# RESTATEMENT OF THE BYLAWS OF THE IOWA CONSERVATION EDUCATION COALITION, INC.

*(Adopted January 26, 2008)*
*(Approved January 12, 2017)*
*(Amendment to Article 10, Section 10.1 approved January 25, 2020)*
*(Amendment to Article 3, Section 3.2 approved February 8, 2025)*

## ARTICLE 1 – Offices and Registered Agent

Section 1.1 Principal Office. The principal office of the Corporation in the state of Iowa shall be registered and maintained with Iowa Secretary of State as reported on the biennial report. The specific location will be determined by the Executive Committee and may change from time to time.

Section 1.2 Registered Agent. The Corporation shall have and always maintain in the State of Iowa, Secretary of State Office, a registered office with the same address as that of the registered agent.

## ARTICLE 2 – Membership

Section 2.1 Members. The Iowa Conservation Education Coalition will consist of individuals and organizations concerned with conservation and education in Iowa.

Section 2.2 Dues. Annual dues shall be established and reviewed as needed at the annual meeting and shall be payable yearly, by the end of the December. Members will not become inactive until the first day of February.

Section 2.3 Voting Rights. Each individual member and each organizational member in good standing will have one vote each. There will be no proxy voting.

## ARTICLE 3 – Membership Meetings

Section 3.1 Annual Meeting. 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, but not more than two months prior, to the meeting.

Section 3.2 Quorum. ~~A quorum of a membership meeting shall consist of one-fifth of the voting members. If a quorum is not present, the meeting is adjourned without further notice. A quorum being present, business shall be transacted by a simple majority of the members present.~~ A quorum of a membership meeting shall consist of all present voting members. Business shall be transacted by a simple majority of the voting members present. *(Sent to membership via email January 7, 2025, and approved by membership at Annual Meeting February 8, 2025.)*

Section 3.3 Special Meetings. Special meetings may be called by the Chair of the Executive Committee.

Section 3.4 Informal action by Members. There shall be no informal action by members. All action required by law to be taken at a meeting of the members shall take place at such a meeting.

## ARTICLE 4 – Executive Committee

Section 4.1 General Powers. The affairs of the corporation will be managed by the Executive Committee (known in the Iowa Code as the Board of Directors). In order to take office or to remain in office, a voting member of the Executive Committee must be a member in good standing of the Iowa Conservation Education Coalition.

Section 4.2 Conflict of Interest. Executive Committee members must declare any and all conflicts of interest, including perceived conflicts of interests. At minimum, the Executive Committee must complete this process annually. When there is a conflict of interest, the Executive Committee member must abstain from voting. The member must also determine the level of participation during the discussion of the issue that is a real or perceived conflict of interest.

Section 4.3 Number and Tenure. 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 elected and appointed committee members shall not exceed 13. No individual shall serve more than six (6) consecutive years on the Executive Committee. Terms of less than six-months are not counted as a full year in regard to the six (6) year term limit. The Executive Committee will consist of elected and appointed member as follows.

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.

Section 4.4 Regular Meetings. 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. An Annual Executive Committee Meeting will be held without other notice than this bylaw, immediately following the Annual Membership Meeting for the purpose of selecting officers.

Section 4.5 Special Meetings. Special meetings of the Executive Committee may be called by or at the request of the Chair/Co-Chair or any two directors.

Section 4.6 Place of Meetings. 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 4.7 Quorum of the Executive Committee. 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.

Section 4.8 Notice of Meetings. Notice of the time and location of all Executive Committee Regular Meetings shall be made known to the general membership through the newsletter, website, and / or e-mail communications.

Section 4.9 Resignation. Any Executive Committee member may resign at any time by giving written notice to the Chair or the Executive Committee. The resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 4.10 Removal of Executive Committee Member. An Executive Committee member who misses three (3) meetings in a 12-month period may be removed from the Executive Committee by a majority vote of the committee.

Section 4.11 Vacancies. 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.

Section 4.12 Compensation. Executive Committee members will receive no compensation for their services.

Section 4.13 Informal Action by Executive Committee. There shall be no informal action by the Executive Committee. All action required by law to be taken at a meeting of the members shall take place at such a meeting.

Section 4.14. The Executive Committee may invite Ex-Officio members consisting of appointed representatives from agencies and organizations with a mission of natural resource conservation and / or education. These representatives may serve without term limits.

Section 4.15 IAN-ICEC Awards. Member(s) of the Executive Committee and / or the contracted staff person shall be a member of the Iowa Association of Naturalists Awards Committee.

## ARTICLE 5 – Executive Committee Elections

Section 5.1 Nominations. Either the Nominations Committee or contracted staff member shall call for nominations from the general membership in the newsletter, on the website, e-mail, and/or direct mailing on or before October 1. Nominations may also be solicited from non-member individuals interested in conservation and education.

Section 5.2 Election Voting. Either the Nominations Committee or contracted staff member shall create and distribute the ballots to the membership via e-email and / or direct mailing, tally the results, and report the results to the Chair(s) 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 additional communication.

## ARTICLE 6 — Officers and Duties

Section 6.1 Officers. The officers of the corporation shall be a chair and vice-chair or co-chairs as determined by the executive committee, a secretary, and a treasurer.

Section 6.2 Office Vacancy. A vacancy in any office for any reason may be filled by the Executive Committee for the unexpired term of that office.

Section 6.3 Chair or Co-Chair.

A. The Chair 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. If Co-chairs are elected, at least one of the candidates must have served one year as vice-chair, secretary, or treasurer. The Chair shall be elected at the first Executive Committee Meeting after the Annual Meeting.
B. The Chair shall preside at all meetings of the membership, meetings of the Executive Committee, and establish Ad Hoc Committees.

Section 6.4 Vice-Chair.

A. A Vice-Chair shall be elected by a majority vote of the Executive Committee from the membership of the Executive Committee. The Vice-Chair shall be elected at the first Executive Committee Meeting after the Annual Meeting. No Vice-Chair is elected if Co-Chairs are elected.
B. Vice-Chair shall assume the responsibility of the Chair in his / her absence.
C. Vice-Chair shall perform other duties as directed by the Executive Committee.

Section 6.5 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. The secretary or the contracted staff person will be the custodian of corporate records, including notices given, meeting minutes, and a list of current members with contact information the member supplied.
C. The Secretary shall perform other duties as directed by the Executive Committee.

Section 6.6 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 corporation financial transactions, including tax filings. The treasurer shall be responsible for all funds of the corporation, including paying financial obligations. These duties can be fulfilled through a contract with an accounting firm, with oversight provided by the Executive Committee.
C. The treasurer or the contracted staff person shall receive and give invoices for moneys due and payable to the corporation and deposit funds due according to Article (Contracts, Checks, Deposits, and Gifts).

D. The Treasurer shall be chair of the finance committee and be involved in developing the annual budget. The treasurer and contracted staff member shall monitor and review monthly all financial transactions of the corporation.
E. The Treasurer shall perform other duties as directed by the Executive Committee.

Section 6.7 Executive Committee Members. Executive Committee members who do not hold one of the positions listed above (Section 3-6) shall be called upon to serve as committee chair / co-chair as needed. Additional committee chairs needed shall be filled from the membership at large.

## ARTICLE 7 — Standing Committees

Section 7.1 General Powers. The affairs of the corporation shall also be managed by the Finance Committee, Nominations Committee, and Communications Committee. The Executive Committee may request for the duties of the Nominations and / or Communications Committee to be performed by a contracted staff person.

A. Members of all Committees shall be a member in good standing of the Iowa Conservation Education Coalition.
B. The committee chair shall select no less than three (3) and no more than six (6) members in good standing to serve upon the committee. Each member may serve a maximum of three (3) years before going off the committee for at least one (1) year.

Section 7.2 Finance Committee. The Treasurer of the Executive Committee shall serve as Chair of the Finance Committee. The Finance Committee identifies budget concerns for the Executive Committee discussion, oversees the preparation of an annual budget for approval by the Executive Committee and presented to membership at the Annual Meeting, and participates in contracting process for selection of accountant. The budget process should involve the Committee Chair, Executive Committee Chair, and Iowa Conservation Education Coalition members who have experience with budgeting.

Section 7.3 Nominations. The Nominations Committee shall recruit nominees per Article 5 Section 1. Either the Committee or contracted staff member shall oversee nomination and election procedures for new Executive Committee members per Article 5 Section 2

Section 7.4 Communications. The Communications Committee shall oversee the development and updates to website(s), member newsletter, and other electronic 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. A communications plan may be developed.

## ARTICLE 8 – Ad Hoc Committees

Section 8.1 Committees and Purpose. 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 Chair of the Executive Committee shall designate the chair of each committee and shall specify its duty in writing to the committee chair, including time frame to complete work.

Section 8.2 Committee Membership. The committee chair shall select no less than three (3) and no more than six (6) members in good standing to serve upon the committee.

## ARTICLE 9 — Contracts and Grants

Section 9.1 Contracted Staff. The Executive Committee, is empowered to contract for the administrative and executive 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 9.2 Contracted Accountant. The Executive Committee, under advisement from the Finance Committee, is empowered to contract for accounting services, including tax filing. 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 9.3 Other Contracts. The Executive Committee shall be empowered to make contracts for other services such as web design, workshop registration, or other needs that arise. Funding must be in place before the obligation to spend such funds is made.

Section 9.4 Grants. The Executive Committee shall review and approve all grants that further the purpose of the organization prior to submission. The Chair or the contracted staff person may sign grant agreements on behalf of the corporation.

## ARTICLE 10 — Finances

Section 10.1. Fiscal Year. The Fiscal year of the corporation shall be from the first day of January and end on the last day of December. ~~The Fiscal year of the corporation shall be from the first day of April and end on the last day of March. (~~*Change published on website December 15, 2019 and approved by membership at Annual Meeting January 25, 2020.)*

Section 10.2 Budget. An Annual Budget shall be presented, by the Finance Committee or treasurer, to the membership at the Annual Meeting. At the same meeting the Finance Committee or treasurer shall make a report on the previous year's budget.

Section 10.3 Checks, Drafts, etc. All checks, drafts, or orders of payment of funds shall be done so in the name of the corporation and in a manner as shall be determined by the Executive Committee.

Section 10.4 Deposits. All funds of the corporation will be deposited to corporation accounts held at a financial institution selected by the Executive Committee.

Section 10.5 Gifts. The Executive Committee may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## ARTICLE 11 – Books and Records

Section 11.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Executive Committee, and all committees having any of the authority of the Executive Committee. A record identifying the names and contact information of the members entitled to vote as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act shall be kept at the principal office of record.

Section 11.2 Members' Right to Information. Any member of the corporation is entitled to inspect and copy, for any proper purpose, at any reasonable time and place as determined by the Executive Committee by providing at least five (5) days written notice to the board, the following records of the corporation:

A. Articles or restated articles of incorporation and all amendments currently in effect;
B. Bylaws or restated bylaws and all amendments currently in effect;
C. Minutes of all members' meetings and records of all action taken by members without a meeting, for the past three (3) years;
D. All written communications to members generally within the past three years, including the financial statements furnished for the past three (3) years;
E. A list of the names and business addresses of the corporation's current directors and officers;
F. The corporation's most recent biennial report delivered to the Iowa Secretary of State.

## ARTICLE 12 – Indemnifications

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:
    i. In the case of conduct in the individual's official capacity, that the individual's conduct was in the best interests of the corporation.
    ii. 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.
    i. This protection shall be granted to the fullest extent permissible by Iowa Law.

## ARTICLE 13 – Nondiscrimination Policy

It is the policy of the Iowa Conservation Education Coalition to not discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

## ARTICLE 14 – Parliamentary Authority

Robert's Rules of Order will be used as the basis for the rules of conducting business and the rights of members not otherwise stated in these bylaws.

## ARTICLE 15 – Electronic Transmission

"Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice.

## ARTICLE 16 — Amendments to the Bylaws

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

Adopted and approved by the membership on January 12, 2017