

TEXAS HUNTER EDUCATION INSTRUCTORS ASSOCIATION, INC.

Charter No. 01352158—C I

BYLAWS

PREAMBLE

These Bylaws of the Texas Hunter Education Instructors Association, a Texas 501c3 non-profit corporation for charitable and educational purposes, hereinafter referred to as THEIA, shall be enacted to govern 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

For legal and business purposes the name of this organization shall be the TEXAS HUNTER EDUCATION INSTRUCTORS ASSOCIATION or THEIA.

ARTICLE II. PURPOSE

The purpose of this association will be to work with, support, and help improve the Texas Park & Wildlife Department's Hunter Education Program. THEIA will accomplish its purposes by supporting hunting, shooting, conservation, wildlife management, and outdoor events, especially for youth and novice hunters, and by assisting hunter education instructors in improving their educational, mentoring, presentation, and marketing skills.

ARTICLE III. MEMBERSHIP

There shall be two classes of members of THEIA, namely: voting members and associate members. The membership roster shall be solely for the internal use of THEIA and shall not be made available to other individuals or groups. Only information necessary for the conduct of business by THEIA shall be requested on the application for membership.

Section 1. Voting Members

To be eligible for election to voting membership, the individual must be an active 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 Board of Directors in consultation with the treasurer and promulgated by a Membership Coordinator in each regional division of the state. The Membership Coordinator shall periodically review the membership rolls to ascertain that only qualified individuals are admitted as members in each category.

Each voting member shall be entitled to one (1) vote on each issue requiring a vote of the membership and shall have all other privileges of *membership. Officers, Directors, or members with a conflict of interest in a matter up for a vote shall excuse themselves from voting on the issue at hand. Voting shall be in person or by digital media (such as email) on all matters placed before the membership by the Board of Directors or members at a business meeting of the membership for consideration by the membership. Proxy voting is not authorized.

Section 2. Associate Member

Associate membership shall be open to any reasonable person who applies to THEIA for membership with an interest in promoting THEIA's goals, including Assistant Hunter Ed Instructors. 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 3. Membership Dues

The Board of Directors shall present for approval any modification of the dues structure of THEIA at its annual meeting. All dues and other fees collected relating to membership shall become part of the general fund of THEIA. One-third of the dues shall be reserved to support regional activities.

"Lifetime" memberships shall be available for appropriate dues approved by the membership of THEIA at its Annual Members Meeting. New instructors joining THEIA for the first time will have the first year with no dues required.

On receipt of application and appropriate dues the Treasurer shall acknowledge receipt of application to the applicant by email or letter. Other than "life memberships," regular memberships begin upon receipt of application and dues for a period of one or three years and expire on the respective one- or three-year anniversaries thereafter at which time membership renewal, with dues payment amounts current at that time, shall be required.

Section 4. 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, determines 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. THE BOARD OF DIRECTORS

Section 1. Composition

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 ten (10) regions described by the map of Texas Game Warden Regions effective August 25, 2010, attached as a part of these Bylaws. The terms of the elected non-officer, regional 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. The election of officers and regional directors shall deem to have been effective on the first day of the year following the year in which they were elected.

The TPWD Hunter Education Manager shall be a non-voting, *ex officio* member of the Board of Directors.

Vacancies on the Board of Directors between regular elections shall be made 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, other disability, or family emergency or priority on the date of the Board meeting shall be deemed adequate cause.

Section 2. Election of Officers

Election of Officers for THEIA shall be follow the nomination, review and voting procedure set out below and Officers and Directors shall begin terms on January 1st of the year following election and officer installation shall take place at the next annual membership meeting. All officers must be voting members in good standing with 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.

Election of Officers and Directors will consist of the following process:

Nominations shall be made for any Director or Officer between September 1st and September 30th of the year that the term ends. All of those nominated shall be contacted to insure that they are willing to serve. Those nominees who wish to may submit a resume or personal statement of less than 1000 words to be posted for member review. Any nominations, resumes or personal statements received after September 30th shall not be accepted.

Candidates resume or personal statements will be posted on the website from October 5th to October 31st. Members shall be able to review the candidates during this time.

Election shall take place from November 1st until November 15th by electronic or other means as established by the Board.

Installation of all newly elected Officers shall take place be at the next Annual Members Meeting.

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

Section 3. Composition

The elected officers of THEIA 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 a member of the Board of Directors to fill the vacancy, and the replacement officer shall serve the unexpired term.

The Immediate Past President shall serve as a non-voting, ex officio member of the Board with the title of Past President. The duties of the office of Past President are to benefit the incoming President and to serve in designated capacities at the pleasure of the current President and the Board of Directors.

The Board of Directors may recommend to the membership that the title of President Emeritus be awarded to a Past President of THEIA, recognizing such a person's contributions to THEIA and Texas hunter education and honoring such a person's retirement from active status as a THEIA officer and/or member of the Board of Directors. (Revision 6)

Section 4. Meetings of the Board of Directors

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 ten (10) days 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. (Revision 4)

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

Section 5. 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 most current *Robert's Rules of Order* at the time of the meeting will be the governing procedure for all THEIA meetings. However, the spirit of consensus, respect, and ethical behavior shall guide all THEIA meetings.

ARTICLE V. COMMITTEES AND SPECIAL DUTIES

The President shall appoint other committees or designate certain persons for such purposes as may from time to time be deemed necessary.

ARTICLE VI. 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 Charter 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.

THEIA may provide scholarship or sponsorship to deserving persons for appropriate activities. (Revision 1)

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 VII. 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 or by means of electronic and other media polling.

AMMENDMENT HISTORY

Bylaws Revision 1. March 16, 2003, RE Scholarships: Voted that THEIA would give \$500 college scholarship each year. (Modified by changes adopted in May 2015,

dropping the annual requirement and specific amount and including the word “sponsorships.”)

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

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

Bylaws Revision 4. January 24, 2004, RE: Article IV. Board of Directors: Add Section 4. Quorum. A quorum for a meeting of the Board of Directors shall be four (4) members of that Board. (Revision not supported by minutes recording a vote of the membership.)

Bylaws Revision 5. January 24, 2004. Corrected/amended and approved by the Board of Directors. (Undocumented revision. Note: The Board of Directors may NOT create revisions of the Bylaws without a vote of the membership; see **Article VII.**)

Bylaws Revision 6. April 29, 2006, by Duke Walton, RE: President Emeritus added. (Revision not supported by minutes recording a vote of the membership. Modified by the language adopted in May 2015:

“The Immediate Past President shall serve as a non-voting, ex officio member of the Board with the title of Past President. The duties of the office of Past President are to benefit the incoming President and to serve in designated capacities at the pleasure of the current President and the Board of Directors.”

“The Board of Directors may recommend to the membership that the title of President Emeritus be awarded to a Past President of THEIA, recognizing such a person’s contributions to THEIA and Texas hunter education and honoring such a person’s retirement from active status as a THEIA officer and/or member of the Board of Directors. (Revision 6)”

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.” (Revision not supported by minutes recording a vote of the membership.)

Bylaws Revision 8. February 9, 2008, RE: Art. III. Sec. 1. Establishment of a “Lifetime Membership” for Hunter Education Instructors. (Modified by changes adopted in May 2015, striking “and Assistant Instructors.”)

Bylaws Revision 9. May 9, 2009, RE: Art.V, Sec.2 Creation of the position of President Emeritus. Duke Walton, President. (See Revision 6.)