

# **AEE BY-LAWS, as of March 2020**

## **ARTICLE I: NAME**

The name of this Association shall be: Association for Experiential Education, hereinafter referred to as the Association.

## **ARTICLE II: PURPOSE**

### **Section 1.0 Vision Statement**

We believe learning through experience positively transforms people and our world.

### **Section 2.0 Mission Statement**

AEE promotes and expands the global capacity of experiential learning.

## **ARTICLE III: NOT-FOR-PROFIT**

The Association will conduct its affairs in such a way to maintain not-for-profit status.

## **ARTICLE IV: MEMBERSHIP**

### **Section 1.0 Categories of Membership**

Any person or organization interested in the stated purpose of the Association shall become a member upon submission of an application and payment of dues.

### **Section 2.0 Voting Rights**

Voting members shall have paid their dues for the current membership year. A ballot will be sent to members for: 1) amendments to the by-laws; 2) election of new Board Members; 3) other issues of importance to the membership.

Each member shall have one vote. Votes of collective members (e.g. organizations and families) shall be cast by such persons as are designated to the Association office. In the absence of such designation, the member shall not be entitled to vote.

Each member shall have one vote on all agenda items at membership meetings.

### **Section 3.0 Rights to Hold Office**

The collective member (e.g. organizations and families) designee shall be eligible to run for the Board of Directors.

### **Section 4.0 Dues**

Each member shall pay the published membership dues in effect at the time of their application for membership or renewal of an existing membership.

### **Section 5.0 Meetings**

The Annual General Meeting of members shall be held at the Annual Conference, at such time, date and place as the Board of Directors shall designate, for the purpose of installing board members, to receive the Board's annual report, including a financial report and Committee reports, and for the transaction of such other business as may be brought before the meeting.

Notice of each Annual General Meeting shall be sent to each member not less than 30 days before the meeting.

All matters regularly brought before a meeting of the members shall be approved by a majority vote of the voting members present. The agenda of each meeting shall be prepared by the Board of Directors.

**Section 6.0 Quorum**

At any Annual General Meeting, the members who are present shall constitute a quorum for the transaction of all business regularly brought before the meeting.

**ARTICLE V: BOARD OF DIRECTORS**

**Section 1.0 Powers and Duties**

Management of the business, property, and affairs of this Association shall be vested in the Board of Directors. In addition to powers granted by the Certificate of Incorporation and these by-laws, the Board of Directors may exercise all such powers and perform all such lawful acts as are not prohibited by statute or by the Certificate of Incorporation or by these by-laws.

The Board of Directors shall be responsible for establishing the direction of the Association. The Board shall set broad policies and monitor their effectiveness. The Board of Directors shall also perform the operational duties as specified in these by-laws.

The Board of Directors shall establish a code of conduct under which it will exercise its power and fulfill its duties

**Section 2.0 Qualifications**

Members of the Board of Directors are individual members or persons designated by a collective membership (e.g. organizations or families).

**Section 3.0 Number and Term of Office**

Members of the Board of Directors shall serve in one of three categories: Four - six (4-6) general, three (3) Officers, two (2) past/elect Officers, and one(1) incoming/past Officer.

General Board members shall serve three (3) year terms. President, Secretary and Treasurer Officers shall serve four (4) year terms. All terms begin at the end of the Annual Conference in the year of their election.

The Executive Director of the Association shall serve as a non-voting member of the Board of Directors throughout his or her term of employment.

The Board of Directors shall establish and publish suggested criteria for each Board position.

#### **Section 4.0 Officers, Powers and Duties**

The Officers of the Association shall be a President (two year role), a President-Elect or Past President (1 year in each role), a Treasurer (two year role), an Incoming Treasurer or a Past Treasurer (1 year in each role) a Secretary (two year role), and a Secretary-Elect or Past Secretary (1 year in each role).

The President-elect and Secretary-elect positions will be member-elected. The Treasurer position will be Board-appointed. At least two of the officer positions will be elected/appointed in alternate years. Officers for the following year will take office at the end of the Annual Conference in the year in which they were elected.

The President shall preside at all meetings of the Board and membership and shall perform all duties required of the principal office of the Association.

The President-Elect or Past President, whichever is on the Board that year, shall have such duties as are assigned by the President or by the Board. In the event of the absence or resignation of the President, the President-Elect or Past President shall have powers and the duties of the President.

The Secretary shall keep the minutes of all meetings of the members and the Board of Directors. The Secretary shall supervise Board elections and shall appoint a non-Board non-staff person to supervise the counting of ballots.

The Secretary-Elect or Past Secretary, whichever is on the Board that year, shall have duties as are assigned by the President or by the Board. In the event of the absence or resignation of the Secretary, the Secretary-Elect or Past Secretary shall have powers and the duties of the Secretary.

The Treasurer shall present the state of finances at Association meetings and at other times as appropriate. The Treasurer shall perform all acts incident to the position of the Treasurer or as specified by the Board.

The Incoming Treasurer or Past Treasurer whichever is on the Board that year, shall have duties as are assigned by the President or by the Board. In the event of the absence or resignation of the Treasurer, the Incoming Treasurer or Past Treasurer shall have powers and the duties of the Treasurer.

The Board of Directors shall monitor the performance of the Association and the work of the Executive Director.

The Board of Directors shall annually review and monitor their performance.

#### **Section 5.0 Election Procedures**

The Board of Directors will be constructed of 50% member-elected positions and 50% Board-appointed positions. The President-elect and Secretary-elect will be member-elected positions. The Treasurer will be a Board-appointed position. The remaining General Member positions will be divided to create a 50/50 split between member-elected and Board-appointed positions. Since the Board is most often

comprised of an odd number of people, the additional position will be member-elected.

For member-elected positions, the Nominating Committee (Art. V, Sec. 9.0) will present a slate of at least two candidates for each Board position. Full use shall be made of the Professional and Affiliation Groups, Regions, and general membership in identifying appropriate candidates for Board positions.

If the Nominating Committee is unable to present a slate of two candidates for any member-elected Board position, there will not be an election for that position. Instead, the Nominating Committee shall make a proposal of acclamation to the Board of Directors to have the position filled for the full term.

For Board-appointed positions, the Nominating Committee will recruit qualified candidates and present a slate of 1-3 candidates to the Board of Directors. The Board will vote on who is appointed to each position.

Voting for member-elected Board positions shall take place before and during the Annual International Conference. No less than two months prior to the Annual International Conference, all members will be sent the slate of candidates running for member-elected positions. This correspondence shall include a list of the qualifications, which the Board has established for each position, and candidate profiles with statements submitted by or on behalf of the candidate.

Members will be able to cast their votes via a secured website. Voting will be open for a two-week period and will be completed so that the elected person(s) have time to make arrangements to attend the board meeting at the conference. Write-in candidacy is permitted. A write-in vote is valid only when cast on the official ballot.

The candidate who has received the largest number of votes for a position shall serve in that position. In case of a tie, the Board of Directors shall break such a tie.

### **Section 6.0 Resignation or Removal**

Board members may resign at any time tendering a written resignation to the Board of Directors.

Board members may be removed at any time by affirmative vote of two-thirds of the Board of Directors. Board members may also be removed by a special vote of the members, initiated by a petition signed by at least 10 percent of the members. Upon receipt of such a petition, a special ballot shall be submitted to the membership in the same manner as ballots are submitted to members for election for Board membership. By such special ballot each member shall vote either YES or NO to the question, "Should Board of Director \_\_\_\_\_ be removed as a Board member of the Association?" A Board member shall be removed upon affirmative vote of two-thirds of the responding members on such a ballot.

### **Section 7.0 Vacancies**

In the event of death or resignation or removal by any Board member, the vacancy shall normally be filled by the full Board after consulting with Regional or Professional / Affiliation Councils as appropriate. Persons filling vacancies shall serve the remainder of the term being filled.

### **Section 8.0 Compensation**

No Board member shall be entitled to receive from the Association any compensation for his/her services as a Board member other than approved expenses for Association business.

### **Section 9.0 Committees, Councils and Other Groups**

The Board of Directors shall establish a Nominating Committee (Art. IV, Sec. 5.0) which shall be responsible for presenting a slate of nominees for Board vacancies and for overseeing the election process.

The Board of Directors may also establish and discharge other committees. These committees shall have such duties and powers as the Board determines. These committees shall consist of a chairperson, who may be a Board Member, and any such members as is deemed necessary. Records of all Board committee proceedings are to be kept and reported to the Board of Directors. The Board of Directors may at any time appoint members to, or discharge them from, the Board Committees.

The Board of Directors may establish committees, councils, and other groups to carry out specified aspects of the business of the Association. Specific duties, membership and terms of office for each group shall be approved by the Board of Directors.

### **Section 10.0 Meetings**

The Board of Directors shall meet at least three times a year.

### **Section 11.0 Notice of Meetings**

An agenda and all necessary work will be provided to each Board member at least one week in advance of each meeting.

Quorum shall constitute two-thirds of board members for the transaction of business. Each Board member shall be entitled to one vote and the vote of a simple majority of the Quorum shall be decisive. The President shall be entitled to vote only in the case of a tie.

## **ARTICLE VI: STAFF**

### **Section 1.0 Executive Director (ED)**

The Board of Directors may designate a person to fill the position of ED and shall establish a mechanism to monitor the performance of and provide feedback to the ED. The Board of Directors may at any time, by majority vote, discharge the ED and appoint another person to the position. The ED may hire, evaluate, and discharge other staff members to assist with the work of the Association.

The ED shall make recommendations to the Board of Directors, and when the Board is not in session may, to the extent deemed necessary, exercise the powers of the Board in the management of the business and affairs of the Association, subject to ratification by the Board. The ED shall keep records of all activities and shall report the same to the Board of Directors.

## **ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

### **Section 1.0 Contracts**

The Board of Directors may authorize any member, agent or agents of the Association, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

### **Section 2.0 Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such members, agent, or agents, of the Association in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or President of the Association.

### **Section 3.0 Deposits**

All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories.

### **Section 4.0 Gifts**

The Board of Directors may accept or reject on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

### **Section 5.0 Fiscal Year**

The fiscal year shall begin on January 1 and end on December 31.

## **ARTICLE VIII: OFFICE AND BOOKS**

### **Section 1.0 Office**

The office of the Association shall be located at such place as the Board of Directors may determine.

### **Section 2.0 Books**

There shall be kept at the office of the Association correct books of account of the activities and transactions of the Association, including a minute book which shall contain a copy of the Articles of Incorporation, a copy of these by-laws, and all minutes of the Association meetings. In addition, the Secretary shall maintain a duplicate minute book which shall contain a copy of the Articles of Incorporation, a copy of these by-laws, and all minutes of the Association meetings.

#### **ARTICLE IX: INDEMNIFICATION**

The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party of any action or proceeding by reason of the fact that s/he, his/her testator or interstate was an associate, officer, or other agent to the Association, or of any other organization served by him/her in any capacity at the request of the Association, against judgments, times, amount paid in settlement and reasonable expenses, including attorney's fees.

#### **ARTICLE X: AMENDMENTS**

These by-laws may be amended by a two-thirds affirmative vote of those casting ballots in a referendum of the membership conducted by mail or such other long-distance medium as the Board of Directors may approve.

An amendment may be initiated by:

- a) Board of Directors,
- b) An individual member who may propose an amendment for study and consideration by the Board of Directors.
- c) Petition of at least 50 members.

#### **ARTICLE XI: SEVERABILITY**

Should any of these by-laws be judged invalid in a court of law, the others shall stand.

#### **ARTICLE XII: RESOLUTIONS**

A resolution is a formal statement of opinion or determination adopted by a majority of the members at a general or special meeting intended to change or transform the future direction of the Association. Resolutions direct the Board to consider action on behalf of the membership.

Resolutions may be proposed at any general or special meeting of the Association provided such resolutions are consistent with the mission of the Association.

A Board Resolution is a formal statement of opinion or authority adopted by a majority of the full Board. Board Resolutions may include delegating signature authority for contracts, financial transactions, and other activities to the Executive Director of the Association.