

BYLAWS OF
ALLIANCE OF NATURAL RESOURCE OUTREACH AND SERVICE PROGRAMS (ANROSP)
A NON-PROFIT organization

ARTICLE I

NAME, PURPOSE, AND RESTRICTIONS

Section 1. Name: The name of the organization shall be the Alliance of Natural Resource Outreach & Service Programs (ANROSP) ANROSP is chartered in the state of Missouri. It was incorporated in 2006 in Missouri as a non-profit. Our charter number is N00800054. EIN#5921432.

Section 2: Purpose: The Alliance of Natural Resource Outreach and Service Programs promotes awareness and stewardship of natural resources through science-based education and service programs.

The goals of ANROSP are to:

- A. Provide leadership, information, and resources to support the establishment and expansion of member programs.
- B. Serve as the primary nexus of information about natural resource outreach and service programs for natural resource professionals, volunteers, and interested participants.
- C. Increase knowledge of best practices for natural resource outreach and service programs and encourage their adoption.
- D. Build effective partnerships and collaborations in support of our mission.

Section 3. Advocacy prohibition: No part of the activities of ANROSP shall be devoted to advocacy, lobbying, politically or privately promoting issues, agendas or businesses and personal endeavors, by propaganda or otherwise, using the ANROSP name or themselves as an ANROSP representative.

OFFICES

The principle office of the organization in the State of Missouri shall be located in the City of Columbia, Missouri. The organization may have such other offices within or without said City as may be required.

The registered office of the organization required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri. The organization shall maintain a registered agent whose address shall be the same as that of the registered office of the organization.

ARTICLE III

PARTNERS AND AFFILIATES

Section 1. ANROSP Partners: ANROSP partners shall be of two types: programmatic and financial.

- A. Programmatic partners: to be defined by *ad hoc* Partnership Committee.
- B. Financial Partners: support the work of the organization through funding of ANROSP activities.

Section 2. ANROSP Affiliates: ANROSP affiliates are those organizations that share or endorse the ANROSP philosophy, goals, and purpose. Affiliates will help promote and market ANROSP and its member programs.

ARTICLE IV

MEMBERSHIP

Section 1. Membership categories:

- A. Program Membership: The primary members of the ANROSP are natural resource outreach and service programs that share the ANROSP mission and meet the membership requirements (see below).
 - 1. Program Membership criteria: Eligible member programs must have a natural resource focus; be community -based in service; offer a minimum of 20 hours of service -oriented education; include a field component, either self--study or expert--led, as part of that education; may not be a for--profit organization. Member programs may designate up to five representatives to ANROSP. Each program receives one vote (see section 4 below).

B. Friend membership: Friend membership is available to any individual interested in supporting the goals of the ANROSP and who meets the membership requirements (see below).

1. Friend Membership criteria: Friend Memberships are available to individuals who express an interest in the ANROSP and a desire to support it.

C. Additional levels of membership: Special Membership categories such as Honorary or Emeritus may be defined and instituted by the Board of Directors (BOD).

Section 2: Membership criteria:

A. Membership requirements: Membership in ANROSP shall be established and maintained as set forth by ANROSP and is subject to committee review.

Section 3. Annual dues:

A. Membership period: The membership period is for one calendar year, from January 1 through December

31. Continued membership is contingent upon being current with membership dues. The amount required for annual dues may be changed by a majority vote of the BOD at an annual meeting.

B. Program Membership: An introductory membership rate shall apply to first-time programmatic membership in the ANROSP. There will also be a renewal/continuing membership rate.

C. Friend Membership: An introductory membership rate will apply to first- time Friend membership in ANROSP. There will also be a renewal/continuing membership rate.

Section 4. Rights of members: Each Program Member program shall be eligible to appoint one voting representative to cast the program vote in ANROSP elections. If there is more than one representative from a program elected to the BOD, they are allowed to vote in BOD business. In ANROSP membership votes, each Program Member receives one vote per program. A Friend Membership does not have voting rights.

Section 5. Resignation of membership: A member may resign by filing a written or electronic notice of resignation with the ANROSP Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

Section 6. Annual Meeting: The annual meeting of the Members shall be held in conjunction with the annual conference each year, either within or outside the State of Missouri, as determined by the BOD of the organization. At the annual meeting, the President and Treasurer shall report on the activities and financial condition of the organization.

Section 7. Special Meetings: Special meetings of the Members may be called by the President, the BOD, or a majority of the Members.

Section 8. Place of Meeting: The place of meetings of the Members shall be held at the location specified by the BOD.

Section 9. Participation Through Electronic Communication, or in person: Members may participate in a meeting of the Members by means of electronic communications whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Paper, voice, or other signal may also be used.

Section 10. Voting: Program Members are allowed one vote per program. If there are two individuals from a program elected to the BOD, both shall be allowed to cast votes on BOD business.

ARTICLE V

Board Of Directors

Section 1. BOD role, size, and compensation: The BOD is responsible for the overall policy and direction of ANROSP, and delegates day-to-day operations to staff and committees. The BOD shall have a minimum of five and a maximum of eleven members. All members of the BOD shall have full voting privileges. All BOD members must be designated representatives of Program Members of ANROSP and in good standing. BOD members in good standing who experience a change of status in program affiliation during their elected term will be allowed/encouraged to finish their term if they so desire. The BOD receives no compensation other than reasonable expenses (if available) and approved by the BOD.

Section 2. Terms: All BOD members shall serve two year terms. BOD members are eligible for re-election for up to 2 consecutive terms (four years). After they have served two terms, they may be elected again after a two year absence from the board.

Section 3. Removal and Resignation: Any director may resign at any time by giving written notice to the BOD, the President or the Secretary of the organization; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed, with or without cause, by the affirmative vote of a majority of the Members at a meeting of the Members at which a quorum is present; provided, however, that a director elected by the Members may be removed by the Members only at a meeting called for the purpose of removing the director, and the notice of such meeting shall state the purpose, or one of the purposes, of the meeting is removal of the director. Any such resignation or removal shall take effect at the time specified therein.

Section 4. Meetings.

- A. Annual Meetings: The annual meeting of the BOD shall be held in conjunction with the annual conference, and shall be held for the purpose of transacting such business as may come before the meeting.
- B. Special Meetings: Special meetings of the BOD may be called by or at the request of the President or by any two directors.
- C. Frequency and Location: Meetings of the BOD, regular or special, may be held at any place.
- D. Format: Meetings may be held by teleconference or other remote electronic means, so long as a quorum (see G, below) is present and the electronic medium permits the democratic participation of all BOD members. If no quorum is present, no business may be conducted.
- E. Action Without Meeting: Any action which is required to be or may be taken at a meeting of the directors, or any committee established by the BOD, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the BOD or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the BOD or of the committee as the case may be.
- F. Notice: Notice of any annual, regular or special meeting shall be given at least five (5) days previous, by written notice delivered.
- G. Quorum: A meeting must be attended by at least a simple majority of the BOD members before business can be transacted or motions made or passed.
- H. Manner of Acting and Rules of Order: In all matters not covered by the Bylaws, parliamentary procedures shall be governed by the manual known as "Robert's Rules of Order, the Modern Edition." The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the BOD, unless a greater number is required under the Articles of Incorporation, these Bylaws, any applicable laws of the State of Missouri or Robert's Rules of Order.

Section 5. BOD Elections:

- A. Electorate: The BOD shall be elected or re-elected by the voting representatives of member programs in good standing. Each member program may cast a single vote.
- B. Nominations: The Elections Committee, led by the Officer at Large, shall be responsible for nominating a slate of prospective BOD members that is representative of the ANROSP's diverse constituency. In addition, any program member can nominate a candidate to the slate of nominees. Nominees must be individuals from member programs in good standing and current with ANROSP membership dues.
- C. Voting: Ballots shall be cast electronically such that all member programs are able to complete

the voting process being conducted either at the annual meeting or through electronic voting during the 4th quarter of the calendar year. If electronic voting is used, the voting period will remain open for a minimum of 14 days and a maximum of 30 days. Directors will be elected by a simple majority of votes.

Section 6. Vacancies: When a vacancy on the BOD exists, nominations for new members may be received from present BOD members by the Secretary. These vacancies will be filled only through the expiration of the BOD member's term.

Section 7: Resignation, Absences, and Removal:

- A. Resignation: Resignation from the BOD must be in writing and received by the Secretary.
- B. Absence: A BOD member shall be dropped for excess absences if he/she has more than two unexcused absences from BOD Meetings in a year.
- C. Removal: Any officer or BOD member may be removed, with or without cause, by a three-fourths vote of the remaining BOD members.

ARTICLE VI

OFFICERS

Section 1. Number and Election: The officers of the organization shall be a President, a Vice President, a Secretary, a Treasurer, and Officer at Large. All officers shall be elected by the beginning of the following calendar year, at a BOD by a majority of those BOD members present, including newly-elected members. These said officers shall hold office until the end of the calendar year and until their successors are elected and qualified. Where a vacancy occurs in an office, it shall be filled by the BOD for the unexpired term.

Section 2. President: The President shall be the chief executive officer of the organization. The President shall preside at all meetings of the BOD and the Committees thereof, shall have the power to transact all of the usual, necessary and regular business of the organization as may be required and, with such prior authorization of the BOD as may be required by these Bylaws, to execute such contracts, deeds, bonds, and other evidences of indebtedness, leases and other documents as shall be required by the organization; and, in general, shall perform all such other duties incident to the office of President and Chief Executive Officer and such other duties as may from time to time be prescribed by the BOD.

Section 3. Vice President: The Vice President shall act as Chief Executive Officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall serve as the chairperson for the annual conference committee and shall have such other and further duties as may from time to time be assigned by the BOD.

Section 4. Secretary: The Secretary shall record and preserve the minutes of the meetings of the BOD and all committees of the BOD, shall be responsible for authenticating records of the organization, shall cause notices of all meetings of the BOD and committees to be given to the members thereof, and shall perform all other duties incident to the office of Secretary or as directed by the BOD or by the President.

Section 5. Treasurer: The Treasurer shall be responsible for all funds of the organization, shall direct that such funds be deposited in such bank or banks as the BOD determines, and shall make reports to the BOD as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the organization, that reports of such transactions are presented promptly to the BOD, that all expenditures are presented promptly to the BOD, and that all accounts payable are presented promptly for payment. The Treasurer shall make a report at each BOD meeting, and share a written report with the Board. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to BOD members and the public. The Treasurer shall further perform such other duties incident to his or her office and as the BOD or the President may determine.

Section 6. Officer--at--Large: The Officer--at--Large shall be the Chair of the Elections Committee and shall periodically review the list of ANROSP members in good standing and recruit nominees to the BOD of the organization.

ARTICLE VII ADVISORS TO THE BOARD

Section 1. Past presidents of ANROSP shall be encouraged to become members of an Advisory Council. This body will work with and advise the BOD on topics such as future issues facing the BOD, ANROSP, and initiating searches for new staff, if needed.

Section 2. The BOD will maintain the ability to create a Group of Advisors to the Board, determining specific roles and duties as needed. These advisors would be appointed by the President with BOD approval.

COMMITTEES

Section 1. Committee Formation: The BOD shall create committees as needed. The BOD President appoints all committee chairs.

Section 2. Executive Committee: The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, and to fill vacancies on the Board, the Executive Committee shall have all of the powers and authority of the BOD in the intervals between meetings of the BOD, subject to the direction and control of the BOD.

Section 3. Standing Committees: All standing committees shall include a minimum of one BOD member.

- A. Finance Committee: The Treasurer is chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other BOD members. The BOD must approve the budget at the annual meeting and all expenditures must be within the budget. Any major change in the budget must be approved by the BOD or the Executive Committee. The fiscal year shall be the calendar year, from January 1 through December 31. Annual reports are required to be submitted to the BOD showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, BOD members and the public. The treasurer will be sure that a financial exam will be conducted annually by at least two volunteers with an official audit conducted every five years by an external financial professional.
- B. Elections Committee: The Officer -at-Large is chair of the Elections Committee. The Elections Committee is responsible for soliciting new BOD candidates and striving for a geographic diversity as well as balance of representation of member programs. The Elections Committee shall also prepare, print, supervise, or count ballots as well as announce election winners. Electronic ballots are allowed.
- C. Conference Committee: The Vice -President of the BOD is the chair of the Conference Committee. The Conference Committee is responsible for planning all aspects of the Annual National Conference and ANROSP Workshops.
- D. Communications & Marketing Committee: The Communications & Marketing Committee is responsible for supporting the ANROSP web site, newsletter, and other communications and marketing needs. The Communications & Marketing Committee is also responsible for marketing ANROSP Annual National Conference.
- E. Membership Committee: The Membership Committee shall manage the ANROSP membership, including recruitment, approval of programmatic membership applications, dues, and renewal notices.
- F. Program Resources Committee: The Program Resources Committee is responsible for identifying and disseminating opportunities for program funding, professional development, or

training, educational development and review, service initiatives, program start-up packages, monthly mentor calls; and training workshops for mentoring teams. The Program Resources Committee is responsible for planning and hosting regular membership and program mentor calls for the organization and its membership.

G. Financial Audit Committee: The Audit Committee shall consist of a chair and at least two additional members, one of which shall be a BOD member, excluding the Treasurer. At least one member of this committee should have some financial expertise. This committee is responsible for annual audits of the organization's accounts. The results of these audits shall be shared with the BOD and provided to the IRS if requested. The Audit Committee may be responsible for hiring an outside auditor once every five (5) years or as the committee sees fit. It shall review and provide verification the financial records and support documents of the Treasurer at least annually. The committee also shall review these records and documents prior to any change in the office of the Treasurer. The goal of this committee is to provide independent verification that the Treasurer has disbursed funds in an appropriate fashion and maintained appropriate financial records.

ARTICLE

IX STAFF

Section 1. Coordinator: If a Coordinator is hired, they are supervised and evaluated by the Board. The Coordinator has day-to-day responsibilities for the ANROSP, including carrying out ANROSP's goals and policies, and coordinates the work of standing and *ad hoc* committees of the Board. The Coordinator will attend all BOD meetings, report on the progress of ANROSP, answer questions of the BOD and carry out all duties in the job description. The BOD may designate other duties as necessary.

Section 2. Additional Staff: Additional full-time or part-time staff and intern positions may be created by the BOD as needed.

ARTICLE X

FINANCIAL CONTROLS

Section 1. Fiscal Year: The fiscal year for the ANROSP shall be from January 1 through December 31.

Section 2. Contracts, Etc., How Executed: Except as in these Bylaws otherwise provided or restricted, the BOD may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 3. Deposits. All funds of the organization shall be deposited from time to time to the credit of the organization with such banks, bankers, trust companies or other depositories as the BOD may select or as may be selected by any officer or officers, agent or agents of the organization to whom such power may be delegated from time to time by the BOD.

Section 4. Checks, Drafts, etc: All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the organization, shall be signed by the President, Coordinator, or Treasurer for payment of money or notes less than \$1000.00 of the ANROSP. "Any checks, drafts, or other instruments for payment of money or notes of \$1,000.00 or greater require written approval by the President, the Coordinator, or one other officer in addition to the Treasurer."

Endorsements for deposit to the credit of the organization in any of its duly authorized depositories may be made without countersignature, by the President, Vice President or Treasurer, or by any other officer or agent of the organization to whom the BOD, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the directors.

Section 6. Gifts and Donations:

- A. Authority. The ANROSP is authorized to accept and receive contributions, donations, and grants from any and all sources, unless intended for political, lobbying, or advocacy purposes deemed not in accord with the ANROSP advocacy prohibition.
- B. Endorsement. Acceptance of any grant or gift does not imply any form of endorsement by the ANROSP for the source, services, products, or policies. Nor does it imply any past, present, or future benefit to be granted by the ANROSP.
- C. Right of Refusal. The ANROSP retains the right to refuse any gift where, in the judgment of the Board, the reputation or perceived image of the grantor may be deemed injurious to the ANROSP.

ARTICLE XI

REPORTS, BOOKS, AND RECORDS

Section 1. Annual Report: The BOD shall ensure that a report of the activities of ANROSP is prepared annually and sent to such persons as the BOD shall determine.

Section 2. Books and Records: ANROSP shall keep an original or duplicate record of the following: the proceedings of the Board; its bylaws, including all amendments thereto to date, certified by the Secretary; a BOD register, giving the names and addresses of BOD members. ANROSP shall also keep appropriate, complete, and accurate records of account that shall be reviewed on an annual basis. The records provided for herein shall be kept either in a secure online file sharing space or in paper form with a member of the Executive Committee."

ARTICLE XII

Section 1. CONFLICT OF INTEREST

A. Definition: A Conflict of Interest (referred to as “Conflict” below) is defined as any contract, financial transaction, or other transaction between ANROSP and

1. a Director includes members of the Board of Directors, an Advisory Council member, an employee, or a member of the family of the Director,
2. a director of a related organization, or a member of the family of a director of a related organization; or
3. an enterprise in which the Director, or a member of the family of the Director, is a director, officer, or legal representative or has a material financial interest.

B. Director’s Obligations: Each Director has the following responsibilities and obligations.

1. To disclose annually in written format to the Board the existence of any real, potential, or apparent Conflict. If circumstances change, a revised disclosure statement should be submitted in a timely fashion.
2. To abstain from discussing any issue involving or affected by their Conflict, unless requested by the Board, or committee thereof, to give information on the issue.
3. To recuse themselves from Board or committee discussions on any such project or transaction involving their Conflict unless requested by the Board or committee to give information on the issue.
4. To abstain from voting on any such issue related to their Conflict.
5. If so requested by the Board, to take a temporary leave of absence from the Board, until such time as the matter giving rise to the Conflict has been resolved.

C. Board Obligations: If a transaction or project of ANROSP involves a Conflict which is real, potential, or apparent, by a Director, the Board will approve of such project or transaction only if the Board makes specific findings that:

- a) the project or transaction is both
 - (i) fair and benefits ANROSP and its objectives and
 - (ii) is approved with the full knowledge of the economic benefit of the Director involved in the Conflict, and
- b) that the affected Director has not participated in the vote approving the transaction or project and abstained both during the related discussions and at the time of the Board vote on the matter.

D. Staff Obligations: Staff and volunteers will not engage in activities which represent a material or perceived conflict of interest as affects their roles with ANROSP.

ARTICLE XIII
AMENDMENT OF THE BYLAWS

Section 1. Amendments: Any amendments to the Articles of Incorporation or the Bylaws of the organization must be approved:

- (1) By the BOD, if the amendment does not relate to the number of directors, the composition of the BOD, the term of office of directors or the method or way in which directors are elected; and
- (2) By a majority of members present at the annual meeting.

ARTICLE XIV
DISSOLUTION

- (1) Dissolution must start with a proposal for dissolution, which will be subject to BOD approval. This may be presented at a regular or special meeting of the BOD, or the annual membership meeting. 30 days -notice to the membership must be provided regarding the dissolution procedure.
- (2) An affirmative vote of two-thirds (2/3) of the members in good standing present at the annual or special meeting is required for member approval of a proposal for dissolution.

Section 2. Distribution of Remaining Assets

1. Upon the dissolution of the organization, its net remaining assets shall be distributed by the BOD, equally to member programs in good standing.

Date adopted by BOD: 17 August, 2017

Date adopted by membership: 19 September, 2017

President, ANROSP of Natural Resource Outreach and Service Programs

Date filed in the records: 15 November, 2017