

AQUATIC RESOURCES EDUCATION ASSOCIATION
Articles of Incorporation

We, the undersigned persons, acting as incorporators of a nonprofit educational corporation, execute these ARTICLES and CERTIFICATE OF INCORPORATION.

ARTICLE 1. NAME.

The name of this corporation shall be "The Aquatic Resources Education Association" (AREA), and shall hereinafter be referred to as the "Association" or "Corporation."

ARTICLE 2. TERM.

The term of existence of this corporation is perpetual, unless dissolved by a 2/3rd majority vote.

ARTICLE 3. PURPOSES OF ASSOCIATION.

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The Association is organized and created to foster, promote and encourage the following purposes:

- a. Increase the effectiveness of aquatic resource education.
- b. Promote education, stewardship, management and responsible use of aquatic resources.
- c. Provide expertise regarding aquatic education issues, strategies and methods.
- d. Provide forums for aquatic resource issue identification, deliberation and resolution.
- e. Provide an organizational infrastructure for AREA.

ARTICLE 4. POWERS.

The Association will have power to do all things necessary, reasonable, and proper to accomplish the purposes above; provided that all powers and activities of the Association shall be subject to limitations and direction provided in the Association By-Laws. The Executive Board of the Association shall have the following discretionary powers:

- a. To authorize expenditure of the Association's funds for projects and activities in furtherance of the stated purposes of the Association;
- b. to accept appropriate contributions and compensation for Association services extended to any conservation, education or information agency or organization, including member organizations and agencies;
- c. to solicit monetary donations to the assets of the Association to provide funds for routine operation of the Association to further the stated purposes of the Association.

ARTICLE 5. INUREMENT OF INCOME and ASSETS.

The assets of the association shall be held and managed in a manner that supports the stated purposes of the Association. No part of the funds or net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the corporation shall be authorized to pay reasonable compensation for services rendered, goods, travel, operating expenses and other costs deemed appropriate by the Executive Board. Upon dissolution or termination of the Association, all assets remaining after payment of

all outstanding debts and liabilities shall be distributed to organizations qualified as exempt under section 501(c)(3) of the Internal Revenue Code of 1954, to be chosen by the Executive Board.

ARTICLE 6. LEGISLATIVE OR POLITICAL ACTIVITIES.

No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in, nor intervene in (including the publication or distribution of statements) any campaign on behalf of any candidate for public office.

OPERATIONAL LIMITATIONS: Notwithstanding any other provisions of these articles, the Corporation shall not engage in any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.).

ARTICLE 7. MEMBERSHIP.

Membership is predominately Aquatic Resource Education and Angler Education coordinators of state, federal and local agencies. However, membership is open to any individual or group whose professional activities embrace aquatic resource education and the purposes of the Association. Hereinafter, "Members" refers to dues-paying members in good standing.

ARTICLE 8. ORGANIZATION.

- a. The Association will be composed of dues paying members. Each member will be entitled to vote at all business meetings of the Association.
- b. There shall be an EXECUTIVE BOARD of the Association (hereinafter referred to as the "Board") which shall include the officers and Regional Coordinators.
- c. There shall be four OFFICERS elected by the membership, and shall consist of a President, President-Elect, a Secretary and a Treasurer. The officers will be expected to conduct the routine business of the Association as described by these Articles and Bylaws, and shall serve from one national conference until the next national conference.
- d. There shall be REGIONAL COORDINATORS on the Board. One member of the Association will be elected from each region of the country, as identified in the Bylaws.
- e. The business of the Association will be carried out by the Board and any appropriately appointed committees. Business meetings will be held at least once every two years in accordance with the Bylaws. Such meetings do not need to be in-person; suitable electronic teleconference techniques are adequate. Thirty-days notice shall be given to all Board members prior to the meeting, except in cases of a bona fide emergency. A quorum of six members of the entire Board is required to conduct business at a Board meeting.
- f. COMMITTEES shall be appointed by the President as necessary to carry out the business of the Association. The committees shall have authority to spend the funds of the Association only to the extent expressly authorized by the Board. The treasurer shall annually audit the accounts of each committee that is authorized to expend Association funds.

ARTICLE 9. OFFICERS AND DUTIES.

- a. The President shall call and preside at all meetings of the Association and the Board, but may delegate it to a skilled facilitator. The President shall appoint and supervise all committees, The President, by virtue of his/her office, shall automatically be a member of any and all committees and shall be entitled to voting privileges during any committee vote. In case of an Association vote, the President shall vote only in the case of a tie vote.
- b. The President-Elect shall assist the President in his/her duties and assume all duties of the President in his/her absence.
- c. The Secretary shall keep a permanent record of all transactions of the general business meetings of the Association as well as meetings of the Board; shall notify membership of all upcoming ballot issues and conduct all necessary mail-in elections and/or issuance of absentee ballots; shall maintain a membership list; shall be responsible for maintaining these Articles and the Association's Bylaws; and shall maintain the history of the entire business of the organization and be responsible for passing that history on to the next elected Secretary.
- d. The Treasurer shall keep an account of all receipts and expenditures of the Association and give an accurate accounting at each bi-annual business meeting; shall issue warrants to pay for expenses incurred by the officers of the Association, and expenses incurred by designated members who expend funds with the expressed authorization of the Board; shall see to the audit of the conference and other committee books and accounts; shall deposit any surplus funds above a working account in an amount approved by the Board into interestbearing accounts, and shall have fund account cards countersigned by the President so that the President can draw funds in the event that the Treasurer is unable to perform his or her duties.
- e. Regional Coordinators shall serve the Association as liaisons with local and area groups and as liaisons with national groups wishing regional input; shall serve as spokespersons for regional issues; and shall represent the Association's regional members at Association Board meetings. Regional Coordinators are responsible for contacting members within their respective regions to survey their opinions, needs, etc and report to the Board; notifying members of upcoming business or other timely matters; and welcoming new members to the Association.

ARTICLE 10. AMENDMENTS.

- a. The intent of these articles is to provide a stable and understandable set of rules for operating this Association. Amendments to these articles must be carefully considered with an opportunity to be voted upon by all members, and may be proposed by any member.
- b. Proposed amendments to these articles will be forwarded to the Secretary, who will prepare and distribute ballots to each voting member. Ballots will be returned to the Secretary, and will be tabulated 30 days after distribution. Ballots received after 30 calendar days will not be counted. The Secretary will announce the results to the Board and Membership after counting the ballots.
- c. A majority of all votes received within the stated period will be required to amend the articles.

ARTICLE 11. BYLAWS.

The initial Directors shall propose a set of Bylaws to govern the Association's procedures and practices. Following the adoption and ratification of these articles by the membership of the

Association, the power to adopt and amend the Bylaws shall be vested in the Board. Bylaws shall be adopted and amended by consensus of the Board.

ARTICLE 12. INCORPORATORS.

The incorporators of the Association shall be the interim Officers elected to form the Association and they are: Michael O'Malley, Laura Ryder, Dan Shaw and Robin F. Knox. Upon ratification and adoption of these Articles of Incorporation and Bylaws by the membership of the Association, the initial directors shall cease to serve in that capacity and the Association shall elect a full slate of Regional Coordinators and officers.