

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 and the applicable Maine regulations.