
TEXAS HUNTER EDUCATION INSTRUCTORS ASSOCIATION, INC.

Charter No. 01352158—C 1

BYLAWS

PREAMBLE

These Bylaws of the Texas Hunter Education Instructors Association, a Texas not-for-profit, IRS tax exempt organization, classified under section ~~509 (a) (2)~~ 501 (c) (3) as a Public Charity, hereinafter referred to as THEIA, shall be enacted to rule the organization and management of THEIA and are enacted by the officers and charter members subscribed hereunder. The management of THEIA shall be vested in the Board of Directors of THEIA.

ARTICLE I. NAME

The name of this organization shall be the TEXAS HUNTER EDUCATION INSTRUCTORS ASSOCIATION.

ARTICLE II. PURPOSE

The purpose of this association will be to work with, support and help improve the Texas Park and Wildlife Hunter Education Program.

ARTICLE III. MEMBERSHIP

Section 1. Classes of Members

There shall be four classes of members of THEIA, namely: voting members, associate members, junior members, corporate members, and life members.

Section 2. Voting Members

To be eligible for election to voting membership, the individual must be a Hunter Education Instructor certified by the Texas Parks and Wildlife Department and be a member in good standing in THEIA.

Procedures for application for membership shall be established by the membership Committee in consultation with the treasurer and promulgated by Executive Resolution.

Each voting member shall be entitled to one (1) vote, on each issue requiring a vote, at any meeting of the membership and shall have all other privileges of membership. Voting shall be in person on all matters at the THEIA regular meetings. Proxy voting is not authorized.

Section 3. Associate Member

Associate membership shall be available to any individual professing an interest in the purposes of THEIA as stated in Article II of these bylaws. Associate members shall have all the privileges of membership except the right to vote, to hold office or to participate in THEIA functions at THEIA expense. Associate membership dues shall be established by a majority vote of the Board of Directors of THEIA.

Section 4. Junior Member

Junior membership shall be available to individuals who are under eighteen (18) years of age. Junior membership does not require an approval vote of the Board of Directors. Junior membership terminates the year following the junior member's eighteenth birthday. Junior members shall have all the privileges of membership, except the right to vote, to hold office or to participate in THEIA functions at THEIA expense. Junior membership dues shall be determined by a majority vote of the Board of Directors of THEIA. Junior membership shall not disqualify the junior member for eligibility for THEIA scholarships or authorized expense reimbursement for participation at THEIA sponsored events.

Section 5. Corporate Member

Corporate membership shall be available to any public or private agency, department, corporation, or business organization supporting the purpose of THEIA as stated in Article II of these Bylaws. Such membership does not require an approval vote of the Board of Directors. Corporate members shall have all the privileges of membership, except the right to vote, to hold office or to participate in THEIA functions at THEIA expense.

Section 6. Membership Dues

The Board of Directors shall be authorized to amend or modify the dues structure of THEIA at its annual meeting by adopting a dues structure for each category of membership to be effective for the next ensuing year. Membership dues will be established by Executive Resolution.

Section 7. Family Membership

Available to THEIA members, spouse and all children under 18 living at home (see "Junior Member" above). Spouse must be a Hunter Education Instructor to have voting privileges.

Section 8. Payment of Dues

All dues and other fees collected relating to membership shall become part of the general fund of THEIA, dues received from January 1 through June 30 shall be for the current year. Dues received July 1 or later shall be for the next year.

Section 9. Termination of Membership

The membership of any member may be terminated, for cause. By a majority vote of the Board of Directors at any Board of Directors meeting where a quorum is present. Reasons of termination of membership for cause include but are not limited to:

- (a) Conviction of a felony.
- (b) The furnishing of a false statement to the Secretary of THEIA.
- (c) Any conduct or action taken by such member which the Board of Directors, in their sole and absolute discretion, determine to be detrimental to the best interest of THEIA, its sponsored activities, its members or to the promotion and goodwill and fellowship among THEIA members, whether such action is or was intentional or unintentional, shall be considered "cause" for termination of such membership.

Any member who shall have his/her membership considered for "termination for cause" shall be notified of the proposed action by the THEIA Secretary at least thirty (30) days in advance of the meeting at which such vote is to be taken. The member being considered for termination shall also be entitled to be present, in person or by proxy, throughout all discussions conducted by the Board of Directors meeting prior to the vote on such proposed termination of membership. Such member shall also be entitled to present, at the time designated for such presentation, such statements, evidence and witnesses as the member choose, subject to the reasonable limitations as shall be imposed by the presiding chairman. Termination of such membership under the provisions of this paragraph shall require a three-fourths (3/4) vote of the directors present at such meeting, provided a quorum is present. Any member who shall have his/her membership terminated under the provisions of this paragraph shall not receive any pro-rata refund of the terminated member's dues.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition and responsibilities

The management of THEIA shall be the responsibility of the Board of Directors, who must be voting members in good standing. The Board of Directors shall consist of the elected officers and one (1) director elected from ~~each of the Texas Parks and Wildlife Department Law Enforcement Division regions as determined by the Texas Parks and Wildlife Department from time to time~~ each of the Texas Parks and Wildlife Area Specialists Regions as determined by Texas Parks and Wildlife Department. The terms of the elected non-officer directors shall be for two (2) years and shall be staggered. The directors of even number regions will be elected in even numbered years and directors of odd numbered regions will be elected in odd numbered years.

Nominations to fill vacancies on the Board of Directors between regular elections shall be made by the Nominating Committee. From these nominees, the vacancy shall be filled by the Board of Directors.

Any director who shall fail to attend two (2) consecutive regular meetings of the Board of Directors without adequate cause shall automatically cease to be a director and the vacancy shall be filled by the directors as provided in these Bylaws. Sickness or other disability on the date of the Board meeting shall be deemed adequate cause.

Section 2. Meetings

The Board of Directors shall meet from time to time in regular or special meetings as it may determine. At any such meeting, any business deemed appropriate, consistent with the Charter and Bylaws of THEIA, may be conducted.

Special meetings may be called by the President, or any five (5) directors acting jointly, at any time and place giving at least five (5) day's prior notice to each director by mail, telephone or other electronic means shall be authorized notice of the date and place of the meeting.

Meetings by conference telephone or other electronic means shall be authorized provided a quorum is present or all electronic replies received represents a quorum and all directors given an opportunity to participate.

At any meeting, regular or special, any business may be transacted, whether notice of the purpose of the meeting was given or not.

Any director may waive, as to himself, notice of the time, place or purpose of any meeting for himself any action taken at any meeting at which he was not present.

Members of the Board of Directors present at any meeting, as long as at least four (4) Members are present, shall constitute a quorum for all purposes, except as may be specifically called for in the bylaws.

Members present at the Annual Meeting, as long as four (4) Directors are present, shall constitute a quorum for all purposes.

ARTICLE V. OFFICERS

Section 1. Elections

Election of Officers for THEIA shall be at the annual membership meeting. All officers must be voting members in good standing of THEIA.

Except for normally expiring terms, no officer or director may assume another office or directorship without resigning from his current held office or position. Further, no candidate may be nominated or run for more than one office or directorship at an annual election.

Section 2. Composition

The elected officers of T.H.E.I.A. shall be a President, a Vice-President, a Secretary and a Treasurer. No individual may hold more than one elected office simultaneously.

The officers shall be elected for two (2) years in staggered terms. The President and Secretary shall be elected in even number years. The Vice-President and Treasurer shall be elected in odd number years.

The duties of each officer shall be those prescribed by resolution of the Board of Directors and shall be subject to change at any time by a superseding resolution of the Board of Directors. Unless and until otherwise provided by a resolution of the Board of Directors, the duties and authority of each of the officers shall be those pertaining to his office.

The President, Vice-president, Secretary and Treasurer shall automatically become members of the Board of Directors. No officer, director, or member of any committee of THEIA shall be entitled to receive financial compensation for the services as such.

In the event an officer shall die during the term of office, resign or become disqualified, the Board of Directors shall forthwith select an officer to fill the vacancy so created, and the replacement officer shall serve the unexpired term.

The Immediate Past President shall serve as a President-Emeritus. The duties of the office of President-Emeritus are to benefit the incoming President and to serve in designated capacities at the pleasure of the current President and the Board of Directors. (Revision #6)

Section 3. Additional Officers

A Sergeant-at-Arms and Parliamentarian may be appointed by the President. The duties of the Sergeant-at-Arms shall be to assure compliance with all safety rules and regulations at regular meetings and other functions as directed by the President. The Parliamentarian shall ensure that Parliamentary rules and proceedings are observed during regular meeting of THEIA. The current *Robert's Rules of Order* will be the governing procedure for all THEIA meetings.

The President shall appoint other committees for such purposes as may from time to time be deemed desirable by the Board of Directors.

ARTICLE VI. ELECTION OF OFFICERS AND DIRECTORS

Section 1. Elections

Election of Officers and Directors will be at the business meeting at the Annual Conference. The Membership/Nominations committee will provide a slate of candidates for all positions to be elected at this conference.

No member may serve as a Regional Director or Officer for more than two consecutive terms. Officers or Directors completing two terms may serve in a different capacity in the future.

ARTICLE VII. COMMITTEES

Section 1. Membership/Nominations Committee

There shall be a Membership/Nominations Committee. This committee consists of the elected Regional Directors. They shall select their own chairperson.

The function of this committee is to:

- (1) Encourage regional sub-chapter of THEIA and to be the sub-chapter advisor.
- (2) Encourage membership In THEIA by conducting a membership campaign in their region.
- (3) Nominate voting members for election to positions of Regional director and all Officers for the annual election and to fill vacancies on the Board of Directors.

Section 2. Youth Hunter Education Challenge (YHEC) Committee

The YHEC Committee will provide management and direction for conducting the annual Texas Youth Hunter Education Challenge competition. Committee members shall be appointed by the President.

There shall be a YHEC Director, a YHEC Registrar, and a YHEC Data Manager. Other positions may be appointed at the discretion of the President.

Section 3. Annual Conference Committee

The Annual Conference Committee will provide for the selection of the Annual Conference site and assist the host site in preparing for and presenting the conference.

This committee shall include the chairpersons from the previous three annual Conference and other members as appointed by the President.

No Officer or Director may serve in two positions at the same time.

Section 4. Ad-hoc Committees

The president may appoint other committees as necessary for conducting the business of the organization. This committee shall serve at the pleasure of the President and the Board of Directors.

ARTICLE VIII. FUNDS AND THEIR EXPENDITURES

Section 1. Distribution

No funds or contribution of any character whatsoever are to be solicited or collected by THEIA unless the proceeds thereof are to be spent and distributed under the sole direction and supervision of THEIA through its authorized officers and directors. And then only for such purposes as are set forth in the Chapter of THEIA filed with the Secretary of State of the State of Texas.

Section 2. Expenditures

Except for the payment of fees and expenses incurred in the ordinary course of the business affairs of THEIA, no THEIA funds shall be expended unless and until approved by the vote of the Board of Directors at any Board of Directors meeting.

“Ordinary course of the business affairs” as used herein shall include the usual and customary bills, fees and expenses for conducting THEIA sponsored events, monthly meetings, directors meeting, committee meetings, annual banquet, travel expenses for designated representatives of THEIA to meetings approved by the Board of Directors, subscriptions, banquet awards, door prizes and funeral memorials for deceased members.

The President may appoint, or the Board of Directors may designate an Audit Committee which is to provide an appropriate audit of the accounts of THEIA, generally at yearly intervals.

ARTICLE IX. AMENDMENTS

After thirty (30) days notice to the voting membership, these Bylaws may be amended in any way consistent with the Charter of the Corporation by an affirmative vote of a majority of voting members of THEIA present at any annual meeting of the voting membership.

AMMENDMENT HISTORY

Bylaws Revision 1. March 16, 2003.

RE: Voted that THEIA would give \$500 college scholarship each year.

Bylaws Revision 2. September 29, 2003 (Entered into computer by Russell D. Greiner)

Bylaws Revision 3. September 29, 2003 by (Entered into computer Russell D. Greiner)

Bylaws Revision 4. January 24, 2004.

RE: Article IV. Board of Directors. Add Section 3.

Quorum. A quorum for a meeting of the Board of Directors shall be 4 members of that board.

Bylaws Revision 5. January 24, 2004. Corrected/amended and approved by the Board of Directors.

Bylaws Revision 6. April 29, 2006. by Duke Walton

Bylaws Revision 7. October 6, 2007. by Duke Walton.

RE: Art. IV, Sec. 2. to include notifying officers and directors of a scheduled meeting via e-mail then enabling holding the same
“Meetings by telephone conference or other electronic means shall be authorized provided a quorum is present or all electronic replies received represents a quorum and all directors are given a chance to participate.”

Bylaws Revision 8. February 9, 2008.

RE: At. III. Sec. 1. Establishment of a “Lifetime Membership” for Hunter Education Instructors and Assistant Instructors.

Bylaws Revision 9. May 9, 2009

RE: Art.V;Sec.2 Creation of the position of President-Emeritus. Duke Walton, President.

Bylaws Revision 10. September 20, 2022

RE: Preamble; Correction of Clerical Error, changing 509 (a) (2) to Correct designation, 501 (c) (3). Debra Ferrell, President

Bylaws Revision 11. September 20, 2022

RE: Section 1. Composition and Responsibilities; changing verbiage to Reflect the change voted on at the Annual Meeting, April 24, 2022, to change From the 10 TPWD Game Warden Law Enforcement Regions, to the 5 TPWD Area Specialist Regions. Debra Ferrell, President

TEXAS HUNTER EDUCATION INSTRUCTOR ASSOCIATION, INC.

EXECUTIVE RESOLUTION I. Membership

1. The Treasurer shall establish and maintain a membership roster. This membership roster shall be solely for the internal use of THEIA and shall not be made available to other individuals or groups.

2. The Treasurer in consultation with the membership committee will establish the format for application for membership for each category of member. Only information necessary for the conduct of business by THEIA shall be requested on the application for membership.

3. Application for membership does not require a vote for admission to membership, however the membership committee shall periodically review the membership rolls to ascertain that only qualified individuals are admitted as members in each category.

4. On receipt of application the Treasurer shall acknowledge receipt of application either personally face to face with the applicant or by letter. Each new applicant will receive a "THEIA" patch and membership card.

5. Membership application is for the year(s) and terminates as of December 31. Applications received between January 1 and June 30 shall be members commencing in the year in which the application was received.

Applications received between July 1 and December 31 shall be members for the remaining portion of the year and the next full year.

Date: Jan 24, 2004

EXECUTIVE RESOLUTION II. Dues

1. Dues for Voting Members shall be \$12.00 per year or \$25.00 for three years. New instructors joining THEIA for the first time will have the first year free. New members shall receive one "THEIA" patch free with their membership. Membership cards will be issued to members when dues are paid and will designate the date at which current membership expires.

2. Dues for Associate Members shall be \$12.00 per year or \$25.00 for three years. New members shall receive one "THEIA" patch with their membership. Membership cards will be issued to members when dues are paid and will designate the date at which current membership expires.

EXECUTIVE RESOLUTION II. Dues (continued)

3. Dues for Junior Members shall be \$12.00 per year or \$25.00 for three years. New members shall receive one "THEIA" patch with their membership. Membership cards will be issued to members when dues are paid and will designate the date at which current membership expires.

4. Dues for Corporate Members shall be voluntary and considered as a donation to THEIA. All donations shall be acknowledged and a "tax-exempt" letter provided to the Corporation. Patch(s) may also be provided to these organizations as appropriate. Memberships once established shall remain on the roles without the requirement for further donations

5. Dues become payable on January 1 of the appropriate year. To simplify the membership records process, dues received between January 1 and June 30 shall be considered dues for the current year. Dues received between July 1 and December 31 shall be considered dues for the remainder of the current year and the next full year.

Membership shall expire on December 31 of the appropriate year. When membership expires members may be continued on the membership role but will be annotated so that their correct status may be easily determined.

Date: Jan 24, 2004

Executive Resolution No. III. Governing Bylaws

Resolution Affirming the Governing Bylaws

WHEREAS, the Texas Hunter Education Instructors Association (THEIA) Board has found no documentation nor Meeting Minutes indicating the ratification of nor amendments to the THEIA Bylaws, dated March 2015 (herein named "Previous), to revert to the THEIA Bylaws dated June 2010 (herein named "Current"); and

WHEREAS, the Board of Directors of THEIA have unanimously voted via email on June 20-21, 2022 to revert back to the Previous THEIA Bylaws;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors declares that the Current Bylaws are invalid and that Previous Bylaws will be reinstated to govern the organization, as it may be duly amended from time to time.

The President of THEIA certifies that the above is a true and correct copy of the resolution that was duly adopted by the vote of the Board of Directors.

Passed and adopted this 24th day of June, 2022.

Debra Ferrell
President