

BYLAWS OF THE MISSOURI ENVIROTHON

May 2010

ARTICLE I

OFFICES

1.01 Principal Office. The principal office of the Missouri Envirothon shall be located in Jefferson City, Cole County, Missouri. The Missouri Envirothon shall have and continuously maintain in the State of Missouri an office, and the address of the registered office may be changed from time to time by the Executive Committee.

ARTICLE II

MEMBERS

2.01 Voting Rights. Each Region defined by the State Committee shall be entitled to designate a representative who shall be eligible to attend meetings of the members and to vote thereat. Each Advisor Organization shall be entitled to designate a representative who shall be eligible to attend meetings of the members and to vote thereat.

2.02 Attendance. Representatives are expected to attend regularly scheduled meetings of the members. Although alternates may be permitted to attend in lieu of a Representative, no such alternate shall be eligible to vote unless a proxy has been submitted to the Chair for that meeting.

2.03 Associate Members. Any interested individual, business or organization who has paid the annual fee set by the State Envirothon committee shall be eligible to be an Associate Member. Associate Members shall be non-voting members.

ARTICLE III

MEETINGS OF MEMBERS

3.01 Meetings. All meetings of the Envirothon Committee and any sub-committee of the Envirothon Committee shall be conducted according to Robert's Rules of Order.

3.02 Bi-Annual Meetings. A meeting will be held in late fall and may or may not be in conjunction with the Missouri Association of Conservation Districts Annual Meeting. The said meeting shall be considered the Winter Meeting of the State Committee. A minimum of one (1) State Committee Meeting shall be conducted no more than 30 days after the Missouri Envirothon competition. Elections of the Executive Committee shall be held at the Winter

Meeting. If the election of the Executive Committee cannot be held on the day designated herein, the Executive Committee shall cause the election to be held at an additional meeting of the members as soon thereafter as possible.

3.03 Additional Meetings. Additional meetings of the Members may be called by the Chair, a majority of the Executive Committee, or not less than three (3) of the Members having voting rights. Business may be conducted by telephone conference or through the mail.

3.04 Place of Meeting. The Executive Committee may designate the place of the meeting for any annual meeting or for any other meeting, although when possible, such meetings shall be held in conjunction with the Missouri Association of Conservation Districts Annual Meeting and the location of the Missouri Envirothon.

3.05 Notice of Meetings. Notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail (regular or electronic), to each representative entitled to vote at such meeting in a timely manner before the date of such meeting, by or at the direction of the Chair, the Secretary, the officers or other persons calling the meeting.

3.06 Quorum. A quorum shall consist of a simple majority of the members of the committee in order to conduct business. A quorum vote in favor of a motion shall deem the motion adopted.

ARTICLE IV

EXECUTIVE COMMITTEE

4.01 General Powers. The Executive Committee shall manage the affairs of the organization.

4.02 The Executive Committee is defined as the Chair, Vice-Chair, Secretary, Treasurer and two Members, one being the Testing & Resource Member, and the other being the Public Affairs Member.

4.03 Regular Meetings. Regular bi-annual meetings of the Executive Committee may be held without notice other than this bylaw immediately after and at the same place as, the bi-annual meetings of members. The Executive Committee may provide by resolution the time and place for the holding of additional regular meetings of the board without notice other than such resolution.

4.04 Additional Meetings. Additional meetings of the Executive Committee may be called by or at the request of the Chair or any two Committee members. The person or persons authorized to call additional meetings of the Executive Committee may fix any place as the place for holding any additional meetings of the Executive Committee called by them.

4.05 Notice. Notice of any additional meeting of the Executive Committee shall be given with reasonable notice.

4.06 Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

4.07 Vacancies. The Executive Committee shall appoint any vacancy occurring in the committee. A new member appointed to fill a vacancy shall serve as acting with voting rights until the next opportunity for the full committee to vote.

ARTICLE V

OFFICERS/EXECUTIVE COMMITTEE

5.01 Officers. The officers of the Missouri Envirothon shall be Chair, Vice-Chair, Secretary, Treasurer and such other officers as may be elected in accordance with the provision of this Article.

5.02 Executive Committee. The Chair, Vice-Chair, Secretary, Treasurer and two (2) Members shall serve on the Executive Committee.

5.03 Officers. Officers shall be elected bi-annually at the Missouri Envirothon Winter Meeting by a majority vote of the members. Officers shall assume their duties immediately following the meeting. The membership will determine the manner of voting. Results will be announced prior to the close of the meeting.

5.04 Vacancies. A vacancy in any office because of death, resignation, or otherwise, may be filled by the Executive Committee.

5.05 Chair. The Chair shall be the executive head of Missouri Envirothon. The Chair, if present, shall preside at all meetings. Meetings of the Executive Committee shall be scheduled by the Chair or as otherwise provided herein. The Chair may appoint additional committees as needed or as approved by the members. The Chair shall provide for an audit of all monies. A committee appointed by the Chair may oversee this. The Chair will oversee all sub-committees and coordinate all sub-committee reports. The chair will also chair the Appeals Committee.

5.06 Vice-Chair. The Vice-Chair shall preside at all meetings when the Chair is unavailable. The Vice-Chair shall represent the Chair when so designated. The Vice-Chair will chair the Competition and Volunteer Committee.

5.07 Treasurer. The Treasurer shall have general control and responsibility for all funds of the Missouri Envirothon and the position shall be insured against theft. The Treasurer shall be responsible for maintaining accurate, up-to-date financial records. The Treasurer will provide the financial records, to be audited annually by a committee designated by the Chair. The Treasurer will keep the Chair and Executive Committee members informed

of the Missouri Envirothon's financial status. The Treasurer will give a financial report at semi-annual meetings and as requested by the Executive Committee.

5.08 Secretary. The Secretary shall take minutes of all proceedings of the Committee and of the Members and shall make them available to the attendees within 30 days.

5.09 Member. This Member will chair the Testing and Resources Committee.

5.10 Member. This Member will chair the Public Affairs Committee.

5.11 National Representatives. The Chair and Vice-Chair are the designated board member and alternate with voting authority to the North American Envirothon Committee. These representatives will act as the liaison between the Missouri Envirothon and the North American Envirothon Committee. They will attend meetings of the North American Envirothon Committee. In the event one of them will be temporarily unable to fulfill this responsibility, then the Executive Committee shall appoint a substitute.

5.12 Term of Office. Terms of office shall be two (2) years.

5.13 Removal of Officers. Any officer may be removed by a majority vote of the Envirothon Committee members.

ARTICLE VI COMMITTEES

6.01 Committees. Permanent committees will operate under Robert's Rules of Order. Any member of any committee thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Missouri Envirothon shall be served by such removal. At a minimum, the Executive Committee may constitute the following committees: (i) a Competition and Volunteer Committee, which shall plan and oversee the state competition; (ii) a Test Writing and Resources Committee, which shall work with the Executive Committee in developing preparing and administrating the Missouri Envirothon written tests and plan and oversee the training workshops and resource materials provided to participating teams; (iii) a Public Affairs Committee, which shall handle the public affairs responsibilities; (iv) a Fund Raising Committee, which shall seek grants and donations to secure the necessary funding to adequately develop and operate the Missouri Envirothon; ; and (v) an Appeals Committee, which shall resolve all appeals that arise during the Missouri Envirothon Competition.

6.02 Term of Office. Each member of a committee shall continue in such capacity until the next annual meeting of the Members of the Missouri Envirothon Committee or until his/her successor is appointed, unless the committee shall be terminated sooner, or unless such member is removed from such committee.

6.03 Meetings. All sub-committees shall meet/confer at least once a year. This meeting/conference may be conducted by telephone.

6.04 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as that provided in the case of original appointments.

6.05 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Executive Committee.

ARTICLE VII

REGIONAL COMPETITIONS

7.01 Regional Committees. The Executive Committee will designate the regions for the Regional Competitions. Each region will establish a committee to conduct and support the Regional Competition.

7.02 Each Regional Committee is encouraged to write its own by-laws and rules, but they may not be in conflict with state by-laws.

7.03 The date for each Regional Competition must be within the time frame designated in the Rules and Regulations and submitted to the State Committee by February 1.

7.04 The top three (3) teams from each Regional Competition will participate in the Missouri Envirothon.

7.05 In the event that there are less than two (2) teams that register for a Regional Competition, then that region may request that team be allowed to compete at an alternate Regional Competition. The alternate Regional Committee must approve participation of the incoming team. If accepted, the incoming team will not be in competition with that region's own teams, but will automatically proceed to the Missouri Envirothon as long as the team completes all components of the Regional Competition.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

8.01 Contracts. The Executive Committee may authorize any officer or officers as agent or agents of the Missouri Envirothon, in addition to the officers specifically authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Missouri Envirothon. Such authority may be general or confined to specific instances.

8.02 Deposits. All funds of the Missouri Envirothon shall be deposited to the credit of the Missouri Envirothon in such banks, trust companies or other federally insured depositories as the Executive Committee may select, to the extent possible, in interest bearing accounts.

1. Gifts. The Executive Committee may accept on behalf of the Missouri Envirothon any contribution, gift, bequest, or device for the general purpose or for any additional purpose of the Missouri Envirothon.

8.03 Staffing. The Executive Committee has the authority to hire staff as appropriate.

ARTICLE IX MISCELLANEOUS

9.01 Books and Records. The Missouri Envirothon shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Executive Committee, and any committees and shall keep at the principal office a record giving the names and addresses of the members and their representatives entitled to vote. All books and records of the Missouri Envirothon may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

9.02 Fiscal Year. The fiscal year of the Missouri Envirothon shall be such fiscal year as is designated by the Committee.

9.03 Indemnification of Officers. The Missouri Envirothon shall indemnify to the full extent allowed by law any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, arbitative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding by reason of the fact that he/she is or was an officer, Executive Committee member, employee, or agent of the Missouri Envirothon. This indemnification shall, to the extent permitted by law, be against judgments, penalties, fines, settlements and reasonable expenses actually incurred in connection with such investigation, action, suit or proceeding, but if the person is found liable to the Missouri Envirothon or is found liable on the basis that personal benefit was improperly received by the person, indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding and shall not be made in respect of any proceedings in which the person shall have been found liable for willful or intentional misconduct in the performance of his/her duty to the Missouri Envirothon. A person acting in his official capacity as an officer of the Missouri Envirothon must have conducted himself/herself in good faith and reasonably believed his/her actions to have been in the Missouri Envirothon's best interests. In case of any criminal proceeding, indemnification requires that the person indemnified have had no reasonable cause to believe his/her conduct was unlawful.

9.04 Indemnity Insurance. The Missouri Envirothon shall purchase and maintain insurance or another arrangement on behalf of a person who is or was an Executive Committee member, officer, employee, volunteer or agent of the Missouri Envirothon, against any liability asserted against him and incurred by him in such capacity or arising out of his status as such a person, whether or not the Missouri Envirothon would have the power to indemnify him against that liability under these bylaws or the laws of the State of Missouri.

ARTICLE X AMENDMENTS TO BYLAWS

10.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds vote of those representatives present at any regular meeting or at any additional meeting of Members, if at least 30 days written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

Certificate of Secretary

The undersigned, being the Secretary of the Missouri Envirothon, hereby certifies that the Members of said organization, effective on May 13, 2010, duly adopted the foregoing code of bylaws.

In Witness Whereof, I have signed this certification on this the 13th day of May 2010.

Secretary, Theresa Dunlap

MISSOURI ENVIROTHON

PROXY

KNOW ALL PERSONS BY THESE PRESENT

That the undersigned Member of the Missouri Envirothon Committee
does hereby appoint

As my true and lawful attorney with power of substitution for me and in my name to vote at the meeting of said Board to be held _____
_____ in _____ or any adjustment thereof,
with all power I should possess if personally present.

(please print name)

(sign)

(date)

This proxy will be tendered to the Chair of the Missouri Envirothon office by mail/fax prior to the scheduled meeting, or it may be presented at the meeting prior to voting. An individual cannot hold more than two (2) proxies at one given meeting.