



## BOARD PORTFOLIO OF RESPONSIBILITIES

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For Board Members of the California Association of Environmental Professionals

### INTRODUCTION

The Board of Directors of the California Association of Environmental Professionals (California AEP) provides the direction, guidance and overall coordination of the corporation. The Board is comprised of Officers, Directors-at-Large, NAEP Liaison, and Chapter Directors. All have the same voting rights. But, as described in the By-Laws of the Corporation, the election procedures are different, and each election procedure is intended to insure that the viewpoints of each major membership group can be represented at the State Board. It is recognized that AEP is a corporation, recognized by the State of California and the I.R.S., and the Directors have the responsibility to make every effort to fulfill the mission statement of the corporation and to perpetuate the viability of the corporation.

This document is not intended to limit the activities of any Director. Instead it is intended to provide a single source of the expectations and responsibilities of each Director. The Directors are expected to perform the work necessary to advance the goals of the Association while exercising the judgment necessary to keep AEP in proper financial condition. It is understood that all members of the Board of Directors of AEP have other commitments outside of the corporation. Nonetheless, it is expected by agreeing to serve on the Board the individual member has reviewed potential conflicts, time constraints, and other personal commitments which may prevent the fulfillment of duties to the corporation. Further, it is anticipated that the Board members understand the obligation of being a Director of a non-profit Corporation. Finally, it is anticipated that a Director will understand that they are obligated to do their best to balance Association membership as well as speak for the interests of the specific chapter or region which they represent.

This document outlines the responsibilities and the expectations for Officers, Directors, Chapters, Committees, and Consultants, but specific annual task assignments for individual Officers will need to be obtained from other documents such as the Strategic Plan, Chapter Statement of Organization, annual budget, or other official Board records.

Because the majority of Association work is actually done at the Chapter level, a description of the expectations for Chapter Boards has also been included.

## I. STATE BOARD

As stated in the Association By-Laws, the general management of the affairs of the corporation shall be under the control, supervision, and direction of the State Board. All corporate powers of the corporation shall be exerted by or under the authority of the State Board. Further, all business affairs of the corporation shall be managed by the State Board. The State Board is comprised at a minimum of four Corporate Officers, three Directors-at-Large, at least one NAEP Liaison, and a Chapter Director from each active Local Chapter. The responsibilities of each of these individual groups are outlined later in this document. As a member of the State Board individuals should abide by the following expectations:

### Expectations:

1. Board members are expected to attend all Board meetings or to arrange for a qualified proxy. It is recognized that non-attendance at two consecutive Board meetings is grounds for removal from the Board.
2. Board members are expected to assume reasonable expenses, which may not be reimbursed by the Association, necessary to allow the continued management of the corporation. The Board will make every effort to ensure budgets of either the state or local chapters make allowance for reimbursement of Directors in the performance of their duties.
3. Board members are expected to take all reasonable measures to provide clear direction to Local Chapters, Committees, and Consultants of the Association.
4. Board members are expected to assume responsibilities beyond their outlined portfolios in the event that other Board members are unable to fulfill their responsibilities.

## A OFFICERS

The Officers are the Board members responsible for the administration and day-to-day operation of the corporation. As such, their responsibilities are clearly enumerated in the By-Laws, and the line items of the purely administrative activities are in the annual budget (for reference purposes a copy of the description of the administrative function of a recent annual budget is attached). They include the President, Executive Vice President, Financial Vice President, and the Administrative Vice President.

The largest single expense for AEP is the cost to "keep the doors open" by carrying out the functions of a service oriented non-profit corporation. AEP's management firm conducts most of these activities and expenses. It is the President and the other officers that manage the management firm.

Although it is not an expressed requirement, it is anticipated that the Officers will provide guidance on budgeting, administration, and evaluation for any program or committee as needed. As such, the Officers need to maintain a working knowledge of all active programs of the Association. The specific responsibilities for each officer outlined in the By-Laws are delineated below:

### *EXECUTIVE COMMITTEE*

#### Responsibilities:

The Executive Committee ("ExComm") oversees routine administrative and financial management matters of AEP. The ExComm approves recommendations for Actions to be brought to the entire Board of Directors (BOD) for a vote to allow the BOD to focus on matters of Policy and Strategic importance of the organization. This standing committee shall consist of the President, Executive Vice President, Financial Vice President, Administrative Vice President, and the three Directors at Large. The ExComm is not a quorum of the Board of Directors and therefore may not take any action that requires a vote of the Board of Directors.

## **Expectations:**

The Executive Committee administers the routine activities of the Corporation.

Since the Executive Committee does not directly represent Chapter constituents, general policy direction may be provided by the Chapter Directors and discussed by the ExComm. To that degree, the Executive Committee is expected to be responsive to policy directions provided by Regional and Chapter Directors. However, the ultimate responsibility of the Executive Committee is to maintain consistency in policy direction from year to year, and Board meeting to Board meeting.

In short, the Executive Committee is expected to provide the best administrative and financial framework to effectively implement the future direction of the AEP organization, as expressed by the Chapter and Regional Directors. Although it is anticipated that the Committee will consist of the Officers of the organization, the Committee may, from time-to-time, call on directors or general members to assist in fulfilling their responsibilities.

## **PRESIDENT**

### **Responsibilities:**

Section 2.1.1 of the Association By-Laws states, "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."

### **Expectations:**

1. Chairs the Executive Committee.
2. Principal "ambassador" for the organization and spokesman/MC at all state functions, including the annual AEP Conference.
3. Delegates authority equitably, efficiently, and directly.
4. Contributes President's message to Newsletter, reflecting professional development goals for the entire organization.
5. Effectively facilitates State Board meetings and ensures prompt follow up.

## **EXECUTIVE VICE PRESIDENT**

### **Responsibilities:**

Section 2.1.2 of the Association By-Laws states, "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."

### **Expectations:**

Beyond this it is anticipated that the Executive Vice President will take a key role in the development and implementation of any membership growth/outreach programs.

1. An active member of the Executive Committee.
2. Develops, implements and monitors membership growth/outreach programs.
3. Chair the Legislative Committee
4. Chair the Permanent Conference Committee
5. Prepare the agendas for the Board Meetings and ExComm meetings
6. Provide oversight of the Awards/Professional Recognition Committee

## **FINANCIAL VICE PRESIDENT / CHIEF FINANCIAL OFFICER**

### **Responsibilities:**

Section 2.1.4 of the Association By-Laws states, "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."

### **Expectations:**

1. An active member of the Executive Committee.
2. Disseminates report of the financial status of the organization in a timely manner.
3. Ensure that the Annual Financial Statement and Budget are published in the Environmental Monitor and on the AEP website.
4. The Financial Vice President has the authority to approve expenditures that are within the limits of the Annual Budget. The Financial Vice President will consult the AEP President and/or Board before authorizing non-budget expenditures.

## **ADMINISTRATIVE VICE PRESIDENT/CORPORATE SECRETARY**

### **Responsibilities:**

Section 2.1.3 of the Association By-Laws states, "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 association correspondence; and supervise the newsletter editor, newsletter production and manage the AEP website."

### **Expectations:**

1. An active member of the Executive Committee.
2. Publishes and distributes (but does not create or control) Agenda for Board meetings, and coordinates minutes and follow-up assignments.
3. Ensures timely and accurate production and distribution of State Newsletter.
4. Provide oversight of the Publications Committee
5. Administer the production of the AEP CEQA Handbook
6. Provide oversight and direction for the AEP website

## B DIRECTORS

### DIRECTORS-AT-LARGE

#### Responsibilities:

Section 2.2.1 of the Association By-Laws states, "The Directors-at-Large shall act as the Board representative for each member not represented by a sub-chapter. Each Regional Director shall attend all Board meetings, work to initiate new sub-chapters and act as the representative for all student members in their region."

The Board has recognized the critical importance of maintaining the service of the annual CEQA Workshops and any Fall Workshops (as they play a key role in outreach to potential new members as well as to members who can not attend the usual Chapter functions). To insure the continued production of these workshops the Board has a directive that the Directors-at-Large be responsible for supervising the production of these workshops until a permanent means of management can be developed. (The specific individual for each task is to be decided collectively by the three Regional Directors).

#### Expectations:

Beyond the current role of running the Workshop programs the Directors-at-Large are expected to be the members of the Board who are not burdened with day-to-day operations of the Association and as such can provide guidance and contemplate programs which will push the Association toward fulfilling its Mission Statements. As a result, each Director-at-Large is anticipated to participate on at one active, state-organized committees, (the supervising of a workshop program is considered as fulfilling one committee assignment obligation), and to provide input to other committees associated with new services and membership even if they are not an active member of these committees.

The Directors-at-Large are expected to provide guidance to the Board on how best to provide services to the members of the Association who are not serviced by a sub-chapter. As previously stated, it is expected that the Regional Directors will provide input to any committee involved in establishing and implementing programs associated with the creation of new membership services, or programs associated with membership recruiting whether or not the Regional Director is an active member of the committee.

As stated in the By-Laws, the Directors-at-Large are expected to work to establish new chapters in their respective region. However, as currently organized the Association is not actively pursuing expansion of the number of chapters statewide. As a result, the expectation is that the Directors-at-large will work to assist any group of members, not being serviced by the existing chapters, who make themselves known to the Board, but it is not expected that the Directors-at-Large will be actively working to identify such groups or expending great efforts trying to create a nucleus of members for the purpose of creating a new chapter.

As stated by the By-Laws, the Directors-at-Large are expected to provide the liaison between the Association and the Student members of the Association. This shall include an expectation to provide that this includes liaison between the Association and the educational institutions throughout the state. As a result, the Regional Directors may take an active role in any Board Committees to establish programs associated with students and universities.

## NAEP LIAISON

### **Responsibilities:**

The NAEP Liaison shall act as the Board representative for each member, including corporations, individuals, and students, that maintain joint membership in California AEP and NAEP. The NAEP Liaison shall attend all California AEP State Board meetings and up to four meetings of the NAEP National Board and annual Conference.

The general membership has recognized the importance of maintaining an affiliation with NAEP as a service to members who maintain joint membership in California AEP and NAEP. The affiliation is warranted due to NAEP expertise in relation to the National Environmental Policy Act that is comparable to California AEP's recognized expertise in relation to CEQA. The NAEP will specifically advocate for educational, professional development, publication, and environmental legislation issues that are relevant to California AEP members of NAEP.

### **Expectations:**

The NAEP Liaison is expected to a member of the Board not burdened with day-to-day operations of the Association and as such can provide guidance and contemplate programs, which will to collaboratively fulfill the respective Mission Statements of California AEP and NAEP. The NAEP Liaison is expected to serve on one active, state-organized committee that provides services to individuals with joint membership, particularly education committee, legislative committee, or conference committee. The NAEP Liaison is responsible for arranging and producing annual NEPA workshop training for AEP members and other environmental professionals

The NAEP Liaison is expected to provide guidance to the Board on how best to provide services to individuals with joint membership in California AEP and NAEP. At a minimum, such guidance would include all membership, advertising, and educational publications that are jointly funded by dues from both California AEP and NAEP and intended to provide services related to both entities.

The NAEP bylaws allow every Chapter to have at least one representative at every NAEP Board Meeting, thus ensuring adequate representation of all chapters. Each Chapter is allowed to elect one representative to represent the first 150 members. For every Chapter with more than 150 NAEP members, that Chapter, that Chapter has the opportunity to appoint an additional representative for each additional increment of 150 members. It is the decision of each Chapter to determine whether additional representation is warranted when membership exceeds 150.

Each NAEP liaison is expected to serve as the conduit for four important circuits of communication:

1. Relay to the California AEP State Board and the National NAEP Board any information, concerns, or recommendations provided directly by NAEP California Chapter members;
2. Present to the National Board information provided by the California Chapter AEP Board that is relevant in the consideration of organizational issues, educational programming, legislative lobbying, and professional development;
3. Report to the California AEP Board, for conveyance to local members relevant information from the National NAEP Board meeting; and
4. Provide input to the AEP management contract news from the National NAEP Board meeting that is relevant for publication in the Environmental Monitor or local Chapter newsletters.

## CHAPTER DIRECTORS

### **Responsibilities:**

Section 2.2.1 of the Association By-Laws states, "The Chapter Directors shall act as a liaison between the Board and local chapters Boards. Each Chapter Director shall report information on chapter activities and concerns to the Board, and communicate Board activities and direction to local chapter members."

### **Expectations:**

It is understood that the outlined responsibilities for a Chapter Director are above and beyond those responsibilities assigned by the Chapter.

1. Provides direction to the Association Officers (i.e. the Executive Committee).
2. Ensures the viability of their Chapter by maintaining an accurate and up-to-date Statement of Organization and financial record.
3. Participates on at least one committee and will personally serve on or recruit a participant to serve on a second committee.
4. Assists coordination with workshops and conference liaison.
5. Develops and maintains a viable membership through action at the local chapter level.
6. Maintain effective communications to their respective Chapters regarding state Board matters and be the communicative link from the Chapter to the state Board.

## **II. LOCAL CHAPTERS**

### **Responsibilities:**

Per Article 3 of the Association By-Laws, Local Boards function to allow the Chapter to act as a local vehicle for maximum membership involvement in the affairs of the Association. The other requirements set by the By-Laws are that the Board operates in accordance with the Chapter's Statement of Organization and that the Local officers are members of AEP.

### **Expectations:**

According to Board Policy, the primary purpose of Chapters is to promote regular interaction and communication among local members of the Association. Board directives require local chapters operate in a manner consistent with the accounting practices of the State Association and in a method, which reduces liabilities for the entire Association. Specific expectations include:

1. Provide input to the respective Chapter Director to reflect issues of local concern.
2. Maintain a newsletter or other regular communication with all members of the Chapter.
3. Provide regular opportunities for members' education, professional interaction and information sourcing by scheduled and announced activities of the Chapter.
4. Provide opportunities to learn about statewide activities and a forum to collect input for the State Board.

### III. COMMITTEES

#### Responsibilities:

Committees are responsible for implementing the goals of the organization as directed by the Board and as expressed by the Board through the annual budget. Committees may be "Standing", reflecting ongoing responsibilities of the organization, or "Ad Hoc", focused around an individual assignment with a defined product or milestone.

A listing of the recognized committees is as follows:

- Legislative
- Membership
- Emerging Issues
- Climate Change
- CEQA Workshops
- Financial Policies/Budget/Investments
- Student Outreach/Chapters
- Awards/Professional Recognition

Other committees utilized by the AEP Board as needed:

- Website
- Audit
- Publications

### IV. CONSULTANTS

#### Responsibilities:

The AEP Management Consultant is responsible for implementing the goals of the organization as directed by the Board and as expressed by the Board in the scope of services contained in the consultants' contract.

#### Expectations:

To be determined at the time the contract is established.