

# ENVIRONMENTAL EDUCATION ASSOCIATION OF SOUTH CAROLINA, INC. BYLAWS

*Adopted March 11, 1977*

## ARTICLE I: NAME

This organization shall be known as **The Environmental Education Association of South Carolina, Inc.**, herein referred to as EEASC.

## ARTICLE II: VISION and MISSION

### Section 1: VISION and MISSION

**Vision:** South Carolinians are motivated to interact sustainably with the environment.

**Mission:** We connect, support, and equip South Carolinians to promote environmental stewardship.

### Section 2: PURPOSE

- Build intellectual and resource capacity
- Foster communication among members of EEASC, educators, and organizations that share common goals and objectives
- Promote and support EE programs, projects, events, and curricula that nurture general environmental sensitivity, awareness, knowledge, appreciation, critical-thinking, problem-solving skills, and collective action that leads to environmental literacy
- Support research, development, implementation and evaluation of EE materials, programs, and activities
- Promote and encourage sound governmental action on EE
- Encourage and recognize the development and implementation of quality EE through its members, external educators and providers, legislation, and business community
- Promote the professional development and certification of the EE profession
- Assist institutions in measuring progress toward environmental literacy

### Section 3: GUIDING PRINCIPLES

To carry out the **mission**, the Association shall:

- Solicit, collect, and otherwise raise money
- Accept and own, manage, and/or sell properties
- Expend, contribute, disburse, and otherwise handle and dispose of funds, either directly or by contribution to other organizations or agencies formed for the same or similar mission
- Cooperate or assist in the work of other such organizations and agencies

- Not use moneys earned or received to insure the personal, monetary benefit of any member of EEASC or individual
- Not participate in or intervene in (including the publishing or distribution of statements) of any candidate for public office.

### **ARTICLE III: OPERATION and DISSOLUTION**

#### **Section 1: OPERATION**

Operation of The Environmental Education Association of South Carolina, Inc. will be governed under the most currently adopted Bylaws.

#### **Section 2: STATUS**

EEASC will be operated exclusively for the specified purpose set forth herein for the purposes which fall with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

#### **Section 3: GRANTS AND GIFTS**

EEASC 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).

### **ARTICLE IV: 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) EEASC members in good standing.

#### **SECTION 2. AMENDMENTS PROCESS**

Upon recommendation by the Executive Council, changes to these Bylaws may be approved by a simple majority vote of the Board of Directors. The Membership shall be notified of all amendments to the Bylaws.

### **ARTICLE V: MEMBERSHIP**

#### **Section 1: ELIGIBILITY**

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

#### **Section 2: PRIVILEGES**

Members shall have voting privileges as outlined in Article V, Section 4, and shall have other privileges as determined by the Board of Directors.

### **Section 3: EQUAL OPPORTUNITY**

EEASC is an equal opportunity organization and does not discriminate in employment or in membership on the basis of race, color, religion, national origin, sex, age, and/or disability.

### **Section 4: MEMBERSHIP CATEGORIES**

Memberships can be for a single person or a group in good standing as described below. Good standing refers to members that have paid their current dues and have not violated any of the bylaws outlined herein. "Affiliate" refers to any non-profit organization, government agency, school, institution, or similar at the discretion of the Board of Directors. "Corporate" refers to any business, industry, or similar at the discretion of the Board of Directors. Unless otherwise indicated, all membership categories require payment of the appropriate dues at the membership category rate set by the Board of Directors (see Article XII, Section 3).

#### **SINGLE PERSON MEMBERSHIP CATEGORIES**

- *Individual Annual/Individual Lifetime membership:* any person is eligible for a non-transferable individual membership. Individual members may vote and serve on the Board of Directors if other Board eligibility requirements are met.
- *Student membership:* any person under the age of 18, anyone who is a permanent dependent, or anyone registered for full- or part-time degree-earning coursework at any school, college, or university at the time of application is eligible for non-transferable student membership. Any Student Member who is not eligible to renew at this category may opt to renew in another category for which s/he is eligible. Student members will receive all the benefits and privileges of Individual Membership except the rights to vote and serve on the Board of Directors except by special dispensation of the Board.
- *Emeritus Membership:* this lifetime membership can be awarded by the Board of Directors to an individual who has made substantial and long-term contributions to environmental education and/or to the operation of EEASC after an extended period of membership. No dues are required for this membership category. This member will receive all the benefits and privileges of Individual Membership.

#### **GROUP MEMBERSHIP CATEGORIES**

- *Family Annual/Family Lifetime membership:* this group membership is available to any self-identified family group. This group membership includes up to two (2) Individual Memberships and unlimited Student Memberships for any legal dependents of the Individual Members.
- *Affiliate Annual/Affiliate Lifetime membership:* this group membership is available to any Organization and includes up to five (5) Individual Memberships.
- *Corporate Annual/Corporate Lifetime membership:* this group membership is available to any Business and includes up to five (5) Individual Memberships.

## HONORARY MEMBERSHIP

- *Honorary membership*: this one year membership can be awarded in any Single Person or Group Membership Category to any person, family, Organization or Business for exemplary interest and influence in the field of environmental education. No dues are required for this membership category. This member will receive all the benefits and privileges of the awarded membership.

### **Section 5: PROCESS**

- Application for membership shall be submitted to EEASC with payment according to the membership category dues schedule set by the Board of Directors (see Article XII, Section 3).
- Memberships run for twelve (12) months from membership activation.
- Membership shall be terminated by voluntary resignation, by failure to pay dues, or by two-thirds (2/3) vote of the Board of Directors. Termination by the Board of Directors shall be preceded by at least thirty (30) days notification during which time the member may present a defense to the Board before action is taken.

## **ARTICLE VI: BOARD OF DIRECTORS**

### **Section 1: AUTHORITY**

EEASC shall have a governing body, elected from its membership, known as the Board of Directors.

The Board of Directors shall

- participate in planning all activities of EEASC
- approve and amend budgets
- set dates and places of meetings
- review actions of committees
- select the major business to be referred to the membership
- conduct the business of EEASC between meetings of the organization
- set policy for EEASC
- further the mission and objectives of EEASC in all possible ways
- raise funds for EEASC; and establish dues for all categories of membership.

The Board may take action in-person, by mail, by electronic communication, by telephone, or by any other means practical.

### **Section 2: QUORUM AND VOTING**

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business by the Board. This rule shall apply to mail, e-mails, and telephone votes, as well as votes in Board meetings.

### **Section 3: COMPOSITION**

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, three (3) Section Directors, and up to eleven (11) Directors at Large.

#### **Section 4: TERM**

All Board Members shall serve either a two-year term of office or until successors are elected. No EEASC Board Member can serve more than eight (8) consecutive years. Appointment to, and completion of, an unexpired term does not count toward this limit. Prior board members may seek nomination at the next election.

#### **Section 5: ELIGIBILITY**

Any active member (excluding Student Members except by special dispensation of the Board of Directors), over the age of 18 years, who is a South Carolina resident in good standing may be nominated and elected to the Board. No person shall be eligible to hold office prior to the completion of at least one (1) year of membership in EEASC without special dispensation of the Board.

#### **Section 6: NOMINATIONS**

The Nominating Committee will be named by the President prior to elections.

The Nominating Committee, as outlined in Article IX, Section 3, shall solicit and consider nominations from the membership using various means of communication including, but not limited to, websites, newsletters, e-mails, and personal contacts. This Committee must submit a slate of candidates for all positions to be filled (Section 3) to the Board of Directors. Recommendations shall be discussed and final approval by the Board shall occur within 30 days from time of submission. Upon approval by the Board, the Nominating Committee will conduct voting according to Section 7.

#### **Section 7: PROCESS**

The EEASC President, Vice President, Secretary, and Treasurer are elected officers. Open positions on the Board of Directors are also filled through the election process. The outgoing President assumes Immediate Past President position and all other positions, such as Committee Chair and Section Director, are filled by appointment of the President.

Elections shall be by mail, e-mail, website ballot, or at the Annual Meeting by current members in good standing. A simple majority of member's returned ballots and/or a simple majority of attendees of the Annual Conference is necessary for election. Deadlines for returning ballots, regardless of method, must be met for votes to count.

#### **Section 8: VACANCIES**

If the President vacates office during the first year of the term, the Vice President succeeds to the Presidency, and succeeds to the Immediate Past President position at the end of the two-year term based on approval from the Board of Directors. If the President vacates the office during the second year of the term, the Vice President completes the unexpired term of the President then begins a full Presidential term based on approval from the Board of Directors.

If both the President and Vice President positions are vacant at the same time, the Board shall appoint an EEASC member to act as interim President until the next presidential election and an EEASC member to act as interim Vice President until the next vice-presidential election. Service in these interim positions shall not disqualify a member from eligibility for a full-term officer position.

If the Vice President vacates office during the first year of the term, the Board shall appoint an EEASC member to complete the term and to succeed to the Presidency in the subsequent term. The EEASC membership shall ratify this with a vote at the next election cycle. If the Vice President vacates office during the second year of the term, the Board shall appoint an interim officer to complete the term. A full nomination and election process occurs to choose the Vice President for the subsequent term.

If the Immediate Past President vacates office, the President shall appoint a former President to complete the term.

If any member, other than the President, Vice President, or Immediate Past President vacates an elected or appointed office, the President shall appoint an interim officer to complete any mid-term vacancy until the Board of Directors approves such appointment in due time. Service in these interim positions shall not disqualify a member from eligibility for a full-term officer position.

### **Section 9: REMOVAL**

Any Board Member or Committee Chair may be removed from office with three-quarters (3/4) majority vote of the Board of Directors (currently filled Board positions). Board Members not fulfilling the duties of office, as outlined by these Bylaws, may be considered for removal.

## **ARTICLE VII: EXECUTIVE OFFICERS**

### **Section 1: Officers**

Executive Officers shall be the President, Vice President, Secretary, and Treasurer. Those elected to these positions and the Immediate Past President compose the Executive Officers. The Executive Officers shall meet as required at the call of the President or a majority of the members of the Executive Officers. The Executive Officers shall have the power to:

- Execute policies approved and outlined by the Board;
- call an emergency vote;
- employ a paid Executive Director, who shall serve as EEASC's Chief Executive Officer, and will also hire and supervise other employees of the EEASC;
- coordinate salary, benefits, and funding sources, and conduct evaluations of the Executive Director or other employees of the EEASC;
- designate banks or depositories in which EEASC funds shall be deposited; and
- provide for annual or Board-requested audits of the EEASC books of account.

### **Section 2: TERMS**

The term for offices of President, Vice President, Secretary, Immediate Past President, and Treasurer shall be for two (2) years. No EEASC officer can serve more than six (6) consecutive years. Immediately following the election, all officers shall serve a two-year term of office or until successors are elected. Appointment to, and completion of, an unexpired term does not count toward this limit.

### **Section 3: DUTIES OF THE OFFICERS**

#### **The President shall:**

- be the official spokesperson and representative of EEASC
- be responsible for holding the organization accountable for all non-financial commitments
- have final approval over expenditure of funds
- preside over Board of Directors meetings and retreats
- set agendas
- make temporary appointments in emergency situations to fill vacated Board positions that hold true until that officer's term expires and/or an election can be held
- establish special committees, serve as ex-officio member of all committees, and appoint chairs of said committees as deemed necessary to further EEASC goals and objectives
- select Nominating Committee members when necessary
- appoint three (3) Section Directors as outlined in Article VIII, sections 1 and 2
- shall serve as, or appoint a designee to serve as, an EEASC official affiliate liaison to NAAEE
- work with outgoing Board members on preparing incoming Board members for EEASC leadership roles

#### **The Vice President shall:**

- substitute for the President when necessary
- support the officers, section directors, and board members as needed
- train to be President
- serve on the Education Committee
- serve on the Finance Committee

#### **The Immediate Past President shall:**

- advise the Board of Directors and act as a consultant and mediator at Board meetings
- assume the duties of President in the event of inability or absence of the President and Vice President

#### **The Secretary shall:**

- take minutes at all Board of Director's meetings
- compile from the appropriate people Section, Committee, and Finance reports prior to the quarterly meetings and incorporate these reports into the Board meeting minutes
- provide the EEASC Board with a copy of the minutes within 14 days following each meeting

- serve on the Membership Committee and assist in identification of inactive members for recruitment efforts
- serve on the Education Committee
- update and distribute any EEASC networking directories, information materials, and any other duties assigned by the President or Board of Directors
- maintain the list of all EEASC Board of Directors' names, contact information, date of election, and board responsibilities (i.e., committee memberships, section chairs, etc.)
- maintain EEASC's historical records
- maintain timely and professional communications with other individuals, organizations, agencies, and groups.

**The Treasurer shall:**

- ensure that all financial records are maintained in ways that allow for open inspection by EEASC members
- ensure the submission of reports to the IRS as necessary
- be custodian of the EEASC operating budget
- oversee receipt and expenditure of funds
- consult with President on proposed budget
- serve on the Membership Committee
- serve on the Finance Committee to prepare and propose the annual budget
- serve on the Education Committee
- receive and record membership dues
- present to the Board of Directors a quarterly financial report on the status of funds
- facilitate an annual audit, per Article XI, Section 5.

**ARTICLE VIII: SECTIONS and REGIONS OF EEASC**

**Section 1: SECTIONS**

EEASC shall be divided into three (3) main geographical sections.

- **Western Section** – comprised of 14 counties: Abbeville, Anderson, Cherokee, Edgefield, Greenville, Greenwood, Laurens, McCormick, Newberry, Oconee, Pickens, Saluda, Spartanburg, and Union.
- **Central Section** – comprised of 18 counties: Aiken, Bamberg, Barnwell, Calhoun, Chester, Chesterfield, Clarendon, Darlington, Fairfield, Kershaw, Lancaster, Lee, Lexington, Marlboro, Orangeburg, Richland, Sumter, and York
- **Eastern Section** – comprised of 14 counties: Allendale, Beaufort, Berkeley, Charleston, Colleton, Dillon, Dorchester, Florence, Georgetown, Hampton, Horry, Jasper, Marion, and Williamsburg

**Section 2: SECTION DIRECTORS**

Three (3) Section Directors shall be appointed by the President and shall serve on the EEASC Board of Directors, providing support to their Section of South Carolina. Section Directors shall:

- reside in the Section they represent;



- represent the needs and interests of the members residing in their Section at all Board of Director meetings;
- act as a liaison between the Board of Directors and their Section;
- coordinate and publicize environmental education events within their Section;
- maintain the regional EEASC exhibit
- coordinate the distribution of the exhibit(s) to EEASC members for regional public display
- serve as an official representative of EEASC at other meetings and events in their Section that are vital to EEASC;
- provide a quarterly written report on Section activities to the Secretary in advance of quarterly board meetings;
- assist extensively with Annual Conference planning when held within their Section;
- serve a minimum two (2) years term and shall not serve more than eight (8) consecutive years

## **ARTICLE IX: COMMITTEES**

### **Section 1: SELECTION**

The President is responsible for all committee appointments, except as otherwise determined by the Bylaws. Chairs of the Committees shall be appointed by the President and selected from the Board of Directors.

### **Section 2: STANDING COMMITTEES**

EEASC shall have the following standing committees: Financial, Membership, Communications, Education, Awards and Recognition, and Nominating.

### **Section 3: DUTIES**

The duties of Standing Committees in EEASC shall include but not be limited to:

- **Awards and Recognition:**
  - a) implement mini-grant program for members
  - b) solicit nominations and vote on awards for the Annual Conference and other appropriate events;
  - c) award annual, semi-annual, and one-time special awards and grants
  - d) work with the Communication Committee to ensure support, as well as timely and quality recognition for such awards
- **Communications:**
  - a) publish a quarterly communication tool (hard copy newsletter or electronic);
  - b) publicize EEASC events and activities to members and the general public through physical, written, and electronic means including displays, news releases, and websites;
  - c) solicit announcements and news from the membership and/or public media on a regular basis;

- d) work with other committees on special publications as directed by the Board;
  - e) develop and distribute surveys, brochures, and other communication materials, as necessary; and
  - f) maintain EEASC website.
- **Education Committee:**
    - a) will organize and conduct the Annual Conference;
    - b) assist and support the Regional Directors in planning and coordinating regional EE activities, as needed; and
    - c) will include the Vice President, the Section Director where the conference is located, the President, the Secretary, the Treasurer, and other members as appointed by the President.
- **Membership:**
    - a) coordinate statewide membership drives;
    - b) conduct recruitment campaigns targeting inactive members in coordination with the Treasurer, who serves on the Membership Committee;
    - c) assist the Sectional Directors with implementing membership development strategies;
    - d) help develop and conduct a leadership training program for members as deemed appropriate by the President;
    - e) the Membership Committee Chair will serve as the Nominating Committee Chair;
    - f) approve membership applications, including confirming membership payments on the website and in communication with the Treasurer;
    - g) provide welcome information to new members; and
    - h) troubleshoot membership issues and any problems with the website membership management system.
- **Nominating:**
    - a) The Membership Committee Chair shall oversee the Nominating Committee. The remainder of the Nominating Committee will be named by the President prior to elections.
    - b) The Nominating Committee shall recruit members and solicit nominations for empty positions on the Board of Directors; obtain biographical information from same and prepare this for distribution in ballot form to the membership; conduct elections; and coordinate ballot voting procedures for new Officers/Board members according to the schedule outlined in Article VI of these Bylaws.
- **Finance:**
    - a) shall include the President, Vice President, and Treasurer, and others appointed by the President.
    - b) The Finance Committee is responsible for preparing quarterly financial reports for the Board of Directors.

- c) The Finance Committee is responsible for preparing the EEASC budget prior to July 1 of each upcoming year for approval by the Board of Directors.

#### **Section 4:** AD HOC

Ad hoc committees may be appointed by the President at any time. Ad hoc committees may include, but are not limited to:

- **Policy:** monitor governmental activities and make recommendations to the Board regarding local, state, and national EE legislations and activities; assist with preparation of legislative resolutions; and make recommendations to the Board regarding Bylaws revisions.
- **Resource Development:** research, recommend, and implement fund-raising strategies to the Board of Directors; explore grant possibilities and write proposals/applications as directed by the Board; investigate corporate and group sponsorships for events, conferences, awards, etc.; seek and secure lasting partnerships and joint ventures; coordinate and conduct fund-raising efforts like promotional items (t-shirts, hats, mugs), silent and live auctions, donations/philanthropy; and assist the Sectional Directors in statewide fund-raising events.

### **ARTICLE X: MEETINGS**

#### **Section 1:** GENERAL STATEWIDE MEETINGS

Meetings of the full membership shall be conducted annually at such time and place as the Board of Directors shall decide. Notice of this Annual Meeting (generally at the Annual Conference) will be given to membership at least 30 days prior to the meeting. Special general membership EEASC meetings may be called by the President or a simple 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 four (4) times per year, at the discretion of the President, or a petition signed by a majority of Board Members. One of these meetings shall be held in the first quarter of the fiscal year (July, August, or September). Minutes of all Board meetings will be recorded and made available to the membership. A quorum at all meetings shall be a simple majority (51%) of the voting members of the Board.

Board meetings are open to all EEASC members. Members who wish to present to the Board shall submit a request in writing to a Board member at least one (1) week in advance of the meeting and provide printed documentation that can be forwarded to all Board members prior to the meeting.

#### **Section 3:** ATTENDANCE

Board members must not miss more than 50 percent or half of all called Board of Director's meetings in any given fiscal year.

#### **Section 4: SECTION MEETINGS**

Section Directors shall hold at least two (2) section meetings/events per year, that are not in conflict with the Board of Directors meetings, Annual Conference, or other key state-wide EEASC functions, in their respective Sections. Any EEASC member may attend any section meeting/event. Meetings/events may be publicized via letter, e-mail, phone, or website and newsletter advertisement. A written report of each meeting/event will be provided to the Secretary at, or by e-mail in advance of, each Board meeting.

#### **Section 5: VOTE**

Action taken at any EEASC meeting must be approved by a simple majority of the filled Board positions (51%), except as noted elsewhere in the Bylaws.

#### **Section 6: CONFLICT OF INTEREST**

In cases in which an Officer, Director, Committee Member, EEASC member, or Regional Coordinator is voting on an issue in which he/she, his/her employer, business associate, or family member has a significant economic interest, there is a potential conflict of interest, and he/she shall excuse themselves from such vote.

If open and timely disclosure by the person(s) involved in the perceived conflict does not occur, then it can be brought to the attention of the Executive Council, which then shall rule forthwith if a conflict of interest exists and if so, the person(s) in question shall abstain from voting on the matter involved.

### **ARTICLE XI: FINANCES**

#### **Section 1: DEPOSITS AND EXPENDITURES**

The funds of EEASC shall be deposited in such bank as designated by the Board of Directors. Deposits and expenditures shall be by check, or debit/credit card issued and signed by the Treasurer of EEASC 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 and Vice President shall authorize all expenditures. In the absence of either the President or Vice President, another Executive Committee member (not the Treasurer) may act in their place.

#### **Section 2: BUDGET**

The Finance Committee shall prepare the budget prior to July 1 of each upcoming fiscal year. The Board of Directors shall approve said budget with simple majority approval, and amend the budget as needed throughout the year.

### **Section 3: DUES**

The Board of Directors shall set the membership dues rate schedule.

### **Section 4: DELINQUENCY OF DUES**

Failure to pay dues shall result in automatic membership termination and loss of all benefits and privileges of membership, including loss of any seat(s) on the Board of Directors associated with that membership. Former members may reapply for membership.

Former Board members may be considered for reinstatement by the Board of Directors once membership is brought current.

### **Section 5: AUDIT**

An annual audit of EEASC's financial records, completed within two months of the end of the prior fiscal year or by September 1, shall be made by a committee of members and/or others appointed by the President. The fiscal year shall start July 1.

### **Section 6: LIABILITY FOR DEBTS**

No EEASC member, Officer, or employee shall be liable for the debts of the organization.

### **Section 7: ENDOWMENTS and MEMORIALS**

Any and all special endowments and memorial contributions shall be placed in an EEASC account and awarded as designated to promote EEASC's mission as stated in the Bylaws. If a donor of a special endowment or memorial contribution does not designate a restricted purpose for the donation, the Board of Directors may determine how best to utilize the funds to promote the interests of the EEASC.

## **ARTICLE XII: FISCAL YEAR**

EEASC's fiscal year shall run from July 1 to June 30.

## **ARTICLE XIII: DISSOLUTION OR MERGERS**

### **Section 1: DISSOLUTION**

EEASC may be dissolved by a vote of three-quarters (3/4) of the members attending a duly constituted special meeting or Annual Conference of EEASC provided that notice of the proposal to dissolve EEASC together with the full text thereof and the name(s) and address(s) of the proponent(s) shall be sent to all EEASC members via mail, e-mail, posting on the website, or any other practical means at least sixty (60) days prior to the vote to dissolve.

## **Section 2: ASSETS**

Should EEASC, Inc. dissolve or should it merge with another nonprofit organization with similar aims and mission, all assets of EEASC shall be disposed of as follows:

- **Dissolution:** All assets, after all debts and obligations have been met, will be transferred to another nonprofit organization with similar aims and mission, which has qualified for tax exemption under Section 501 (c) (3) of the Internal Revenue Code. Standing Board of Directors, by a simple majority vote, shall determine the applicable nonprofit organization to which all assets will be dispersed.
- **Merger:** All assets, after all debts and obligations have been met, will be transferred to the treasury of the new organization in accordance with specific terms as agreed upon in the terms of the merger.

## **ARTICLE XIV: AMENDMENTS**

- *March 1982*
- *March 1986*
- *March 1989*
- *March 1999*
- *March 2000*
- *August 2009*
- *February 2011*
- *March 2014*
- *May 2015*
- *December 2016*
- *January 2019*