

TEXAS HUNTER EDUCATION INSTRUCTORS ASSOCIATION, INC.
Charter No. 01352158—C I
2026 BYLAWS

PREAMBLE

These Bylaws of the Texas Hunter Education Instructors Association, a Texas not-for-profit, IRS tax exempt organization, classified under section 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

Membership decisions shall not discriminate on protected bases under federal/state law

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 in good standing 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, hearings are allowed.

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 March 31 shall be for the current year. Dues received April 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 prorate 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 two (2) directors elected from each of the Texas Parks and Wildlife Area Specialists Regions as determined by the 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 from the even number regions will be elected in even number years and the directors of odd number regions will be elected in odd number

years. Succession roles exempt from consecutive term limits, but total service capped at 6 years.

Members of the Board of Directors shall serve on committees, help with duties at the annual conference such as, but not limited to, Silent Auction, Registration and in general anything needed to run the Annual Conference. The Board of Directors will make all decisions on Grant requests.

Directors/officers shall be indemnified to the fullest extent permitted by law, including advancement of expenses.

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 vote within 30 days of qualified voting members.

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 (6) 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. Notice by email, mail or phone; agendas for regular meetings 7 days in advance.

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

All meetings take place on Google meets or other approved online conference media with full recording capabilities

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 eight (8) Members are present, shall constitute a quorum for all purposes, except as may be specifically called for in the bylaws or set by board resolution.

Members present at the Annual Meeting, as long as eight (8) Directors are present, shall constitute a quorum for all purposes, except as may be set by board resolution.

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 THEIA shall be President, 1st Vice President, 2nd Vice President, a Secretary and a Treasurer. No individual may hold more than one elected office simultaneously.

The Executive Board of Directors shall be as follows:

President – 1yr

1st Vice President (in 2nd year commitment)

2nd Vice President (3yr commitment) in a succession line

Succession line will be

President

1st Vice moves to President

2nd Vice moves to 1st Vice President

And a new 2nd Vice President is elected at Conference

With the past President moving to President-Emeritus for 1 yr

- If at any time during the commitment anyone of these offices become vacant due to unexpected health issues, unexpected death, relocation out of State or change in personal needs session will be the same – with the position of 2nd

Vice President being seated from existing board members until the position can be elected by membership at Conference

Secretary (3 year commitment)

Treasurer (3 year commitment)

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 pertaining to his office.

The President, 1st Vice President, 2nd 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 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

Section 3: Duties offices

President

Run meetings – Board & Annual membership

Set and oversee all committees

Set agendas for all meetings – this should be provided at least 2 weeks in advance of all meetings

Fill any board vacancies as they arise

1st Vice President

Conference – planning & execution (coordinating with the TPWD regional specialist, setting the agenda for sessions and activities, speakers, speaker gifts, TD Carrol award, making sure all duties that the board need to be doing at conference are assigned and communicated to board members.

Posting Conference registration to website coordinated through the website overseer

Run meeting if the President is not available

Will be responsible for maintaining a Debit card if one is connected to the THEIA bank accounts

2nd Vice President

Membership coordinator

– send out correspondence to membership – no less than a Quarterly recap of information to membership

-Website overseer - web content – including posting and maintaining content on website

Run meetings if the President and the 1st Vice President are not available.

Secretary

Responsible for recording and maintaining all minutes of all meetings – Board and Open member meetings

Maintaining minutes history

Maintaining correspondence history

Website content with 2nd Vice President

Treasurer

Maintain all Financial records – records of Bank Statements, Financial reports

Write, record and Maintain all Financial transactions – including but not limited to paying THEIA bills

Maintain all IRS structure for THEIA association – including filing any and all IRS required paperwork

Maintain THEIA Membership – including but limited to membership status and payments due payments

Coordinate with 2nd Vice President on Membership

Section 4. 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, (edition 12 -Sept 2020) 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) Regional Board Members should create a sub-chapter of THIEA in their area and 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.

The YHEC Director shall provide an annual report to the THIEA Board 30 days **prior** to the Annual Conference that summarizes the yearly activities.

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.

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.

Any Ad-hoc Committee will have a designated director who will communicate with the Executive Committee and update the Ad-hoc committees' status monthly.

Any Ad-hoc Committee will only last for a 90-day period unless additional time is requested by the director and justified by the THEIA Board.

No Ad-hoc Committee will expense any funds without prior approval of the THEIA Board.

Once the Ad-hoc Committee completes its assignment the director will provide a full summary of the Ad-hoc Committees findings and recommendations.

Ad-hoc Committees not actively engaged will be disbanded by the Executive Committee (Executive Committee means elected officers) and notify the THEIA Board.

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 Charter of THEIA filed with the Secretary of State of the State of Texas. The fiscal year is defined as the calendar year April 1 – March 31. The Principle office of THEIA shall be the address of the organization's President as stated in the last filed Public of Information report.

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’ meetings, 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 will appoint, or the Board of Directors will designate an Audit Committee of three (3) THEIA members to provide an appropriate audit of the bank accounts of THEIA, at the annual THEIA conference, to provide a yearly audit with completion letter being given to the Treasurer.

ARTICLE IX. DISSOLUTION

Upon the dissolution of the organization, 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 a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as ~aid court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X. CONFLICT OF INTEREST

No member of the Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Texas Hunter Education Instructors Association. Each individual shall disclose to the organization any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Any member of the Board, any Committee, or Staff who is an officer, board member, a committee member, or staff member of a client organization shall identify his or her affiliation with such agency or agencies; further, in connection with any committee or board action specifically directed to that agency, s/he shall not participate in the decision affecting that agency and the decision must be made and /or ratified by the full board. Any member of the Board, any Committee, Staff, and certain Consultants shall refrain from obtaining any list of clients for personal or private solicitation purposes at any time during the term of their affiliation.

ARTICLE XI. 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.

AMENDMENT 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: Art. 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