

**BYLAWS OF THE
IOWA CONSERVATION EDUCATION COALITION, INC.**
(Adopted 2008)

ARTICLE 1 – MEMBERSHIP

Section 1. Members will consist of organizations and individuals concerned with conservation and education in Iowa.

Section 2. At least one regular meeting of the Iowa Conservation Education Coalition shall be held annually in January or February, at the time and place selected by the Executive Committee. Membership will be notified by Newsletter, Website, e-mail, and/or direct mailing at least one month prior to the meeting. Special meetings may be called by the Chair of the Executive Committee.

Section 3. A quorum of the membership meeting shall consist of twenty-five voting members. Organization memberships shall have one vote.

ARTICLE 2 – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of seven or more elected committee members and a number of Executive Committee appointees not to exceed ½ the number of elected committee members. The total number of committee members shall not exceed 13.

Section 2. One-half of the Executive Committee members shall constitute a quorum for the transaction of business. A quorum being present, business shall be transacted by a simple majority of the members present. The committee may meet and vote by conference telephone, e-mail, or similar communication equipment so long as all persons participating in the meeting shall be able to communicate. No member shall vote by proxy.

Section 3. The Executive Committee will meet a minimum of four times per year and other times as necessary. The Chair shall notify all Executive Committee members of the times and locations of the meetings.

Section 4. Notice of the time and location of all Executive Committee Meetings shall be made known to the general membership through the Newsletter, website, and/or e-mail communications.

ARTICLE 3 – ELECTIONS

Section 1. Nominations. The Membership Committee shall call for nominations to the Executive Committee from the general membership in the newsletter, on the website, e-mail, and/or direct mailing on or before October 1st. Nominations may also be solicited from non-member individuals interested in conservation and education. The committee shall oversee the nomination process and bring a slate of candidates before the Executive Committee for approval.

Section 2. Elections. The Administrative Coordinator shall create and distribute the ballots to the membership, tally the results, and report the results to the Chair of the Executive Committee. The results of the election shall be announced at the Annual Meeting and posted in the next newsletter, on the website, and/or through an additional communication.

Section 3. Appointed Positions. The Executive Committee Chair person, with the approval of a majority of the Executive Committee, may appoint additional individuals to serve on the Executive Committee.

Section 4. Terms.

- A. Elected. Members of the Executive Committee shall be elected for terms of three (3) years, and shall be elected such that the terms of approximately 1/3 shall expire each year. Terms shall begin at the end of the Annual Meeting following election.
- B. Appointed. Appointed members shall serve appointments of one, two or three years, as determined by the Executive Committee in advance of the appointment. Terms shall begin at the end of the Annual Meeting following appointment.
- C. No individual shall serve more than six consecutive years on the Executive Committee.
- D. A member who misses 3 meetings in a 12 month period may be removed from the Executive Committee by a majority vote of the committee.

Section 5. Vacancies.

- A. Resignations. Any Executive Committee member may resign at any time by giving written notice to the Chair. The resignation shall take effect upon receipt of notice thereof or at such a later date as shall be specified in such notice.
- B. Any vacancy occurring shall be filled by action of the committee. A committee member so appointed shall be appointed for the unexpired term of his/her predecessor in office.
- C. Terms of less than six-months are not counted as a full year in regard to the 6 year term limit.

Section 6. Office. In order to take office, a member of the Executive Committee must be a member in good standing of the Iowa Conservation Education Coalition.

ARTICLE 4 — OFFICERS

Section 1. Chair of the Executive Committee.

- A. The Chair Person shall be elected by a majority vote of the Executive Committee from a slate of candidates which includes only individuals who have previously served at least one year as vice chair, secretary or treasurer. The Chair Person shall be elected at the Executive Committee Meeting nearest the Annual Meeting.
- B. The Chair Person shall preside at all meetings of the Coalition, appoint all special committees, and preside at meetings of the Executive Committee.

Section 2. Vice Chairs of the Executive Committee.

- A. Three Vice-Chairpersons shall be elected by a majority vote of the Executive Committee from the membership of the Executive Committee. Vice-Chairpersons shall be elected at the first Executive Committee Meeting after the Annual Meeting.
- B. Vice-Chairpersons shall assume the responsibility of the Chairperson in his/her absence.
- C. One Vice-Chairperson shall serve as the Chair of each of the following Committees: 1. Finance , 2. Contracted and Purchased Services, 3. Membership
- D. Vice Chairpersons shall perform other duties as outlined in the policy manual and as directed by the Executive Committee.

Section 3. Secretary.

- A. The Secretary shall be elected by a majority vote of the Executive Committee from the membership of the Executive Committee. The Secretary shall be elected at the first meeting of the Executive Committee after the Annual Meeting.
- B. The Secretary shall keep, or have kept, a record of all transactions at the meetings of the Iowa Conservation Education Coalition, as well as at meetings of the Executive Committee.
- C. The Secretary shall perform other duties as outlined in the policy manual and as directed by the Executive Committee.

Section 4. Treasurer.

- A. The Treasurer shall be elected by a majority vote of the Executive Committee from the membership of the Executive Committee. The Treasurer shall be elected at the first meeting of the Executive Committee after the Annual Meeting.
- B. The Treasurer shall keep, or have kept, a record of all Iowa Conservation Education Coalition financial transactions, including tax filings. The Treasurer shall be involved in developing the annual budget.
- C. The Treasurer shall perform other duties as outlined in the policy manual and as directed by the Executive Committee.

Section 5. Executive Committee Members. Executive Committee members who do not hold one of the positions listed above (Article 4, Section 1-4) shall serve as the committee chair/co-chair for one committee. Committee chair positions shall be filled by vote of the Executive Committee at the first meeting after the Annual Meeting. Remaining committee chairs shall be filled from the membership at large.

ARTICLE 5 — COMMITTEES

Section 1. Finance Committee.

- A. Purpose/Charge: The Finance Committee identifies budget concerns for the Executive Committee discussion and oversees the preparation of an annual budget for Executive Committee consideration and presentation at the Annual Meeting. The budget process should involve the Committee Chair, Executive Committee Chair, Bookkeeper, and Iowa Conservation Education Coalition members who have experience with budgeting.
- B. Committee Membership: A Vice Chair of the Executive Committee shall serve as Chair of the Finance Committee. The chair shall select no less than 3 and no more than 6 members in good standing to serve upon the committee. Each member may serve a maximum of 3 years before going off the committee for at least 1 year.

Section 2. Contracted and Purchased Services.

- A. Purpose/Charge: The Contracted and Purchased Services Committee researches, develops and presents contracts for services which have been approved by the Executive Committee. The Committee may seek out services, which have been pre-approved in the budget, for the organization. The committee may seek bids when appropriate.
- B. Committee Membership: A Vice Chair of the Executive Committee shall serve as Chair of the Contracted and Purchased Services Committee. The chair shall select no less than 3 and no more than 6 members in good standing to serve upon the committee. Each member may serve a maximum of 3 years before going off the committee for at least 1 year.

Section 3. Membership.

- A. Purpose/Charge: The Membership Committee shall aim to provide more active membership opportunities to members, including volunteerism, committee participation, minority outreach, and niches for retired Iowa Conservation Education Coalition members. The Committee is charged with generating materials and strategies for expanding membership. The Committee shall oversee nomination and election procedures for new Executive Committee members. The Committee is responsible for annually soliciting a list of eligible nominees for the Executive Committee election and preparing a ballot with nominee-submitted biographies. The committee shall present the election results to the Executive Committee and membership.
- B. Committee Membership: A Vice Chair of the Executive Committee shall serve as Chair of the Membership Committee. The chair shall select no less than 3 and no more than 6 members in good standing to serve upon the committee. Each member may serve a maximum of 3 years before going off the committee for at least 1 year.

Section 4. Workshops.

- A. Purpose/Charge: The Workshops Committee plans the logistics of the annual conference and other organization workshops. The Committee seeks out co-sponsorships, grants and other sources of in-kind and cash support. The committee reports to Executive Committee on upcoming workshops and reports on past workshops by the second executive committee meeting after the workshop dates. The chair of the workshop committee oversees the actions of any contract workers hired by the Executive Committee to assist in planning a meeting.
- B. Committee Membership: The chair of the Workshops committee shall be a member of the Executive Committee or a member in good standing appointed by the Executive Committee. The chair shall select no less than 3 and no more than 12 members in good standing to serve upon the committee. The Executive Committee may appoint contracted individuals to serve on the Workshops Committee, as appropriate. One fourth of the committee membership shall be new every two years.

Section 5. Communication.

- A. Purpose/Charge: The Communication Committee develops the Iowa Conservation Education Coalition Communication Plan, and oversees the development and updates to the website, listserve(s), newsletter, and other forms of communication. The committee directs the actions of any contract workers hired by the Executive Committee to assist in website and/or newsletter development.
- B. Committee Membership: The chair of the Communication committee shall be a member of the Executive Committee or a member in good standing appointed by the Executive Committee. The chair shall select no less than 3 and no more than 6 members in good standing to serve upon the committee. Each member may serve a maximum of 3 years before going off the committee for at least 1 year.

Section 6. Long Range Planning.

- A. Purpose/Charge: The Long Range Planning Committee functions as a focus group to create a five-year-plan for the organization and develop innovative ways to advocate for the organization so it is more widely recognized and respected throughout the state. The committee meets at least once annually to review the mission, goals and objectives, policy manuals and bylaws and make necessary recommendations for changes to the Executive Committee; recommends one to five year goals and presents them to the Executive Committee at the Annual Meeting; makes recommendations to the Executive Committee on how to achieve those goals.
- B. Committee Membership: The chair of the Long Range Planning committee shall be a member of the Executive Committee or a member in good standing appointed by the Executive Committee. The chair shall select no less than 3 and no more than 6 members in good standing to serve upon the committee. Each member may serve a maximum of 3 years before going off the committee for at least 1 year.

Section 7. Special Temporary Committees. The Chair of the Executive Committee under advisement by the Executive Committee, may appoint temporary committees, of suitable size, at intervals as needs arise. The committees shall serve one year and may be reappointed annually. The Chair of the Executive Committee shall designate the chair of each committee and shall specify its duty in writing, to the committee chair.

ARTICLE 6 — CONTRACTS

Section 1. Administrative Coordinator. The Executive Committee, under advisement from the Finance and Contracted and Purchased Services Committees, is empowered to contract for the administrative services of the organization as required by the activities and current budget of the organization. Pay for such contracted services shall be approved by the Executive Committee and reviewed on an annual basis. Such contract may be renewed without an open call for applications.

Section 2. Workshop Coordinator. The Executive Committee, under advisement from the Finance, Contracted and Purchased Services, and Workshops Committees, is empowered to contract for the workshop coordinator services as required by the workshop activities and current budget of the organization. Such contracts shall be restricted to positions that cannot reasonably be filled by member volunteers because of time commitment and/or skills required. Pay for such contracted services shall be approved by the Executive Committee and reviewed on an annual basis. Such contract must be announced to the membership annually.

Section 3. Other. Executive Committee shall be empowered to make contracts for other services such as finances, web design, registration, etc. Funding must be in place and in an approved budget before the obligation to spend such funds is made.

ARTICLE 7 — FINANCE

Section 1. Fiscal Year. The Fiscal year of the Iowa Conservation Education Coalition shall be from April 1 to March 31.

Section 2. Budget. An Annual Budget shall be presented, by the Finance Committee under direction of the Vice Chair for Finance, to the membership for approval at the Annual Meeting. At the same meeting the Finance Committee shall make a report on the previous year's budget.

Article 8 – INDEMNIFICATIONS

Section 1. Permissible indemnification.

In addition to the protections granted under Iowa Law and those outlined in the Articles of Incorporation, the Iowa Conservation Education Coalition indemnifies a director (Executive Committee Member), who is a party to a proceeding because the individual is a director of IOWA CONSERVATION EDUCATION COALITION, against liability incurred in the proceeding if all of the following apply:

- A. The individual acted in good faith.
- B. The individual reasonably believed either of the following:
 - a. In the case of conduct in the individual's official capacity, that the individual's conduct was in the best interests of the corporation.
 - b. In all other cases, that the individual's conduct was at least not opposed to the best interests of the corporation.
- C. In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.
- D. The individual engaged in conduct for which broader indemnification has been made permissible or obligatory under a provision of the articles of incorporation as authorized by Iowa Law.

This protection shall be granted to the fullest extent permissible by Iowa Law.

ARTICLE 9 — AMENDMENTS

Section 1. The Bylaws of the Iowa Conservation Education Coalition may be amended by a majority vote at any regular or specially called membership meeting of the Coalition providing due notice of the meeting and notice of the proposed amendment are provided to the current membership 30 days prior to the meeting.

Adopted and approved by the membership on _____, _____.

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