Association of Outdoor Recreation and Education Bylaws

Article I – Name
The name of this association is the Association of Outdoor Recreation and Education (AORE) hereinafter referred to as the "Association".

Article II – Purpose and Mission
Section 1: Corporate Purpose
As stated in Article V of the Association's Articles of Incorporation, the Association is a non-for-profit corporation organized pursuant to Section 501(c)(3) of the Internal Revenue Code, and is organized exclusively for charitable and educational purposes relative to outdoor recreation and outdoor education, the preservation of the natural environment, addressing issues common to not-for-profit outdoor programs, and the transaction of all lawful business for which non-for-profit corporations may be organized pursuant to the Colorado Revised Nonprofit Corporation Act.

Section 2: Mission Statement
The mission of the Association is to empower leaders to connect people to the outdoors through recreation and education experiences.

Article III – Classes of Membership
As stated in Article IV of the Association's Articles of Incorporation, classes of membership include voting and non-voting. Any person, organization, or industry vendor whose interests are consistent with the mission of the Association may become a member of the Association.

Article IV – Association Meetings
All Association meetings shall be open to Association members in accordance with parliamentary authority. All meetings may be conducted through conference calls to the extent allowed by law.

Section 1: Annual Business Meetings
The Association shall hold no less than one (1) annual business meeting to discuss Association matters. The Chair shall preside over the annual business meeting.

Section 2: Special Meetings
A special meeting of the Association may be called at the discretion of either the Chair, five (5) members of the Association's board of directors, or the lesser of either 25% or seventy-five (75) members who are eligible to vote. The Chair shall designate the time and place of special meetings.

Section 3: Notice of Association Meetings
Notice of all regular and special Association meetings shall be sent to members in writing at least 45 days prior to the meeting and shall specify the date, time, place, and general nature of business to be transacted.

Section 4: Parliamentary Authority
Robert's Rules of Order shall govern in any case where a matter of parliamentary procedure is raised, except when contrary to the policies or procedures of the Association.

Article V – Voting
Section 1: Voting Eligibility
Voting members shall consist only of those Aspiring Professional and Professional members who have paid their dues for their current membership cycle. Each member eligible to vote shall have no more than one (1) vote in any election, on any bylaw amendment, or on any order of business.

Section 2: Minimum Voting Participation
Minimum voting participation for the transaction of Association business shall consist of the lesser of either 25% or seventy-five (75) members who are eligible to vote, including those for whom absentee, mail, or electronic ballots have been received. Voting by proxy is not permitted.

Section 3: Approval of Association Business
Any motion must be approved by a two-thirds (2/3) majority of those casting votes to be considered an act of the membership.

Article VI – Board of Directors
Section 1: Authority and Duty
A. Authority – The board of directors shall have the authority to transact all the lawful business of the Association in conformance with the Articles of Incorporation and bylaws of the Association.

B. Duty – The board of directors shall have the duty to supervise, control, and direct the affairs of the Association, shall determine its policies within the limits of the bylaws, and shall have control over the disbursement of the Associations' funds. It shall also have the duty to address the agenda of the Association membership as expressed by resolutions or motions approved by members.

Section 2: Number and Eligibility
A. Number – The number of voting elected directors on the board shall be between seven (7) and twelve (12), including an Aspiring Professional director. The existing board will establish the size of the board for the upcoming year a minimum of 45 days prior to elections. Two additional non-voting directors may be appointed at the discretion of the board of directors. The Immediate Past Chair will serve in an advisory, non-voting capacity in addition to the aforementioned appointed member(s).

B. Eligibility – All members of the Association eligible to vote as defined by the bylaws shall be eligible to serve on the board of directors.

Section 3: Board Nominations, Elections, and Appointments
A. Nominating Committee – The Vice Chair shall chair a Nominating Committee responsible for soliciting and presenting to voting members qualified nominees for vacancies of elected board positions, including the Aspiring Professional director. The Nominating Committee shall consist of Professional and Aspiring Professional members. Except for the Vice Chair, no members of the committee may simultaneously serve in a board position.

B. Elections – Only Professional members are eligible to vote to elect board members. Only Aspiring Professional members are eligible to vote to elect the Aspiring Professional director. Each voting member may cast one ballot.

C. Board Appointments – The Chair may present up to two candidates for appointment to the board for approval by a two-thirds (2/3) majority of the elected board members.

Section 4: Board Terms
All elected Board members, except for the Aspiring Professional director and the Immediate Past Chair, shall serve a four (4) year term unless filling a vacated position. The Aspiring Professional director, Immediate Past Chair, and appointed directors shall serve a one (1) year term. Terms of all board members shall commence at the start of the Association fiscal year. Terms may be extended as needed to complete an elected term as Chair, Vice Chair, Secretary, or Treasurer. Directors may serve no more than two (2) consecutive terms or eight (8) consecutive years.

Section 5: Board Meetings
The board of directors shall meet whenever such meetings are necessary to conduct the business of

the Association. Such meetings may be conducted through conference calls to the extent allowed by law. In addition to the annual business meeting, the board of directors shall meet at least four (4) times during the year. Notice of board meetings shall be sent to board members in writing at least 10 days prior to the meeting and shall specify the date, time, place, and general nature of business to be transacted.

Section 6: Board Quorum and Voting
A. Quorum – At Association board meetings, the presence of a majority of the board of directors, including those directors voting by absentee ballot or by conference call, shall constitute a quorum for the transaction of business. In the absence of the Chair and Vice Chair, the quorum present may choose a chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, when a quorum can be convened. Board members who cannot attend meetings may submit their votes in writing or electronically.

B. Voting – Minimum voting participation for the transaction of Board business shall consist of a majority of directors, including those for whom absentee, mail, or electronic ballots have been received.

C. Approval of Board Business – Except where otherwise required by the bylaws, any action must be approved by a majority of board members casting votes in order to be considered an act of the board.

Section 7: Resignation
A board member may resign at any time by giving written notice of resignation to the Chair, Secretary, or Executive Director. The resignation is effective upon receipt of notice or at any later time specified therein.

Section 8: Removal
Any board member may be removed from the board of directors by a two-thirds (2/3) majority vote of the board, whenever, in the board's judgment, the best interests of the Association would be served thereby.

Section 9: Vacancies
If a board member is unable to complete a term, the board of directors may appoint an eligible member to complete the remainder of the year of the person whom they replace. The remainder of the term will be filled by a vote of the membership.

Section 10: Compensation for Services
Members of the board of directors shall not receive any compensation for their services as directors; however, the board may authorize reimbursement of a reasonable amount for any expenses incurred while performing board services for the Association.

Section 11: Indemnification
Any person (and their heirs, executors, or administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that they are or were a director or officer of the Association shall be indemnified by the Association against any and all reasonable expenses including attorney fees incurred in the defense of such action, suit or proceeding; except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that the director is liable for intentional or gross negligence as determined by a court of law or arbitrator.

Section 12: Conflict of Interest
There shall be no undisclosed conflict of interest between any director and/or employee of the Association, nor any undisclosed interest of any kind in anything (motion or otherwise) in which the

board of directors must make any decision. No director may vote or otherwise participate in the consideration of any motion in which they have an interest. All officers, directors, and management staff shall review the conflict of interest policy annually and disclose potentially conflicting interests.

Article VII – Board Officers

Section 1: Officer Duties

A. Chair – The Chair shall preside at all the meetings of the Association and the board of directors. Any legal and financial documents must be approved by the Chair and, when appropriate, the Executive Director or another designee of the board of directors as required by law or stated in the bylaws.

B. Vice Chair – The Vice Chair shall be responsible for organizing and overseeing annual board member elections, assisting the Chair, and serving as the board Parliamentarian. In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair.

C. Secretary – The Secretary shall be responsible for keeping minutes of all meetings of the Association and the board of directors and seeing that all notices are duly given in accordance with the provision of these bylaws or as required by law.

D. Treasurer – The Treasurer shall be responsible for the oversight of the Association's funds and securities and shall perform all acts incident to the position of Treasurer as specified by the board of directors.

E. Immediate Past Chair – The Immediate Past Chair of the board of directors shall continue to serve on the board for a period of one (1) year immediately following their term. The Past Chair will serve as an Executive Committee consultant and work in tandem with the Vice Chair on bylaw recommendations. If the Immediate Past Chair has not completed their elected term as a Director on the board, they will continue to have voting privileges. If the Immediate Past Chair's term as a Director on the board has expired, they will serve in a non-voting capacity as an advisor to the board of directors in addition to any of the appointed members outlined in Article VI, Section 2.

Section 2: Officer Eligibility, Election, Terms, Resignation, and Vacancies

A. Eligibility – All board members except for the Aspiring Professional director are eligible to serve as board officers. Candidates for Chair must have served the previous year on the Board.

B. Election and Terms – The Chair, Vice Chair, Secretary, and Treasurer shall be elected by the board of directors to two (2) year terms.

C. Resignation – An officer may resign at any time by giving written notice of resignation to the Chair, Secretary, or Executive Director. The resignation is effective upon receipt of notice or at any later time specified therein.

D. Officer Vacancies – In the event an officer is unable to serve, that position shall be filled by a member of the board elected by a majority vote of the remaining members of the board of directors. The new officer shall then complete the un-expired office of the person whom they replace.

Article VIII – Employees of the Association

The Executive Director shall be the chief executive officer of the Association and be responsible for supervising staff; managing association business; representing the Association; serving as a non-voting advisor to the board of directors; and developing and presenting financial, membership, and other required or requested reports at board or Association meetings, and at other times as appropriate. The Executive Director serves at the pleasure of the Association board of directors.

Article IX – Dues and Finances

Section 1: Dues

Modifications to the annual dues for all categories of membership shall be determined and voted on by the board of directors following notification of the membership and a 45-day comment period. After the close of the comment period, the comments will be made public to the membership.

Section 2: Fiscal Year

The fiscal year of the Association shall be determined by the board of directors.

Section 3: Deposit and Distribution of Funds

All funds shall be deposited promptly to the credit of the Association in such depositories as the Board may select. Except as otherwise provided by law, all funds shall be dispersed by the Treasurer or Board designees, employee or employees, agent, or agents of the Association as selected by the board of directors. All expenditures not already included in the annual budget must be approved by majority of the board of directors.

AORE Board of Directors & Executive Director will subscribe to and biennially review policies that guide investment funds and operational reserves. These funds will sustain annual operation as well as provide for:

- Sufficient reserves in the event of unexpected expenses or uninsured losses.
- Secondary reserves to facilitate growth and development of the Association.
- Endowed funds designed to assist members in their engagement in the organization through scholarships and other means of support.

Section 4: Annual Budget

The annual budget must be submitted by the Treasurer and approved by the board of directors within sixty days (60) of the beginning of the fiscal year.

Article X – Board Committees

The board of directors, by resolution adopted by a majority of the board, may designate one or more board committees, each of which may include other individuals who are not board members. Additionally, the board of directors, by resolution adopted by a majority of the board, may dissolve a committee when deemed necessary.

Article XI – Amendments

The bylaws of the Association may be altered, amended or repealed; and new bylaws may be adopted by a two-thirds (2/3) vote of members casting ballots, provided that written notice and a copy of the proposed changes are given to the membership at least 45 days in advance of the vote.

Approved September 30, 2020
Effective January 1, 2021