

# Missouri Environmental Education Association (MEEA) Advisory Board Bylaws

## ARTICLE I: OVERVIEW

**Section 1. MEEA Name & Background.** The Missouri Environmental Education Association, Inc. (hereafter referenced as MEEA) was formed in 1996 as a grassroots follow up to the 1994 Governor's Task Force on Environmental Literacy. The MEEA organizes educational conferences and workshops, hosts environmental action events, co-executes the Missouri Green Ribbon Schools initiative, certifies individuals as Environmental Educators, creates environmental programming, awards grants for environmental education, recognizes outstanding environmental educators, and publishes an educational newsletter. MEEA is a registered 501(c) organization.

**Section 2. MEEA Mission, Vision & Purpose.** MEEA's mission is to help educators inspire Missourians to care about, understand and act for their environment. MEEA's vision and purpose is to develop an environmentally responsible citizenry in Missouri that is inspired with a sense of personal commitment to a sustainable environment. This objective is accomplished by providing innovative professional development and networking opportunities.

**Section 3. MEEA Structure & Role of Advisory Board.** The MEEA organizes its work into four categories: People, Purpose, Resources and Governance. The MEEA Advisory Board exists to support work across all categories.

MEEA is governed by the MEEA Executive Board: it is the role and sole prerogative of that Board to enact policy. The role of the Advisory Board is to offer recommendations for program improvement and to provide information relevant to policies which impact MEEA members, participants, programs, and opportunities within the community.

**Section 4. Function of MEEA Advisory Board Bylaws.** This document is authored to provide the protocols for the administration and parliamentary function of the Missouri Environmental Education Association (MEEA) Advisory Board. The bylaws govern Advisory Board operation unless explicitly stated otherwise.

**Section 5. MEEA Advisory Board Purpose & Responsibilities.** The MEEA Advisory Board exists to advise, assist and support and advocate for the MEEA on matters that will strengthen opportunities for clients served by MEEA. To that end, responsibilities of the Advisory Board may include, but are not limited to:

- a. helping recruit members into the MEEA
- b. assisting in supporting the activities and events of the MEEA
- c. facilitating cooperation and communication between the MEEA and the community
- d. offering recommendations for MEEA program improvement
- e. advising the MEEA Executive Board on development opportunities in the community, and help support/resolve development goals
- f. assisting the MEEA Executive Board in setting priorities, including participating in ongoing planning activities
- g. obtaining third-party endorsements and introductions to further the goals of the MEEA
- h. attending MEEA Executive Board meetings when appropriate
- i. supporting and advocating for MEEA by helping to raise Advisory Board profile and visibility
- j. directly participate in, collaborate on, and invite opportunities for financial growth
- k. using any and all available MEEA resources for information and assistance in executing duties.

**Section 6. Advisory Board Communication with the MEEA Executive Board.** Advisory Board recommendations and reports are submitted in writing to the Executive Board. Documents include both suggested action and justification for suggestions. The Executive Board responds/reacts to such recommendations/reports in writing.

## Article II: Membership

**Section 1. Number & Qualifications.** The MEEA Advisory Board is comprised of three to five members. Members are volunteers who share an expert knowledge of the tasks of MEEA and can support the Executive Board in various roles.

**Section 2. Nomination Process & Appointment.** Advisory Board members serve at the request of the MEEA Executive Board. Inaugural board members will be selected and appointed by the MEEA Executive Director. Subsequent board members may be nominated for appointment by the Executive Director, Executive Board, and/or Advisory Board. The Executive Board retains final authority to appoint Advisory Board members by a simple majority vote.

**Section 3. Membership Representation.** Members must represent a cross-section of the community. Whenever possible, membership includes persons from various areas of the state of Missouri.

**Section 4. Attendance Requirements.** To retain good standing, members must attend at least one meeting per rolling calendar year, either in person or by remote access, and may not miss more than two consecutive meetings without reasonable cause. Attendance requirements may be modified by the MEEA Executive Board at any time, with 30 day notification to Advisory Board members. Absence from meetings can be approved by the Executive Director.

**Section 5. Leave of Absence / Resignation / Suspension / Removal.** Advisory Board members may not request an extended leave of absence.

Advisory Board members may resign by notifying the MEEA Executive Director and the other Advisory Board members. Members who are absent without reasonable cause from three successive meetings are considered as having resigned.

Members found to violate the Code of Conduct or attendance requirements may be suspended for any amount of time as designated by the MEEA Advisory Board or MEEA Executive Board following a simple majority vote of those bodies. Members who do not resolve issues leading to suspension within the designated time frame may be removed by a two-thirds vote of the MEEA Advisory Board or MEEA Executive Board. Members who pass away or experience serious incapacitation in the course of their service will be removed from membership.

**Section 6. Terms of Office.** Member terms are three years. No member may serve more than two consecutive terms, but a former member may be re-appointed after a one-year absence from the Advisory Board. Terms that originate by a member filling a vacancy of less than one full term do not apply toward the limitations of the typical terms of office.

**Section 7. Vacancies.** Positions and vacancies are filled as the Advisory Board requires, specifically if there are special areas of expertise required to meet the needs of the organization. If a member is classified as resigned or removed, the Advisory Board will move to fill the vacancy as promptly as is feasible: a vacancy may be filled for the unexpired portion of the term by the Board members then serving, even if less than a quorum, by affirmative vote of the majority thereof. An Advisory Board member so elected shall hold office until the next succeeding annual meeting or until the election and qualification of his/her successor.

### **Article III. Officer Roles and Responsibilities**

**Section 1. Number of Officers.** The Advisory Board officers are a Chair, Secretary and Advisory Board Liaison. The Executive Board may designate other officers with powers and duties not inconsistent with these Bylaws. All other members are considered members-at-large.

**Section 2. Elections, Term of Office & Qualifications.** The term of leadership office is one year, and positions are elected annually by the membership from among their number. Elections may be reached by consensus or via formal vote. When possible, officers should not succeed themselves in office. When possible, officers shall have been members in good standing for at least one year prior to nomination.

**Section 3. Duties of Officers.** The Chair presides at all meetings of the Advisory Board. Duties include setting agendas and ensuring teamwork is done. S/he has and must exercise general charge and supervision of the affairs of the Advisory Board. The Chair should designate an alternate to preside in the case of his/her absence.

The Secretary keeps complete minutes of all meetings of the Advisory Board and performs all other duties usually pertaining to the office of Secretary. The Secretary posts notice of all meetings and provide minutes of all meetings to membership of the Advisory and Executive Boards as described in these bylaws.

The Advisory Board Liaison serves as the primary liaison with the MEEA Executive Board and Executive Director. Advisory Board Liaisons may concurrently serve as members of the Executive Board upon approval of that body.

**Section 4. Removal of Officers.** Any officer may be removed from office by the affirmative vote of two thirds of Advisory Board members at any regular or special meeting, for reasons including but not limited to nonfeasance, malfeasance, misfeasance, conduct detrimental to the interest of MEEA, lack of sympathy with MEEA objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed is entitled to at least ten days' notice, in writing, before the Advisory Board meeting at which such removal is to be considered, and is entitled to appear before and be heard by the Advisory Board at such meeting

#### **Article IV: Meetings**

**Section 1. Public Meeting Scheduling & Notification.** Advisory Board meetings may be scheduled jointly by members or executively by the Chair. Meetings are open to the public: notification of meetings is published online, and in print when possible, by the Secretary. Notification of all Advisory Board meetings is provided to the Advisory and Executive Board members by the Secretary as soon as is feasible, but no later than ten days before the scheduled meeting date.

**Section 2. Meeting Minutes & Recording.** Minutes are taken at every Advisory Board meeting by the Secretary and are submitted to the Executive Board within ten working days of any meeting. If this timeframe is unworkable for any reason, the Secretary notifies both the Advisory and Executive Boards of the reason for the delay, and submits the minutes as soon as is practicable. Minutes from prior meetings are formally accepted at each Advisory Board meeting.

Meetings may be recorded for the purpose of later creating minutes. All attendees must be notified of recording immediately prior to the meeting.

**Section 3. Parliamentary Authority.** Except as otherwise provided in the bylaws, the Advisory Board is governed in its proceedings by the current edition of Robert's Rules of Order, Newly Revised.

**Section 4. Public Comments.** Every meeting includes a designated time for the public to provide comment. Each public comment may be limited to two minutes at the discretion of the Advisory Board.

**Section 5. General Meetings / Special Meetings / Executive Sessions.** The Advisory Board holds general meetings at least two times per calendar year and designates one meeting that includes the purpose of certifying the election of Board members if a quorum of the Board is present.

Special meetings may be held at any time: they may be called by the Chair, and must be called on the written or electronic request of any Advisory Board member. When possible, ten days' notice should be provided to members.

Closed executive sessions may be held at any time with the approval of a simple majority of Advisory Board members: sessions may be scheduled prior to the day and time of meeting, or called during a meeting already in progress. Notification requirements are waived for executive sessions called during existing meetings.

**Section 6. Quorum.** A quorum shall consist of a simple majority of appointed members, not including those members who are suspended or excused.

**Section 7. Code of Conduct.** Members are expected to demonstrate the highest professional and ethical standards during meetings and when representing MEEA in the community. While members are expected and encouraged to discuss the MEEA within the community, members may not report opinions expressed in meetings or report independently on Board actions.

**Section 8. Voting.** Decisions are commonly made by consensus. A formal vote is taken when a decision is required and it is to be documented for future reference as policy or in response to an action item, or if the decision requires referral to a higher authority.

#### **Article V: Bylaw Adoption & Amendments**

**Section 1. Process for Adoption/Amendment.** The Advisory Board adopts bylaws and addenda at organizational meetings of the Board. Bylaws require a two-thirds vote of an Advisory Board quorum for adoption or change.

**Section 2. Notification Requirements.** While preferable that 30 days' notice is given prior to a vote for any bylaw adoption or change, no prior notice is required.

#### **Article VI: Conflict of Interest**

**Section 1. Conflict of Interest Policy.** Members may not act or appear to act in ways that misrepresent MEEA actions, goals or purposes. Members may not pursue actions, recommendations or decisions from which they or a family member significantly financially benefits.

**Section 2. Compensation & Reimbursement of Expenses.** Advisory Board members do not receive any stated salary for their service as such, but by resolution of the Executive Board a fixed reasonable sum may be allowed for attendance at each regular or special meeting of the Advisory Board. The Executive Board has power at its discretion to contract for and to pay Advisory Board members rendering unusual or exceptional service to MEEA. This special compensation must be appropriate to the value of such services.

**Section 3. Prohibition on Lobbying.** The activities of the MEEA may involve policy advocacy within legal parameters for a 501(c)3 entity as set forth by the IRS. MEEA and its Advisory Board members are prohibited from participating or intervening in any political campaign on behalf of a candidate for public office on behalf of MEEA, including the publishing or distributing of statements. Allowable activities include providing education about public policy issues to legislators and the general public. Attempts by MEEA to influence legislation is allowable, as long as it does not constitute a substantial part of the organization's activities. Generally, these activities become "substantial" when they exceed 20% of the paid and volunteer activities of the organization, but care should be exercised to review current guidelines by the IRS before making any recommendations to the Executive Board that MEEA participate in attempts to influence legislation. Individual members of the MEEA Advisory Board may act to influence legislation so long as they do not falsely convey that they speak for or with the explicit consent of the MEEA. MEEA shall comply with any other applicable restrictions from grant funders related to policy advocacy.

Bylaws adopted March 29, 2020

Bylaws amended [most recent amendment date]