

BYLAWS OF KENT ENVIRONMENTAL COUNCIL, INC.

ARTICLE I. Name

The name of this organization shall be the Kent Environmental Council, Inc.

ARTICLE II. Objectives and Policy

Sec. 1: Objectives

- A. To increase public awareness of and concern for problems of the environment on a local, state, national, and world level.
- B. To promote environmental protection through public education and activities involving recycling and solid waste management, conservation of energy and natural resources, park development, community beautification and well-being, and protection of water, air and land resources.
- C. To cooperate with other organizations and affiliates with like commitments to the quality of the environment and to sponsor the development of task forces and subcommittees directed toward specific environmental problems or issues.

Sec. 2 : Public Policy

- A. Kent Environmental Council, Inc. shall not support or oppose any political party or candidate.
- B. Kent Environmental Council, Inc., may conduct educational and informational programs and take stands on public policy issues related to its purpose and objectives.

ARTICLE III. Membership and Dues

Sec. 1: Individual Membership: Any person who subscribes to the objectives and policy of the Kent Environmental Council, Inc. and who is willing to uphold the Bylaws of this Council may become a voting member of the Council upon payment of dues as hereinafter provided.

Affiliate Membership: Organizations within the Kent Area, and having similar objectives, may upon payment of an annual amount as Organizational Dues, become affiliates of the Kent Environmental Council, Inc. and may be represented on the KEC Executive Board.

- Sec. 2: Annual dues shall be determined by the Executive Board. The Executive Board may establish different categories of dues, including dues to be paid by organizations which wish to become Affiliate Members of KEC.

ARTICLE IV. Officers: Election and Duties

- Sec. 1: The Officers of the Kent Environmental Council shall be: Chair, Vice-Chair, Secretary, and Treasurer and shall be elected to two (2) year terms with the Chair and Vice-Chair elected in even numbered years and the Secretary and Treasurer elected in odd-numbered years. Officers may succeed themselves.

- Sec. 2: Election of officers shall be held at the Annual Meeting of the Council and shall conform to the following procedures:
- A. A Nominating Committee consisting of three members shall be appointed by the Chair 30 days prior to the annual meeting and shall present to the membership, at the Annual Meeting of the Council, at least one candidate for each office to be filled.
 - B. Additional nominations may be made from the floor at the Annual Meeting.
 - C. Election shall be by show of hands, except that when there is but one nominee for an office, it shall be in order to move that the Secretary cast an elective ballot of the Council for the nominee.
 - D. The candidate for an office who receives the greatest number of votes cast by members of the Council shall be elected to that office.
 - E. The Chair of the Council shall fill by appointment the unexpired term of any vacant office, except that when the office of Chair shall become vacant, the Vice-Chair shall assume that office.

Sec. 3: Duties of Officers

- A. The Chair shall preside at regular meetings of the Council, shall appoint chairs of Task Forces and Committees and shall perform such other duties as pertain to the office.
- B. The Vice-Chair shall perform all the duties and powers of the Chair in the absence of the Chair. The Vice-Chair shall chair the Program Committee as designated by the Executive Board.
- C. The Secretary shall be the recording and corresponding officer of the organization and shall keep records of communication to and from the Council. The Secretary shall specifically be responsible for communications with the Secretary of State of Ohio concerning the registration of the Council as a non-profit corporation, and for communications with the Internal Revenue Service concerning the tax status of the Council.
- D. The Treasurer shall receive all monies of the Council and keep an accurate record of all receipts and expenditures; shall make periodic reports at Council meetings on the state of the treasury; shall present an annual report to the membership at the Annual Meeting of the Council; shall prepare and sign any documents required by Internal Revenue Service to maintain the tax status of the Council, and shall sign all contracts on behalf of the Council.
- E. After the Treasurer's Annual Report has been presented to the membership, all accounts shall be examined by a two-member auditing committee appointed by the Chair of the Council. If satisfied that the Treasurer's Annual Report is correct, the auditing committee shall sign a statement to that effect at the end of the Annual Report.

ARTICLE V. Meetings

- Sec. 1: Regular meetings of the Kent Environmental Council, Inc. shall be held at least quarterly at a date and time to be determined by the Executive Board.

- Sec. 2: The Annual Meeting of the Council shall be held during the first quarter of each calendar year.
- Sec. 3: Special meetings of the Council may be called by the Chair, the Executive Board, or at least five (5) members of the Council.
- Sec. 4: For purposes of carrying on the business of the Council, ten (10) members shall constitute a quorum.

ARTICLE VI. Executive Board

- Sec 1: The Executive Board of the Kent Environmental Council, Inc. shall be composed of the Officers of the Council, Past Chairs, and leaders of focus groups and task forces.
- Sec. 2: The Executive Board shall meet at the call of the Chair or the call of at least three (3) members of the Board. All meetings of the Board shall be open to Council members, including representatives of Affiliate Member organizations. Records of all Executive Board proceedings shall be kept by the Council Secretary.
- Sec. 3: The Executive Board shall transact the business of the Council in the interim between Council meetings, and may act in the name of the membership of the Kent Environmental Council, Inc., subject to Section 5 hereof.
- Sec. 4: A majority of the members of the Executive Board shall constitute a quorum for purposes of transacting business.
- Sec. 5: If a member of the Kent Environmental Council, Inc., wishes to propose a public policy position to be adopted by the Kent Environmental Council, Inc., this procedure may be followed:
- a. A written statement of the proposed policy is provided to the Chair.
 - b. The Chair provides copies of the proposal to the members of the Executive Board.
 - c. The Board may, at any meeting of the Board, discuss or amend such proposal, or refer such proposal for further study to a committee to be appointed by the Chair.

d. At such time as a majority of the members of the Board attending a meeting of the Board agree, the form of such proposal agreed by the majority of the members of the Board may be submitted to the Membership of the Kent Environmental Council for a vote of approval.

e. The proposal shall be provided to each member of the Kent Environmental Council, either electronically or by paper copy, with a request that each member vote to approve or disapprove the adoption of such policy by the Kent Environmental Council. Votes shall be submitted to the Secretary of the Kent Environmental Council either electronically or by paper, by a date certain set out in the communication providing the proposal to each member, which date shall be no earlier than fifteen days from the date of such communication.

f. At the expiration of the time set for voting, the votes shall be counted by the Secretary. If a majority of the votes cast approve the adoption of such policy, such policy is thereby adopted as a public policy position of the Kent Environmental Council, Inc.

ARTICLE VII. Task Forces, Committees, and Focus Groups

Sec 1: The work of the Kent Environmental Council, Inc. may be carried on through task forces, committees and focus groups.

Sec 2: The Chair of the Council shall appoint, with the advice and consent of the Elected Officers, the chairs of task forces, committees and focus groups.

Sec 3: Task Forces, Committees and Focus Groups shall be formed by vote of the Executive Board as the need develops and may be disbanded by a vote of the Executive Board.

Sec 4: The chair of each Task Force, Committee, and Focus Group shall submit a report, to the Chair of KEC, in advance of each Annual Meeting, describing the activities of the group during the preceding year, and, if appropriate, any future planned activities. This report may be an acknowledgment that the group did not engage in any activities and may include a recommendation that the purpose of the group has been fulfilled and may be dissolved.

Sec 5: At the Annual Meeting, any member may move that any Task Force, Committee, or Focus Group, be dissolved, and a vote of the members attending the Annual Meeting may dissolve any such group.

ARTICLE VIII. Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose as designated by the Executive Board in its closing statement. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Portage County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX. Amending the Bylaws

The Bylaws of the Kent Environmental Council, Inc. may be amended at any regular or special meeting of the Council by a two-thirds (2/3) vote of the Council members present and voting, provided written notice of the proposed amendment shall have been given to Council members at least thirty (30) days prior to the date of the meeting at which the action is taken.

ARTICLE X. Parliamentary Authority

Robert's Rules of Order Revised shall govern this Council in all cases where they are applicable and when they are not in conflict with the Kent Environmental Council, Inc. Bylaws.

History of adoption and amendment:

Bylaws adopted by Kent Environmental Council Trustees: October 2, 1979.

Amended: November 8, 1980

Amended: October 25, 1982

Amended: May 32, 1986

Amended: January 30, 1989

Amended: February 20, 1990

Amended: January 27, 1992

Amended: January 30, 2000

Amended 2006 (Article IV Sections 1, 3C, 3D)

Amended: October 5, 2009

Amended February 25, 2013, currently in effect.