

## **BY-LAWS OF THE STATEWIDE ENVIRONMENTAL EDUCATION PROGRAMS**

### **Article I: Organization**

This organization shall be known as StateWide Environmental Education Programs (SWEEP).

### **Article II: Period of Time**

SWEEP plans to be incorporated for perpetuity, or until its members choose to dissolve the organization.

### **Article III: Purpose**

SWEEP is the Vermont StateWide Environmental Education Programs, a coalition of individuals and organizations promoting environmental education in Vermont. SWEEP's purpose is to foster environmental appreciation and understanding, in order to enable Vermonters to make responsible decisions affecting the environment.

SWEEP's mission is to improve the quality and increase the effectiveness of environmental education in Vermont, with the following goals:

- To coordinate the efforts of environmental educators;
- To provide an environmental education and resource network among educators, environmental organizations, schools, colleges, universities, state agencies, and others who are interested;
- To encourage Vermont educators to become more deeply involved with environmental education, and to provide the necessary tools to help them accomplish this; and
- To advocate positive environmental education policies and programs.

### **Article IV: Corporation Policies**

This Association shall be operated as a non-profit corporation pursuant to the Vermont General Corporation Act and exclusively for the promotion of education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. No part of the Corporation's net earnings shall inure to the benefit of any officer, director, or other individual, except

compensation for services rendered in its behalf and to make payments and distributions in furtherance of the purposes and functions set forth in this Article.

## **Article V: Membership**

Membership is open to all persons and organizations interested in environmental education. There are two types of membership; individual and organizational. If present at the time of a vote, each person who has paid for an individual membership merits one vote for each decision made during official SWEEP votes; each organization that has paid for an organizational membership merits two votes. The Treasurer shall have an updated membership list for consultation, if needed. Although most votes will take place at physical meetings, the Board of Directors may, at its discretion, accept alternative methods of meeting and voting to allow meeting by mail or teleconference, electronically or by proxy.

Members shall pay dues annually, the amount to be determined by the SWEEP Board of Directors. This amount should be collected annually at the start of each calendar year, or at the outset of a new membership.

## **Article VI: Membership Meetings**

There shall be at least two meetings per year open to the public to be held on dates determined by the Board of Directors. There shall be a notice sent to all members at least two (2) weeks in advance of the meeting date. If a quorum is present (a quorum shall consist of eight or more members), a simple majority of members present is needed for passage of all measures of meeting except amending the by-laws. Amending the by-laws requires a two-thirds vote of the members present and voting. Major agenda items shall be presented in advance to the Chair or Co-Chair. As indicated in Article V, "meetings" may include alternatives to traditional, in-person gatherings.

## **Article VII: Fiscal Year**

SWEEP's fiscal year shall follow the calendar year, beginning on January 1 and ending December 31 of each year.

## **Article VIII: Board of Directors, Officers, Committees, Task Forces**

### **Section One – Board Composition:**

The Board of Directors shall consist of 9-16 members, and shall include the following:

Officers:

- Chair or Co-Chairs;
- Secretary;
- Treasurer;
- State-elected New England Environmental Education Alliance (NEEEA) Representative;

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At-Large Directors:

- Additional Directors elected from the membership at large.

The At-Large NEEEA Representative is not an official SWEEP board member but is a de facto member and is requested to attend SWEEP Board meetings whenever possible.

### **Section Two – Board Terms:**

All board members shall hold office for a two-year term.

### **Section Three – Board Election:**

Elections shall be held at the first meeting of the calendar year, with one-half of the Board elected each year. Officers' terms shall be staggered to prevent major turnover in any single year. All board members, or the organization they represent, shall be members of SWEEP. Nominations shall be presented by the nominating committee or any member. The Executive Committee may appoint Directors if a mid-term vacancy occurs. The appointee shall serve the duration of the term.

### **Section Four – Board Purpose and Quorum:**

The Board of Directors shall meet a minimum of four times per year. A meeting can be in person or in another accepted meeting format such as a teleconference or through an electronic method. The Board shall provide guidance and long-range planning for the organization, coordinate all SWEEP programs and activities, and make all decisions about SWEEP policy. A quorum shall consist of five Board members.

### **Section Five – Officers:**

The duties of the Chair or Co-Chairs shall be: to preside over SWEEP meetings; to work with Executive Committee, Board, and Task Forces; to plan, arrange and

see that all notices are sent out to members; to coordinate special projects and activities; and to ascertain desires of SWEEP members.

The duties of the Secretary shall be: to take minutes of all meetings and maintain a cumulative record of these notes; to submit minutes for approval to the membership or Board as appropriate; and to serve on the Executive Committee.

The duties of the Treasurer shall be: to collect all membership dues; to keep an updated list of members, to remind members when dues are outstanding; to keep detailed accounts so that there may be a clear picture of the income and its sources for, and the expenditures against, each account; to keep all members informed as to the status of such accounts at SWEEP meetings; to submit annually a full financial report at a membership meeting; and to serve on the Executive Committee.

The duties of the state-elected NEEEA Representative shall be: to represent Vermont at NEEEA meetings and functions; to serve on the SWEEP Executive Committee and any other committees necessary; to keep SWEEP members informed on NEEEA issues and information.

### **Section Six – Committees:**

The Standing Committees shall include:

- Executive Committee
- Nominating Committee
- Public Relations and Communications Committee.

Standing Committees shall carry out their objectives as defined below. With the exception of the Executive Committee, the members of each Standing Committee shall be appointed by the SWEEP Board for a two-year term and shall consist of at least one SWEEP Board member who will serve as the committee's chair.

The Executive Committee shall be made up of the Chair/Co-Chairs, Secretary, Treasurer, and state-elected NEEEA Representative. It shall transact all business necessary between Board meetings, and fill any mid-term vacancies. It shall present a report of its work at the regular SWEEP meetings, and in the newsletter.

The Nominating Committee shall consist of at least three SWEEP members including at least one Board member and at least one non-Board member. To prevent a complete turnover of its membership, a maximum of two new members may be appointed to the Nominating Committee in a given year. The SWEEP Chair or Co-Chairs shall not serve on the Nominating Committee. This committee is responsible for providing a slate of candidates for consideration by the SWEEP membership at the first meeting of the calendar year. This committee shall nominate candidates for all vacant officer positions and at large positions. The Nominating Committee shall strive to ensure that the Board has a good mix of experience and new energy when considering candidates.

The Public Relations and Communications Committee shall consist of at least three SWEEP members. This committee shall facilitate effective communication both among SWEEP members and with the general public. Projects may include maintaining the SWEEP website, listserv and any other electronic communication tools, the hardcopy or electronic publishing of newsletters, a SWEEP membership directory or contact card, event flyers, and media releases. This committee shall assist Task Forces as needed in public relations and communication efforts.

### **Section Seven – Task Forces:**

Task Forces may be created as necessary to complete specific tasks or address specific concerns. Task Forces shall be created, charged, and dissolved by a vote of the membership or, between meetings, a vote of the Board. The members of each Task Force shall elect their own Chair. Task Force Chairs shall submit a progress report to the SWEEP Chair in advance of each quarterly Board meeting, or shall attend Board meetings at the request of the SWEEP Chair or Co-Chairs.

### **Article IX: Parliamentary Authority**

The rules contained in Robert's Rules of Order Revised shall govern SWEEP in all cases not specified by the above by-laws.

### **Article X: Methods of Amending By-laws**

By-laws may be amended at any regular meeting of SWEEP by a two-thirds vote of the members present and voting, provided the proposed amendments have been submitted to the Board Chair/Co-Chairs in writing prior to the meeting.

## **Article XI: Dissolution**

In the event that SWEEP is dissolved and ceases to exist for the stated purposes, such certificate of dissolution shall be filed with the Secretary of State, according to the Statutes of the State for the dissolving of non-profit corporations, and all property and assets shall revert to the Vermont Natural Resources Council, a 501(c)(3) organization.

*Adopted November 1987; revised April 1993, September 1996 and May 2009.*