



Association of Outdoor Recreation and Education

Bylaws of the Association of Outdoor Recreation and Education (AORE) Revised: November 5, 2011

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 – Mission

The mission of the Association is to provide opportunities for professionals and students in the field of outdoor recreation and education to exchange information, promote the preservation and conservation of the natural environment, and address issues common to college, university, community, military, and other not-for-profit outdoor recreation and education programs.

Article III – Categories of Membership

Any person, organization, or industry vendor whose interests are consistent with the mission of the Association may become a member of the Association upon proper application and payment of dues. There shall be five (5) categories of membership: 1) Professional, 2) Student, 3) Organization, 4) Vendor, and 5) Associate

Article IV – Association Meetings

All Association meetings shall be open to Association members in accordance with the parliamentary authority for matters of procedures governing Association meetings as outlined by these bylaws.

Section 1: Annual Business Meetings

The Association shall hold no less than one (1) annual business meeting to present, discuss and vote on Association matters and conduct Board of Directors (BOD) elections. The annual business meeting of the Association will be held at the AORE Conference. The agenda for the order of business at the annual business meetings shall be prepared by the President of the Association’s BOD with input from the Executive Director and approved by a majority vote of the Association’s BOD.

The President shall preside over the annual business meeting, and this meeting shall be used to: receive the BOD’s annual report, including a financial report and committee reports; elect and install new board members for ~~the ensuing~~ **a term beginning January 1 of the next** year; and for the transaction of such other business as may be brought before the BOD.

Rationale: This change adjusts the term of the newly elected BOD members to formally begin on January 1 of the year following the conference.

Section 2: Special Meetings

A special meeting of the Association, outside of the annual conference, may be called at the discretion of either the President, five (5) members of the Association's BOD or not less than 25% of the membership eligible to vote, or fifty (50) members eligible to vote, whichever is less. The President shall designate the time and place of special meetings. Adequate notification, in writing, must be made to the membership of any special meetings. Notice of special meetings shall be sent to members at least 30 days prior to the meeting and shall specify the date, time, place, and general nature of business to be transacted.

Section 3: Quorum at Association Meetings

At the Association's annual business meeting and/or any special meetings, a quorum shall consist of members present and eligible to vote and by those eligible to vote by proxy or absentee ballot who are represented.

Section 4: Voting by the Membership

A. General – Each member eligible to vote shall have one (1) vote in any election, or any amendment, or on any order of business. Voting members shall consist only of those student, associate, and professional members who have paid their dues for their current membership cycle.

B. Elections – Only professional members shall be eligible to vote for non-appointed board members and each may cast one ballot in person, by proxy or absentee ballot. Board members shall be selected by the highest percentage of all votes cast.

C. Amendments – All members eligible to vote shall be eligible to vote on amendments to the mission, goals and objectives, and the bylaws of the Association, and may cast one ballot in person, by proxy or absentee ballot. Amendments must be approved by two-thirds (2/3) of all members casting votes.

D. Association Business – All members eligible to vote in attendance at the annual business meeting may vote on Association Business matters and cast one vote in person. Motions brought before the membership for a vote must be approved by a two-thirds (2/3) majority of those casting votes in order to be considered an act of the membership.

Section 5: Voting by Proxy or Absentee Ballot

If for any reason a member cannot attend the Association's annual business meeting, he or she may appoint a proxy to vote in elections and amendments by giving written notice to the ~~Vice~~ President **Elect** before the beginning of the Association's annual business meeting. An individual attending the Association's annual business meeting, or other Association meeting, may represent only one member by proxy.

Absentee ballots for the election of board members will be available from the ~~Vice~~ President **Elect** prior to the Association's annual business meeting upon written request of a current member.

Completed ballots must be received by the ~~Vice~~ President **Elect** prior to the Association's annual business meeting. Members who return an absentee ballot and then attend the Association's annual business meeting must notify the ~~Vice~~ President **Elect** of their presence at the meeting.

Section 6: Order of Business

The order of Business at any regular or special meeting of the members shall be: (a) approval of any unapproved minutes, (b) reading and acceptance of financial or other reports, (c) unfinished business, (d) new business, (e) adjournment.

Section 7: Parliamentary Procedure

Robert's Rules of order shall be the parliamentary authority for all matters of procedures not specifically covered by these bylaws. Robert's Rules on calling the question will not be recognized by the Association. In an effort to encourage consensus-based decision-making, both sides will have adequate time to present their positions. The President or presiding officer will determine when appropriate discussion time has expired.

Article V – Board of Directors

Section 1: Authority and Responsibility

The BOD will serve at the pleasure of the members. The BOD 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.

Section 2: Number and Eligibility

The number of voting elected directors on the board shall be **between seven (7) and fourteen (14)**. Two additional non-voting directors may be appointed at the discretion of the BOD. The ex officio member(s) are not eligible to vote. All members of the Association eligible to vote as defined by the bylaws shall be eligible to serve on the BOD. A voting student representative to the BOD will also be elected from the student membership, for a term of one year by the Student members eligible to vote at the annual conference. ~~All student representatives must be enrolled as a student for at least (3/4) of their BOD term.~~

***Rationale:** In response to the feedback from the governance review process and research on good governance, the BOD feels that more flexibility in the number of BOD members allows the BOD to better respond to the demands of the BOD and the current needs of the Association. The BOD recognizes that in order to volunteer for the Association, you do not necessarily need to be on the BOD. The BOD's role is to govern and help recruit new volunteers to help the Association at a high level.*

***Rationale:** The Board approved Student Rep Job Description addresses the position requirements.*

Section 3: Categories of Officers

The categories of officers of the Association shall be President, ~~Vice President~~ **President Elect**, Secretary, Treasurer, and **Immediate** Past President. Their functions shall be:

President - shall preside at all the meetings of the Association and the BOD. Any legal and financial documents must be approved by the President and, when appropriate, the Executive Director or another designee of the BOD as required by law or stated in the bylaws.

~~Vice President~~ **President Elect** - shall be responsible for organizing and overseeing annual elections, **assisting the President**, ~~and reviewing, presenting, and maintaining~~

~~historical Association documents and committees, and~~ ., and serving as BOD **Parliamentarian**. In addition, in the absence of the President, or in the event of the President's inability or refusal to act, the ~~Vice President~~ **Elect** shall perform the duties of the President. **Upon the completion of their term, the President Elect will assume the role of President, even if this adds an additional year to their 3 year term.**

Rationale: BOD Officer succession expectation made explicit.

Secretary - shall be responsible for keeping minutes of all meetings of the Association and BOD, and see that all notices are duly given in accordance with the provision of these bylaws or as required by law. ~~and for forwarding all Association documents to the Vice President.~~

Rationale: The primary function of a board Secretary is the integrity of board documents such as minutes and board policy. This was probably an artifact from a time before the introduction of the National Office and the ED for ensuring that all written communication was preserved. Now the National Office and ED handles the majority of the Association documents that are in addition to the board documents that are the responsibility of the Secretary for their integrity, not simply their location.

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 BOD.

Immediate Past President - The immediate Past President of the BOD shall continue to serve on the BOD for a period of one (1) year immediately following his/her term as an Executive Committee consultant and work in tandem with the Vice President on bylaw recommendations.

If the **Immediate** Past President has not completed his/her elected term as a Director on the board, he/she will continue to have voting privileges. If the **Immediate** Past President's term as a Director on the board has expired, he/she will serve in an ex officio capacity as an advisor to the BOD.

Assignment of Other BOD Duties – The BOD reserves the right to assign any duties as would most efficiently distribute the necessary workload of the Directors of the Association. **These duties may include for example**, Historian, Parliamentarian, Technology Coordinator, Communications Coordinator, Committee Liaisons, and Regional Representatives.

Rationale: This makes explicit the right of the BOD to assign duties among its members as necessary to properly conduct the Association's business.

Section 4: Election and Terms of Officers and Board Members

A. The terms of the President, ~~Vice President~~ **President Elect**, Secretary, and Treasurer shall be one (1) year. The President, ~~Vice President~~ **President Elect**, Secretary, and Treasurer shall be elected by the BOD.

B. Candidates for President must have served the previous year on the Board.

C. All elected Board members, with the exception of the Student representative to the BOD and the **Immediate** Past President, shall serve a three (3) year term unless filling a

vacated position. Both the student representative and the Past President shall serve a one (1) year term.

D. All appointed Board members shall serve until the next annual business meeting.

E. Terms of elected BOD members shall commence on January 1 to coincide with the start of the AORE fiscal year.

Rationale: This addition formally changes the term of service to coincide with the fiscal year.

Section 5: Nominations

The Vice President Elect shall solicit and present a slate of nominees for vacancies of elected BOD positions. Nominations for the elected BOD will be made by submitting a nomination form to the Vice President Elect at least 24 hours prior to the annual business meeting held at the AORE Conference. Student Representative nominations do not require 24-hour notice, and may be accepted from the floor at the Student Business Meeting. The President may solicit and present a slate of appointed candidates to the BOD for approval by a two-thirds (2/3) majority of the elected BOD members.

Section 6: Vacancies

In the event an officer is unable to serve, that position shall be filled by a member of the BOD elected by a majority vote of the remaining members of the BOD. The new officer shall then complete the un-expired office of the person whom he/she replaces.

If a board member vacates his/her position, the BOD may appoint a new member from the membership to complete the remainder of the un-expired year of the person whom he/she replaces. The remainder of the term will be filled by a vote of the membership by the end of the next annual business meeting.

Section 7: Removal

An officer, director, or student representative may be removed from the BOD by a two-thirds (2/3) majority vote of the BOD, whenever, in its judgment, the best interests of the Association would be served thereby.

Article VI – Management by BOD

Section 1: Duty

The BOD shall have the duty to address the agenda of the Association membership as expressed by resolutions or motions approved at Association meetings and to transact all the lawful business of the Association in conformance with the Articles of Incorporation, the bylaws, the goals and the objectives of the Association. Any action of the BOD may be vetoed by a two-third (2/3) vote of the members present and eligible to vote at an annual business meeting or special meetings.

Section 2: BOD Meetings

The BOD 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 BOD shall meet at least 4 times during the year. The BOD will meet in person before and after the annual business meeting; before to organize for the meeting and after to organize for the work of the

following year. The meetings of the BOD coinciding with the annual conference shall be held without other notice than these bylaws.

Section 3: Quorum and Voting at BOD Meetings

At Association BOD meetings, the presence of a majority of the BOD shall constitute a quorum, including those directors voting by absentee ballot or by conference call, for the transaction of any business at any meeting of the BOD. In the absence of the President and Vice President **Elect**, 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.

Motions voted on by the BOD shall be approved by a two-thirds (2/3) vote of those casting votes. BOD members who cannot attend meetings may submit their votes in writing or electronically.

Section 4: Reports to the Membership

The BOD has a responsibility to keep the membership informed as outlined in these bylaws.

Business meeting minutes shall be available to members upon request.

Section 5: Compensation for Services

Members of the BOD shall not receive any compensation for their services as directors; however, BOD members may be reimbursed a reasonable amount for any travel related expenses incurred while performing BOD services for the AORE, if the BOD deems it appropriate and funds are available.

Section 6: 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 he/she is or was 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 7: No 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 BOD must make any decision. And, no director may vote or otherwise participate in the consideration of any motion in which they have an interest.

Section 8: Employees of the Association

A. Executive Director - Shall be the chief administrative officer of the Association, supervise the national office, manage association business, represent the Association, serve as non-voting support to the BOD and develop and present financial, membership, and other required or requested reports at BOD or Association meetings, and at other times as appropriate. The Executive Director shall be responsible for developing and submitting the proposed annual budget of the Association to the outgoing BOD for recommendations and to the incoming BOD for approval within the designated time

frame. The Executive Director shall be an employee of the Association, and will serve at the pleasure of the Association BOD.

B. National Office – Shall serve the Association as determined by the scope of the National Office contract.

Article VII – Dues and Finances

Section 1: Dues

Modifications to the annual dues for all categories of membership shall be determined by the BOD and be approved by a favorable vote of two-thirds (2/3) of the members casting votes at the annual business meeting.

Section 2: Fiscal Year

The fiscal year of the Association shall be determined by the BOD.

Section 3: Deposit and Distribution of Funds

Funds shall be deposited with an institution that is federally insured. Such funds shall be disbursed by the Treasurer or BOD designees as prescribed by the BOD. All expenditures not included in the annual budget must be unanimously approved by a quorum of the BOD.

Section 4: Annual Budget

The annual budget must be submitted by the Treasurer and approved by the BOD ~~after~~ **within** sixty days (60) **of** the beginning of the fiscal year.

Rationale: These changes need to be made. As currently worded, it reads like we only comply with by-laws if we approve the budget on day 60. One day before would not comply.

Article VIII – Development of Committees

The BOD, by resolution adopted by a majority of the BOD, may designate one or more committees, each of which may include other individuals who are not board members.

Article IX – Amendments

The goals, objectives, and/or bylaws of the Association may be altered, amended or repealed; and new goals, objectives, and/or bylaws may be adopted by a two-thirds (2/3) vote of those members casting ballots, provided that written notice and a copy of the proposed changes are given to the membership at least 24 hours in advance of the meeting. If the By-law changes are to be voted on at the annual conference, such notice shall be provided to at least those members attending the conference.

AORE BYLAWS APPROVED BY THE MEMBERSHIP on 11/13/10 at the Annual Business Meeting in Keystone, CO

AORE BYLAWS APPROVED BY THE MEMBERSHIP on 11/5/11 at the Annual Business Meeting in San Antonio, TX