

AEE BY-LAWS, as of May 2010

ARTICLE I: NAME

The name of this Association shall be: Association for Experiential Education, hereinafter referred to as the Association.

ARTICLE II: PURPOSE

Section 1.0 Vision Statement

The vision of the Association for Experiential Education is to contribute to making a more just and compassionate world by transforming education.

Section 2.0 Mission Statement

The mission of the Association for Experiential Education is to develop and promote experiential education. The Association is committed to support professional development, theoretical advancement, and evaluation of experiential education worldwide.

ARTICLE III: NOT-FOR-PROFIT

The Association will conduct its affairs in such a way to maintain not-for-profit status.

ARTICLE IV: MEMBERSHIP

Section 1.0 Categories of Membership

Any person or organization interested in the stated purpose of the Association shall become a member upon submission of an application and payment of dues.

Section 2.0 Voting Rights

Voting members shall have paid their dues for the current membership year. A ballot will be sent to members for: 1) amendments to the by-laws; 2) election of new Board Members; 3) other issues of importance to the membership.

Each member shall have one vote. Votes of collective members (e.g. organizations and families) shall be cast by such persons as are designated to the Association office. In the absence of such designation, the member shall not be entitled to vote.

Each member shall have one vote on all agenda items at membership meetings.

Section 3.0 Rights to Hold Office

The collective member (e.g. organizations and families) designee shall be eligible to run for the Board of Directors.

Section 4.0 Dues

Each member shall pay the published membership dues in effect at the time of their application for membership or renewal of an existing membership.

Section 5.0 Meetings

The Annual General Meeting of members shall be held at the Annual Conference, at such time, date and place as the Board of Directors shall designate, for the purpose of installing board members, to receive the Board's annual report, including a financial

report and Committee reports, and for the transaction of such other business as may be brought before the meeting.

Notice of each Annual General Meeting shall be sent to each member not less than 30 days before the meeting.

All matters regularly brought before a meeting of the members shall be approved by a majority vote of the voting members present. The agenda of each meeting shall be prepared by the Board of Directors.

Section 6.0 Quorum

At any Annual General Meeting, the members who are present shall constitute a quorum for the transaction of all business regularly brought before the meeting.

ARTICLE V: BOARD OF DIRECTORS

Section 1.0 Powers and Duties

Management of the business, property, and affairs of this Association shall be vested in the Board of Directors. In addition to powers granted by the Certificate of Incorporation and these by-laws, the Board of Directors may exercise all such powers and perform all such lawful acts as are not prohibited by statute or by the Certificate of Incorporation or by these by-laws.

The Board of Directors shall be responsible for establishing the direction of the Association. The Board shall set broad policies and monitor their effectiveness. The Board of Directors shall also perform the operational duties as specified in these by-laws.

The Board of Directors shall establish a code of conduct under which it will exercise its power and fulfill its duties

Section 2.0 Qualifications

Members of the Board of Directors are individual members or persons designated by a collective membership (e.g. organizations or families).

Section 3.0 Number and Term of Office

Members of the Board of Directors shall serve in one of three categories: Three - five (3-5) general, three (3) Officers, and three (3) past/elect Officers .

General Board members shall serve three (3) year terms, and Officers shall serve four (4) year terms, starting at the end of the AGM at the Annual Conference in the year of their election.

The Chief Executive Officer of the Association shall serve as a non-voting member of the Board of Directors throughout his or her term of employment.

The Board of Directors shall establish and publish suggested criteria for each Board position.

Section 4.0 Officers, Powers and Duties

The Officers of the Association shall be a President (two year role), a President-Elect or Past President (1 year in each role), a Treasurer (two year role), a Treasurer-Elect or Past Treasurer (1 year in each role), a Secretary (two year role), and a Secretary-Elect or Past Secretary (1 year in each role).

Officers of the Association shall be elected by the membership, with at least two of the officers being elected in alternate years. Officers for the following year will take office at the end of the Annual General Meeting at the Annual Conference in the year in which they were elected.

The President shall preside at all meetings of the Board and membership and shall perform all duties required of the principal office of the Association.

The President-Elect or Past President, whichever is on the Board that year, shall have such duties as are assigned by the President or by the Board. In the event of the absence or resignation of the President, the President-Elect or Past President shall have powers and the duties of the President.

The Secretary shall keep the minutes of all meetings of the members and the Board of Directors. The Secretary shall supervise Board elections and shall appoint a non-Board non-staff person to supervise the counting of ballots.

The Treasurer shall present the state of finances at Association meetings and at other times as appropriate. The Treasurer shall perform all acts incident to the position of the Treasurer or as specified by the Board.

The Treasurer-Elect or Past Treasurer, whichever is on the Board that year, shall have such duties as assigned by the President or by the Board. In the event of the absence or resignation of the Treasurer, the Treasurer-Elect or Past Treasurer shall have powers and the duties of the Treasurer.

The Board of Directors shall monitor the performance of the Association and the work of the CEO.

The Board of Directors shall annually review and monitor their performance.

Section 5.0 Election Procedures

The Nominating Committee (Art. V, Sec. 9.0) will present a slate of at least two candidates for each Board position. Full use shall be made of the Professional and Affiliation Groups, Regions, and general membership in identifying appropriate candidates for Board positions. Ballots shall include a list of the qualifications which the Board has established for each position and candidate profiles with statements submitted by or on behalf of the candidate. Write-in candidacy is permitted. A write-in vote is valid only when cast on the official ballot.

If the Nominating Committee is unable to present a slate of two candidates for any Board position, there will not be an election for that position. Instead, the Nominating Committee shall make a proposal of acclamation to the Board of Directors to have the position filled for the full term.

Voting for the Board of Directors shall take place by mail, or by such other long-distance medium, such as secured website, as the Board of Directors may approve. On or before May 15 each year, all members will be sent a ballot and validation instructions. To be counted the ballot must reach the Association's Office by July 15 the same year. Only validated ballots will be counted.

Members of the Association shall vote for each Board position.

The candidate who has received the largest number of votes for a position shall serve in that position. In case of a tie, the Board of Directors shall break such a tie.

Section 6.0 Resignation or Removal

Board members may resign at any time tendering a written resignation to the Board of Directors.

Board members may be removed at any time by affirmative vote of two-thirds of the Board of Directors. Board members may also be removed by a special vote of the members, initiated by a petition signed by at least 10 percent of the members. Upon receipt of such a petition, a special ballot shall be submitted to the membership in the same manner as ballots are submitted to members for election for Board membership. By such special ballot each member shall vote either YES or NO to the question, "Should Board of Director _____ be removed as a Board member of the Association?" A Board member shall be removed upon affirmative vote of two-thirds of the responding members on such a ballot.

Section 7.0 Vacancies

In the event of death or resignation or removal by any Board member, the vacancy shall normally be filled by the full Board after consulting with Regional or Professional / Affiliation Councils as appropriate. Persons filling vacancies shall serve the remainder of the term being filled.

Section 8.0 Compensation

No Board member shall be entitled to receive from the Association any compensation for his/her services as a Board member other than approved expenses for Association business.

Section 9.0 Committees, Councils and Other Groups

The Board of Directors shall establish a Nominating Committee (Art. IV, Sec. 5.0) which shall be responsible for presenting a slate of nominees for Board vacancies and for overseeing the election process.

The Board of Directors may also establish and discharge other committees. These committees shall have such duties and powers as the Board determines. These committees shall consist of a chairperson, who may be a Board Member, and any such members as is deemed necessary. Records of all Board committee proceedings are to be kept and reported to the Board of Directors. The Board of Directors may at any time appoint members to, or discharge them from, the Board Committees

The Board of Directors may establish committees, councils, and other groups to carry out specified aspects of the business of the Association. Specific duties, membership and terms of office for each group shall be approved by the Board of Directors.

Section 10.0 Meetings

The Board of Directors shall meet at least three times a year.

Section 11.0 Notice of Meetings

An agenda and all necessary work will be provided to each Board member at least two weeks in advance of each meeting.

Quorum shall constitute two-thirds of board members for the transaction of business. Each Board member shall be entitled to one vote and the vote of a simple majority of the Quorum shall be decisive. The President shall be entitled to vote only in the case of a tie.

ARTICLE VI: STAFF

Section 1.0 Chief Executive Officer (CEO)

The Board of Directors may designate a person to fill the position of CEO and shall establish a mechanism to monitor the performance of and provide feedback to the CEO. The Board of Directors may at any time, by majority vote, discharge the CEO and appoint another person to the position. The CEO may hire, evaluate, and discharge other staff members to assist with the work of the Association.

The CEO shall make recommendations to the Board of Directors, and when the Board is not in session may, to the extent deemed necessary, exercise the powers of the Board in the management of the business and affairs of the Association, subject to ratification by the Board. The CEO shall keep records of all activities and shall report the same to the Board of Directors.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1.0 Contracts

The Board of Directors may authorize any member, agent or agents of the Association, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2.0 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such members, agent, or agents, of the Association in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or President of the Association.

Section 3.0 Deposits

All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories.

Section 4.0 Gifts

The Board of Directors may accept or reject on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

Section 5.0 Fiscal Year

The fiscal year shall begin on January 1 and end on December 31.

ARTICLE VIII: OFFICE AND BOOKS

Section 1.0 Office

The office of the Association shall be located at such place as the Board of Directors may determine.

Section 2.0 Books

There shall be kept at the office of the Association correct books of account of the activities and transactions of the Association, including a minute book which shall contain a copy of the Articles of Incorporation, a copy of these by-laws, and all minutes of the Association meetings. In addition, the Secretary shall maintain a duplicate minute book which shall contain a copy of the Articles of Incorporation, a copy of these by-laws, and all minutes of the Association meetings.

ARTICLE IX: INDEMNIFICATION

The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party of any action or proceeding by reason of the fact that s/he, his/her testator or interstate was an associate, officer, or other agent to the Association, or of any other organization served by him/her in any capacity at the request of the Association, against judgments, times, amount paid in settlement and reasonable expenses, including attorney's fees.

ARTICLE X: AMENDMENTS

These by-laws may be amended by a two-thirds affirmative vote of those casting ballots in a referendum of the membership conducted by mail or such other long-distance medium as the Board of Directors may approve.

An amendment may be initiated by:

- a) Board of Directors,
- b) An individual member who may propose an amendment for study and consideration by the Board of Directors.
- c) Petition of at least 50 members.

ARTICLE XI: SEVERABILITY

Should any of these by-laws be judged invalid in a court of law, the others shall stand.

ARTICLE XII: RESOLUTIONS

A resolution is a formal statement of opinion or determination adopted by a majority of the members at a general or special meeting intended to change or transform the future direction of the Association. Resolutions direct the Board to consider action on behalf of the membership.

Resolutions may be proposed at any general or special meeting of the Association provided such resolutions are consistent with the mission of the Association.

A Board Resolution is a formal statement of opinion or authority adopted by a majority of the full Board. Board Resolutions may include delegating signature authority for contracts, financial transactions, and other activities to the Chief Executive Officer of the Association.