Association of Outdoor Recreation and Education Bylaws – Proposed June XX, 2020

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 – Quorum and Voting
Section 1: Quorum
A quorum 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 2: Voting by the Membership
A. General – 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. 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 Responsibility
A. Authority – The board of directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies within the limits of the bylaws, and shall have discretion in the disbursement of the Association’s funds.

B. Duty – The board of directors shall have the duty to address the agenda of the Association membership as expressed by resolutions or motions approved by members and to transact all the lawful business of the Association in conformance with the Articles of Incorporation and bylaws of the Association.

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 solicit and 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.

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: Quorum and Voting at Board Meetings
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.

B. Voting – 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. Board members who cannot attend meetings may submit their votes in writing or electronically.
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 – 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.

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 comment 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 assure enough working cash to 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.
Summary of Proposed Edits

General Edits
- Sections were reorganized to group related information together to improve clarity and/or reduce redundancy.
- Language updated throughout for consistency.

Article II – Purpose and Mission
- Added the corporate purpose from the Articles of Incorporation. This is copied almost verbatim from the Articles for transparency and clarity about the original purpose of the Association. The board has sole authority to make amendments to the Articles. Any changes to this section of the Articles by the board can be subsequently copied into bylaws without a membership vote.
- Inserted the mission statement developed during the 2018-2019 strategic planning process.

Article III – Classes of Membership
- Added membership language from the Articles of Incorporation. Deleted specific categories of non-voting members to provide flexibility in adapting those categories to evolving organizational needs.
- Deleted “upon proper application and payment of dues,” which speaks more to process than eligibility and can be noted outside of bylaws.

Article IV – Association Meetings
- Provide flexibility to hold any meeting virtually to ensure as many members as possible can participate in important discussions.
- Remove procedural details about meeting agendas.
- All meetings require 45 days notice, in alignment with the 45-day notice of candidates for office, dues changes, and proposed bylaws amendments.
- Clarify parliamentary authority but provide flexibility for special rules of order as appropriate.

Article V: Quorum and Voting
- Separated quorum and voting from meetings to provide flexibility for mail and electronic voting other than in an in-person or virtual meeting. This ensures as many members as possible can vote on Association business.
- Establish a minimum quorum to ensure any vote reflects the desires of a sizeable portion of membership.
- Eliminate proxy voting in favor of absentee, mail, or electronic voting.
- Renamed Student Professional to Aspiring Professional.
- Deleted references to elections and bylaw amendments, which are covered in Article VI.

Article VI – Board of Directors
- Combined all general board provisions (including elections and appointments) in a single article, separate of those that apply to board officers (Article VII).
- Deleted statement that the board serves at the pleasure of the members, as it is unnecessary and may be misinterpreted. It means the members elect the board. It does not mean the members direct the board. Other parts of the bylaws already state that the members elect the board.
- Deleted statement that any action of the board can be vetoed by a member vote. State law and the Articles of Incorporation make it clear the board has full authority to manage the affairs of the organization. Allowing members to veto board decisions creates a situation where a small number of members (perhaps without the benefit of information the board used to make a decision) can bind the organization and its directors to an action or inaction for which the board is then legally accountable. Decision-making without accountability creates risk for the organization.
- Added summary description of a new Nominating Committee, which provides opportunity for non-directors to recruit, vet, and present to members candidates for board election.
- Clarified that appointed directors serve one-year terms.
- Added 10-day notice for board meetings.
- Clarified that voting is by majority of board unless otherwise stipulated.
- Added section on resignation.
- Added annual review of conflict of interest policy.
Article VII – Board Officers
• Clarified eligibility for board office.
• Added section on resignation.

Article VIII – Employees
• Separated into its own article.

Article X – Board Committees
• Removed 45-day comment period before elimination of committees to provide flexibility for the board to dissolve committees when deprioritized.

Article XI – Amendments
• Increased notification to members of proposed bylaws changes from 24 hours to 45 days to ensure enough time for members to become informed and provide input on bylaws changes prior to a vote.
• Deleted requirement that members provide comment on Association goals and objectives, which are the sole responsibility of the board. The board may still choose to provide a comment period, but the has the authority to determine the goals and objectives within the bounds of the Articles and bylaws.