

BY-LAWS OF THE
ARLINGTON OUTDOOR EDUCATION ASSOCIATION, INC.
(As Amended June 17, 2020)

ARTICLE I – Name

Section 1 – Name

The name of the Corporation is “Arlington Outdoor Education Association, Inc.”

ARTICLE II – Purposes

Section 1 – Purposes

The purposes for which this Corporation is formed are as follows:

- To provide and advocate for enriched educational opportunities for students of Arlington Public Schools in Arlington County, Virginia.
- To provide a facility and support a school program designed to give urban children an opportunity to learn math, science, arts, humanities, and vocational skills in a natural setting.
- To encourage conservation by preserving a natural area and supporting an instructional program that will give young people a better understanding of nature.
- To exercise such power as may be necessary for the furtherance of the above purposes.

ARTICLE III – Membership

Section 1 – Eligibility and Term

The membership of the Corporation shall be open to all persons interested in and supporting the above purposes. All members in good standing shall have the right to vote on all matters coming before any Annual or Special Meeting of the Corporation. A member in good standing shall mean a member who has paid their dues for the current membership year, or who retains a Lifetime membership. The membership year runs concurrently with the Arlington Public Schools school year.

Section 2 – Dues

Annual dues shall be set by the Board of Directors.

ARTICLE IV – Officers

Section 1 – Officers

The officers of this Corporation shall be President, Vice-President, Secretary and Treasurer.

Section 2 – Election and Term of Office

The officers shall be selected by the Board of Directors from among the Board of Directors. The officers shall serve for a period of one year unless removed earlier by the Board of Directors.

Section 3 – Legal Counsel

A legal counsel may be appointed by the Board to advise as necessary. The legal counsel

need not be a member of the Corporation.

Section 4 – Vacancies

If the office of the President becomes vacant, the Vice-President shall succeed to the office and the Board shall elect a new Vice-President. If any other officer position becomes vacant, the Board shall elect a replacement officer as applicable.

ARTICLE V – Duties of Officers

Section 1 – Duties of the President

The President shall preside at all meetings of the Corporation and the Board of Directors, and perform all duties usually appertaining to such an office. The President, with the approval of the Board of Directors, shall appoint all Committees and may appoint assistants to the Officers.

Section 2 – Duties of the Vice-President

The Vice-President shall perform all duties of the President if the President is absent or unable to perform their duties.

Section 3 – Duties of Secretary

The Secretary shall keep the minutes of all meetings of the Corporation and of the Board of Directors; conduct the correspondence of the Corporation; carefully preserve all documents, and electronic records appertaining to their office and shall deliver same to their successor in good condition; and perform such other duties as may be prescribed by the President, Vice-President and Board of Directors.

Section 4 – Duties of Treasurer

The Treasurer shall be responsible for the maintenance of the financial records of the Corporation; receive all dues; deposit all funds in the name of the Corporation in some depository satisfactory to the Board of Directors; disburse the funds of the Corporation upon the authorization and approval of the Board of Directors; submit an annual budget to the Board and present a financial status report at all meetings of the Board and general membership. The Treasurer shall deliver to their successor, when duly qualified, all financial records, papers and monies pertaining to their office.

ARTICLE VI – Board of Directors

Section 1 – Composition

The Board of Directors shall be composed of a minimum of nine (9), including officers, and a maximum of fifteen (15) members in good standing of the Corporation. The exact number shall be determined annually, at the first Board meeting following the Corporation's Annual Meeting.

Section 2 – Election and Term of Office

The Directors shall be elected at the Annual Meeting for three (3) year terms so that the expiration dates of the terms will require, as closely as possible, that 1/3 of the terms expire each year.

Section 3 – Board Vacancies

A vacancy on the Board of Directors shall be filled by the Board on an interim basis until

the next Annual Meeting, at which time the vacancy shall be filled by election for the remaining portion of the term.

Section 4 – Absenteeism

If a Board member is absent from 1/2 of the regularly scheduled Board meetings during the 12-month period from July 1 to June 30, the position of that member may be declared vacant by a majority vote of the Board. If a Board member is absent from four (4) consecutive regularly scheduled board meetings, the position of that member shall become vacant without further action; the Board may, by majority vote, reinstate that member.

ARTICLE VII– Board of Directors – Meetings and Powers

Section 1 – Meetings

The Board of Directors shall meet on call of the President or at the request of any group of four (4) members of the Board of Directors. It shall meet no less than six (6) times per year. The Board of Directors may, at any meeting, consider and act upon any matters brought to its attention by any Director or any member of the Corporation.

Section 2 – Quorum

A quorum for transaction of business by the Board shall consist of six (6) members of the Board.

Section 3 – Powers

- The Board of Directors shall have complete charge of and responsibility for all Corporate business and property.
- The Board of Directors may solicit and accept contributions, gifts, and donations from any and all persons, firms, and corporations, in order to raise funds to be used exclusively for the purpose of the Corporation as set forth in Article II.

Section 4 – Indemnification

The Arlington Outdoor Education Association, Inc., will indemnify any:

- director,
- officer,
- former director,
- former officer, and
- if the Board of Directors has extended this indemnification to such volunteer, any person who may have served as a volunteer

against liability, cost, or expense incurred by them in the performance of their duties.

This indemnification shall apply only to any actual or threat of civil, criminal, administrative, or investigative action, suit, or proceeding arising out of their service to the Arlington Outdoor Education Association, Inc. The Arlington Outdoor Education Association, Inc., may retain insurance to protect itself, any director, officer, former director, former officer, or indemnified volunteer against any such liability, cost or expense incurred in connection with any such suit, action, or proceeding. The Board of the Arlington Outdoor Education Association, Inc., shall have the right to approve any settlements or legal expenses incurred in connection with any such suit, action, or proceeding. This indemnification shall be to the fullest extent now or hereafter permitted by law.

ARTICLE VIII – Auditing

Section 1 – Auditing

All financial records and accounts shall be audited by a Committee or a professional commercial entity in the business of accounting and auditing at least once a year. The Committee, appointed by the Board of Directors, shall consist of not less than three members, one of whom shall be a Director of the Corporation.

Section 2 – Fiscal Year

The Fiscal Year shall run from January 1 through December 31 and federal tax forms shall be filed for this period unless exempted by statute.

ARTICLE IX – Annual and Special Meetings

Section 1 – Annual Meeting

Meetings of the general membership may be called by the Board of Directors at such times and places as the Board may designate, but at least one such meeting, designated as the Annual Meeting, must be called within the period of each calendar year. The Secretary shall notify members at least ten (10) days in advance, giving the time and place of the Annual Meeting. The Board shall select the date of the Annual Meeting at least sixty (60) days prior to the date so selected.

Section 2 – Special Meetings

Special Meetings may be called by the President or by a majority of the Board of Directors or by 5 percent (5%) of the members in good standing. Each member shall be notified of the time, place and purpose of such a meeting at least ten (10) days in advance.

Section 3 – Quorum

Five percent (5%) or some lesser number, as reflected by the attendance at any Annual or Special Meeting, of the members in good standing shall constitute a quorum at any Annual or Special Meeting of the Corporation, and they are empowered to transact any business.

ARTICLE X – Elections

Section 1 – Nominating Committee

The President shall appoint a Nominating Committee composed of not less than three (3) members who shall submit to the President a slate of nominees for the Board of Directors not less than thirty (30) days before the Annual Meeting. The Secretary shall include the names of the nominees for the Board of Directors in the notice of the Annual Meeting sent to the members at least ten (10) days before the Annual Meeting.

Section 2 – Nominations

Nominations may be made by petition signed by at least three (3) members in good standing. Such petition must be submitted to the President or Secretary not less than forty (40) nor more than sixty (60) days before the Annual Meeting. The Secretary shall include the names of such nominees for the Board of Directors in the notice of the Annual Meeting sent to the members at least ten (10) days before the Annual Meeting.

Nominations may furthermore be accepted from the floor during the course of an Annual Meeting in accordance with Robert's Rules of Order.

Section 3 – Eligibility

All nominees must be members in good standing. Only members in good standing may vote.

Section 4 – Voting

Votes must be submitted using a method prescribed by the Board. Those candidates receiving the highest number of votes will be elected to the Board of Directors. The Secretary will record all votes of the membership and certify the results of the election.

ARTICLE XI – Seal

Section 1 – Seal

The Seal of the Corporation shall be in the form of a circle and bear the name of the Corporation in its circumference.

ARTICLE XII – Rules

Section 1 – Rules of Order

Robert's Rules of Order shall be controlling at all meetings of the Board of Directors and of the Corporation.

ARTICLE XIII – Amendment of By-Laws

Section 1 – Amendments

Proposed amendments to the By-laws of the Corporation shall be submitted in writing to the members in good standing at least (10) days before the meeting at which they are to be voted on. A two-thirds (2/3) majority of those responding by proxy or written ballot shall be necessary to approve each amendment.