
BY-LAWS

ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS ("AEP")

(Amended August 6, 2006)

ARTICLE 1. THE ASSOCIATION

1.1 Name

The name of this corporation shall be "Association of Environmental Professionals, Inc. ("AEP")". AEP is an affiliated chapter of the National Association of Environmental Professionals ("NAEP").

1.2 Objectives and Purposes of the Association

The objectives of this corporation shall be to enhance, maintain, and protect the quality of the natural and human environment; encourage and carry on research and education for the benefit of the public and concerned professionals in all fields related to environmental planning and analysis; improve communication and advance the state-of-the-art among people who deal with the environmental planning, analysis and evaluation process; and improve public awareness and involvement in the environmental planning, analysis, and review process.

1.3 Non-Profit Nature of the Association

The Association of Environmental Professionals is non-profit. Its income shall be used only for the corporation's purposes, and no part of any net earnings shall inure to the benefit of any member or other individuals, except where the corporation may pay reasonable compensation for services rendered, and to make payments and/or distributions in furtherance of AEP's purposes.

1.4 Affiliations

To advance AEP's goals, strategic alliances with other organizations are critical. Therefore, AEP may choose to affiliate with other professional associations when such affiliation is deemed desirable and consistent with the Objectives and Purposes stated in Section 1.2 of these Bylaws. Such affiliations may not necessarily require changes to these Bylaws.

ARTICLE 2. BOARD OF OFFICERS AND DIRECTORS

There shall be a Board of Officers and Directors (hereafter referred to as the Board) to include 4 officers, one director per active Chapter, three Directors-at-Large and the NAEP Liaison, and such other officers or directors as seen fit by the Board. All officers and directors shall be members of the AEP and may also be members of NAEP. The NAEP Liaison shall be a member of both AEP and NAEP.

All corporate powers of the corporation shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed by the Board. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:

- Prescribe such powers and duties for the officers and directors consistent with law, the Articles of Incorporation, or the Bylaws.
- Conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations consistent with law, the Articles of Incorporation, or the Bylaws.
- Borrow money and incur indebtedness for the purposes of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- Set the annual dues of the classes of members and contributions from sponsoring organizations.

2.1 Officers

The officers of this corporation shall be a President, Executive Vice President, Administrative Vice President/Corporate Secretary, Financial Vice President/Chief Financial Officer, and such other officers as the Board may appoint. One person, other than the president, may hold more than one of the offices.

2.1.1 President

Subject to the control of the Board, the President shall conduct the overall management of the corporation. The President shall preside over Board meetings, the annual conference, and marketing and promotion of the corporation; act as liaison with other professional organizations; act as

liaison with Chapter presidents; and coordinate administrative, executive and financial vice-presidential functions.

2.1.2 Executive Vice President

In the absence or disability of the President, the Executive Vice President shall perform all the duties of the President. In addition, the Executive Vice President shall assist the president with overall management of the corporation, assist the president in developing Board meeting agendas, supervise membership coordination and administration, and supervise the Awards Committee.

2.1.3 Administrative Vice President/Corporate Secretary

The Administrative Vice President shall keep a full and complete record of the proceedings of the Board, the meetings of the corporation and election results; schedule, organize and announce Board meetings; handle miscellaneous Corporate correspondence; and supervise the newsletter editor and newsletter production.

2.1.4 Financial Vice President/Chief Financial Officer

The Financial Vice President shall supervise dues and subventions; prepare annual tax returns and nonprofit organization filings; prepare quarterly and annual financial reports, and insurance information and forms; and prepare the annual budget for Board approval.

2.2 Chapter Directors and Directors-at-Large

There shall be three Directors-at-Large nominated by the Board and elected by the total membership of AEP. In order to ensure broad-based representation, no more than two Directors-at-Large from any given Chapter should be nominated by the Board.

There shall be one Chapter Director, elected by the total membership of the geographic area constituting the Chapter (as set forth in the statement of organization of the Chapter which has been adopted by the Board), for each active Local Chapter within AEP.

2.2.1 Duties of Chapter Directors and Directors-at-Large

The Chapter Directors shall act as a liaison between the Board and Chapters. Each Chapter Director shall report information on Chapter activities and concerns to the Board, and communicate Board activities and direction to Chapter members.

The Directors-at-Large shall act as the Board representative for each member not represented by a Chapter. Each Director-at-Large shall attend all Board meetings, work to initiate new Chapters and perform other duties as assigned by the Board.

2.3 NAEP Liaison

There shall be one NAEP Liaison nominated by the Board and elected by the total membership of AEP. The NAEP liaison shall serve as the NAEP Chapter Representative for the first 150 individuals that hold membership in both AEP and NAEP in California. Additional NAEP Chapter Representatives shall be elected in accordance with NAEP By-laws. AEP shall conduct the election of these additional NAEP Chapter Representatives. These additional NAEP Chapter Representatives shall not be voting members of the AEP Board

2.3.1 Duties of the NAEP Liaison

The NAEP Liaison shall serve as a representative for NAEP members in California and shall seek to integrate programs of interest for NAEP members with programs of AEP. The NAEP Liaison shall solicit input regarding the needs and recommendations of NAEP California Chapter members. The NAEP Liaison shall report information on NAEP activities and concerns to the AEP Board and communicate California AEP Board activities and direction to the NAEP Board. The NAEP liaison shall keep the AEP Board informed of all activities of the NAEP Board that affect the NAEP members in California, as well as the AEP and its members. NAEP Liaison may also work directly with Chapters to coordinate programs of interest to NAEP members. This position involves travel to four quarterly AEP Board meetings (one scheduled concurrently with the State Conference) and up to four NAEP Board meetings that rotate throughout the United States. The NAEP Liaison must be a member of both AEP and NAEP.

2.4 General Board Procedures

2.4.1 Election of Corporate Officers

The voting members of the corporation shall elect by written or electronic ballot all officers of the corporation. The election shall be completed prior to December 31 of the year preceding office, with the term to begin January 1 of the next calendar year. Ballots shall be distributed to each member entitled to vote, by mail or e-mail with reasonable notice indicating the percentage of approvals necessary for election, the vacant office or offices to be filled, and the time by which the ballot must be

received in order to be counted.

The ballots, whether written or electronic, shall include an identification process to ensure the integrity of the voting process. If the ballot is sent by mail, then the ballot shall be on a stamped or similar first class mail with the appropriate return address and sent to the address of record for the member. If the ballot is electronic, then the ballot shall be sent to the e-mail address on record for the member. Members that do not have an e-mail address on record shall be provided with a ballot by U.S. mail on or before e-mail ballots are sent. All ballots, whether sent by e-mail or U.S. mail, will be returned to AEP and the results shall be tabulated for the Board. No election shall be final until all votes sent by U.S. mail and e-mail by the voting deadline date shown on the ballot is counted and the count is confirmed by the Administrative Vice-President. All such written ballots shall be filed with the administrative vice-president of the corporation and maintained in the corporate records for a period of 1 year.

2.4.2 Election of Directors-at-Large, the NAEP Liaison, and Chapter Directors

The voting members of the entire AEP shall elect, in the same manner as described for election of Corporate officers, three Directors-at-Large and the NAEP Liaison to sit on the Board. These elections shall comply with all restrictions outlined in the Election of Corporate Officers. The voting members of each active Chapter shall elect a Chapter Director to represent their Chapter on the Board. These elections shall be conducted pursuant to procedures established in the Chapter's Statement of Organization.

2.4.3 Terms of Office for Officers, Directors-at-Large, the NAEP Liaison, and Chapter Directors

The terms of office for officers, Directors-at-Large and NAEP Liaison shall be two calendar years or until their successors are elected and qualified. Chapter Directors shall have terms established by the individual Chapter as set forth in the Chapter's Statement of Organization, but this term shall not be for less than one year or greater than two years. Officers, Directors-at-Large, and the NAEP Liaison may be elected to succeed themselves in office.

2.4.4 Vacancy of Board Members

In the event of a vacancy on the Board of an officer, Director-at-Large or NAEP Liaison, the Board by quorum vote shall appoint a qualified successor to serve the portion of the unexpired term of the predecessor.

2.4.5 Vacancy of Chapter Directors

In the event of a vacancy on the Board of a Chapter Director, the Board or officers of the effected Local Chapter shall have the power to appoint a qualified successor to serve the portion of the unexpired term of the predecessor. In the event a new Chapter Director is not appointed prior to the next regularly scheduled Board meeting, the Board by quorum vote shall appoint a qualified successor to serve the portion of the unexpired term of the predecessor.

2.4.6 Removal of Board Members

A Board member may be removed from office for cause by quorum vote of the Board. In addition, any Board member who misses two consecutive regular meetings may be removed from the Board by a quorum vote of the Board. The seat may then be filled pursuant to 2.4.4.

2.4.7 Regular Board Meetings and Notice

Regular meetings of the Board shall be held quarterly or as may be called by any four Board members. Reasonable notice of the time and place of the meeting shall be provided to all Board members.

2.4.8 Board Quorum

One-half plus one of the authorized number of Board members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of Corporation Code Section 5000 ET. seq., the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members, if any action taken is approved by at least a majority of the required quorum of that meeting.

2.4.9 Proxy Vote

The votes and concerns of any Board member may be presented at any Board meeting by a designated proxy provided formal notice has been received by the Board prior to the commencement of the Board meeting.

2.5 Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if a simple majority of members of the Board

collectively consent in writing, electronically, or verbally to considering the action without a meeting, and then take the action in written, electronic or verbal form. Such action by the collective Board in written, electronic or verbal form shall have the same force and effect as a vote of the Board. Such written, electronic or verbal action shall be reflected in separate draft minutes presented at the next quarterly Board meeting on the consent agenda.

ARTICLE 3. CHAPTERS

3.1 Purposes and Function of Chapters

Chapters shall serve to carry out the purposes of the corporation in a manner consistent with the Articles of Incorporation and Bylaws and shall act as a local vehicle for maximum membership involvement in the affairs of AEP.

3.2 Chapter Officers and Chapter Board

The Chapter members may elect a Board of Directors consisting of those officers, which the members deem necessary. However, at a minimum each Chapter shall have a president, treasurer and secretary and must set forth in Chapter Statement of Organization the names of the officers, their functions, their terms of office, the nominating process, vacancy procedures, election dates and the Chapter's service area. The Local Chapter shall also elect a Chapter Director to AEP's Board of Directors, pursuant to the Corporation's bylaws. All Chapter officers must be members of AEP.

3.3 Formation of New Chapters

Petitions requesting formation of a new Chapter shall be submitted to the Board and:

- Signed by not less than twenty percent of the members eligible to vote in the area concerned, or
- Presented by a significant coalition of eligible members of the area concerned to demonstrate to the Board's satisfaction the viability of the proposed chapter.

Each petition shall specify the area to be included, the number of members in the area, a statement of the reasons which would make a new Chapter desirable in the interest of the profession, and names of two

members who shall be the sponsors of the petition. The Board may accept or reject the petition by a majority vote.

If the Board approves the petition, the new Chapter will have up to six months to elect officers, adopt a statement of organization (and have the statement of organization adopted by the Board), and initiate activities at the local level. From the time the Board approves the petition of formation prescribed subventions will be made available to the new Chapter. Subventions will be directed to the Chapter so long as all required financial responsibilities to AEP are met or until a Chapter is deactivated by the Board.

3.4 Deactivation of Chapters

A Chapter of AEP may be deactivated only after at least six months of inactivity and sufficient effort by the Chapter and Director-at-Large or to reactivate the Chapter show cause for deactivation. Deactivation of a Chapter requires a quorum vote of the Board.

ARTICLE 4. MEMBERSHIP AND SPONSORING ORGANIZATIONS

4.1 Members

There shall be four classes of members of this corporation, or such other classes of members as the Board of Directors may deem appropriate. The classes shall be as follows:

- Full AEP Member
- AEP Student Member
- AEP Sponsor
- Joint AEP-NAEP Member

4.2 Membership Eligibility

4.2.1 Full AEP Members

Any person whose work or interest is in furthering the purpose of the corporation and the Association of Environmental Professionals is eligible as a Full AEP Member. All Full AEP Members shall be entitled to all the privileges of the corporation including eligibility for election as an officer or director of this corporation.

4.2.2 AEP Student Members

AEP Student Members shall be students interested or involved in the

environmental planning, analysis, and assessment process, who desire to cooperate with environmental professionals in the attainment of the corporation's goals and the advancement of professional knowledge and practice in the field.

AEP Student Members shall have the right to serve on committees and participate in the affairs of the corporation and its Chapters, but shall not have the right to vote or hold office except in student Chapters.

4.2.3 AEP Sponsors

AEP Sponsors shall be public or private organizations interested in the environmental planning, analysis, and impact assessment process and the advancement of professional knowledge and practice in the field.

AEP Sponsors shall receive copies of all literature distributed to members and shall be entitled to any other privileges and/or benefits designated as appropriate by the Board from time to time.

4.2.4 Joint AEP-NAEP Members

Joint AEP-NAEP Members are AEP members who are also NAEP members as defined by the NAEP By-laws.

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4.3 Dues and Fees

Each member in good standing and each sponsor or corporate member must pay, within the time and on the conditions set by the Board, the fees and annual dues in amounts to be fixed from time to time by the Board. The dues and fees shall be equal for all members of each class, but the Board may at its discretion set different fees and dues for each class. The dues to join NAEP shall be set by the NAEP Board.

ARTICLE 5. ANNUAL MEETING OF MEMBERS

5.1 Annual Meeting

The Board shall convene an annual meeting of members at the annual conference. The purpose of the annual meeting shall be to provide the members with a report on the state of the corporation to be provided by the president, and to allow members to voice issues and concerns to the Board.

5.2 Reasonable Notice

Reasonable mailed notice of the time and place of the annual meeting

shall be given to each member.

5.3 Quorum

Since no action items are to be discussed or voted on during the annual meetings, no quorum is required. However, attendance by the Board is encouraged so that the Board can hear the concerns, if any, of the members.

ARTICLE 6. SPECIAL MEETINGS

A special meeting of the members may be called at any time by any of the following: a quorum of the full Board; any two officers and any four directors; or 25% of the full members. If a special meeting is called, the request shall be submitted by the members requesting the special meeting, specifying the general nature of the business proposed to be transacted and the purpose of the meeting, and shall be delivered to the president or any vice-president of the corporation. The officer receiving the request shall cause reasonable notice to be promptly given to the members entitled to vote.

A quorum must be present to call a special meeting to order. Thirty-three percent of the full members shall constitute a quorum for the transaction of business at a special meeting. Any action taken (other than adjournment) must be approved by at least a three-fourths vote of the members required to constitute a quorum.

ARTICLE 7. GENERAL ASSOCIATION REQUIREMENTS

7.1 Fiscal Year

The fiscal year of the corporation shall begin on the first day of January in each year.

7.2 Maintenance of Corporate Records

The corporation shall keep adequate and correct books and records of account; minutes in written form of the proceedings of its members, Board and committees of the Board; a record of its members, giving their names and addresses and the class of membership held by each; and a copy of the Bylaws. All such records shall be kept at the corporation's principal executive office.

Any member of the corporation may inspect such corporate records during usual business hours on five days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested. Every Board member shall have the absolute right at any

reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation. This inspection by a Board member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and made extracts of documents.

7.3 Annual Report to Members

Once each fiscal year, the Board shall issue to all members an annual report. Such report shall contain the following information:

- The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

7.4 Dissolution

In the event of abandonment, or dissolution of the corporation, all property, real or personal, of the corporation remaining after the debts of the corporation have been paid shall be distributed as set forth in the Articles of Incorporation and in no instance shall they inure to the benefit of any members of the corporation.

ARTICLE 8. AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by quorum vote of the members of the Board. However, the Board may not adopt or amend Bylaw provisions concerning the following subjects without the approval of a majority of the members voting through ballot vote or other written consent:

- Any provision changing the terms or appointment for the Board members;
- Any provision allowing one or more Board members to hold office by designation or selection rather than election by the members;

- Any provisions giving the Board power to fill vacancies on the Board created by removal of Board members;
- Any provision increasing the quorum for members' meetings;
- Any provision changing proxy rights.

Written ballots for Bylaws amendments that must be submitted to member-vote shall be mailed with reasonable notice and provide the description and reason for the Bylaws amendment, the percentage of approvals necessary to pass the Bylaws change, and the time by which the ballot must be received in order to be counted. All such written ballots shall be filed with the administrative vice-president of the corporation and maintained in the corporate records for a period of one year.