

BYLAWS of the
ARIZONA ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS

I. JURISDICTION

The Arizona Association of Environmental Professionals (hereafter referred to as CHAPTER) shall encompass the fifteen (15) counties of Arizona (Apache, Cochise, Coconino, Gila, Graham, Greenlee, La Paz, Maricopa, Mohave, Navajo, Pima, Pinal, Santa Cruz, Yavapai, and Yuma).

II. BYLAWS

These Bylaws of the CHAPTER shall govern all operations of the CHAPTER and are intended to be in conformance and compatible in all respects to the Bylaws and Articles of Incorporation of the National Association of Environmental Professionals (NAEP).

All revisions, additions, amendments, and changes to these Bylaws shall be submitted to the CHAPTER BOARD and members for review for a minimum of thirty (30) days. The CHAPTER BOARD shall review amendments on a semi-annual basis to include the Articles of Incorporation of CHAPTER. Such revisions, additions, amendments, and changes shall apply unless rejected by the CHAPTER BOARD at its next Regular meeting not less than thirty (30) days following submission thereof.

III. CHAPTER FUNCTIONS AND PURPOSE

The CHAPTER was formed to promote the goal of enhancing, maintaining, and protecting the quality of life in the natural and human environment through the following:

- A. Adhering to the NAEP Code of Ethics and to the goals of NAEP and the CHAPTER.
- B. Improving and encouraging communication within the environmental community.
- C. Encouraging the efficient use of resources and improvement of the natural environment.
- D. Promoting environmental stewardship.
- E. Providing opportunities for and encouraging the professional development and recognition of members through meetings, conferences, and other activities.

IV. MEMBERSHIP

Persons qualified for NAEP memberships who reside within the CHAPTER boundaries as defined in Article I of these Bylaws and who pay dues as defined in Section V, shall be deemed GENERAL, ASSOCIATE, or STUDENT members of the CHAPTER. Persons not meeting the defined requirements for membership may be considered for CHAPTER membership upon written request to and approval of the BOARD.

A. GENERAL MEMBERSHIP

GENERAL members of the CHAPTER shall be general, associate, senior, or fellow members of NAEP.

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B. ASSOCIATE MEMBERSHIP

ASSOCIATE members of the CHAPTER shall meet the professional requirements of NAEP general or associate membership.

C. STUDENT MEMBERSHIP

STUDENT members of the CHAPTER shall be student members of NAEP.

D. STUDENT ASSOCIATE MEMBERSHIP

STUDENT ASSOCIATE members of the CHAPTER shall meet the educational requirements of NAEP student membership.

V. DUES

The CHAPTER may, by majority vote of those present and voting at a REGULAR meeting as defined in Article VI of these Bylaws, assess members on an annual basis for projected expenses necessary for CHAPTER operation. Dues shall be assessed on a twelve (12) consecutive month basis. Non-payment of duly assessed dues within sixty (60) days following anniversary date may result in termination of CHAPTER membership. Membership renewal date shall coincide with the member's anniversary date.

VI. MEETINGS

A. CHAPTER BOARD

Meetings of the Board of Directors (hereinafter referred to as CHAPTER BOARD) will be held as necessary at a time and place determined by the CHAPTER BOARD. CHAPTER BOARD meetings may be held as needed as determined by the President of the CHAPTER or by majority vote of the CHAPTER BOARD. The CHAPTER BOARD meetings shall be open to CHAPTER members who wish to attend. CHAPTER BOARD Members shall be installed at the first regular meeting following the annual meeting.

B. ANNUAL

An Annual meeting of the CHAPTER shall be held for the purpose of electing the CHAPTER BOARD, and conducting such other business as may come before the members.

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C. REGULAR

Regular meetings of the CHAPTER shall be held for transaction of all business necessary and incidental to the orderly performance of the CHAPTER functions on a continuing basis at a time and place determined by a majority vote of the CHAPTER BOARD. The CHAPTER shall attempt to meet at least twice a year outside the Phoenix Metropolitan area at sites determined by the CHAPTER BOARD.

D. EMERGENCY

Emergency meetings of the CHAPTER shall be called by majority vote of the CHAPTER BOARD. Written notice of such emergency meetings shall be given no later than the third (3rd) day preceding such meeting and shall be sent to all current members of the CHAPTER. Such notice shall set forth the date, time, place, and purpose of such meeting. No matters other than those stated in the notice shall be acted or voted on by membership present at such meeting.

E. PROCEDURE

Robert's Rules of Order shall apply in all meetings.

F. QUORUM

At any meeting of the CHAPTER, a majority of the voting CHAPTER BOARD or thirty percent (30%) of the voting membership shall constitute a quorum.

At any meeting of the CHAPTER BOARD, a majority of the voting CHAPTER BOARD shall constitute a quorum. A quorum may be achieved through proxy designation.

G. VOTING

Only GENERAL, ASSOCIATE, and STUDENT members of the CHAPTER are eligible to vote. Actions requiring a vote of the CHAPTER membership shall require the presence of a quorum and shall be approved by a simple majority of those present and voting at such meetings or by a signed absentee ballot postmarked at least one day prior to meeting at which a vote is to be recorded. **Proxy Designation:** The voting right of a member of the CHAPTER BOARD may be assigned to another voting member of the CHAPTER BOARD by written proxy, which shall be effective during the time specified unless revoked. The total number of proxies that may be assigned to any one voting member of the CHAPTER BOARD is 2.

H. MINUTES AND RECORDING

A full and complete record of all business transacted at Board, Annual, Regular, and Emergency meetings of the CHAPTER shall be maintained in an orderly electronic format and shall be certified as to accuracy by the current duly elected Secretary and President of the CHAPTER, and shall be maintained in a place accessible to the membership upon reasonable request. Minutes of the meetings shall be approved by a majority vote of those present and voting at the next Regular meeting of the CHAPTER. Full copies of the minutes and records,

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or portions thereof, shall be furnished to individual members upon request subject to payment of reasonable duplication expenses by the member or members requesting such copies.

VII. CHAPTER BOARD AND OFFICERS

A. CHAPTER BOARD

The CHAPTER shall be governed by the CHAPTER BOARD duly elected by the voting membership of the CHAPTER. The CHAPTER BOARD shall conduct, manage, and control the affairs and business of the CHAPTER. The CHAPTER BOARD shall be comprised of the four (4) CHAPTER Officers, three (3) Non-Officers and one (1) Immediate Past President whose duties and obligations shall be set forth herein below. Officers and Non-Officers shall collectively be termed BOARD MEMBERS.

B. TERM OF OFFICE

BOARD MEMBERS shall serve for a term of two (2) years. BOARD MEMBERS may succeed themselves upon election.

C. ELECTIONS

Nominations for subsequent BOARD MEMBERS shall be presented to a nomination committee consisting of three (3) CHAPTER members appointed by the BOARD. This committee shall accept and solicit nominations from CHAPTER members in good standing. The committee shall present all candidates to the CHAPTER for vote during the Annual meeting.

Subsequent BOARD MEMBERS shall be elected by a simple majority as determined by secret ballots cast by GENERAL and ASSOCIATE CHAPTER members present at the Annual meeting, or by a signed absentee ballot postmarked at least one (1) day prior to election. The installation of BOARD MEMBERS so elected for the succeeding year shall be accomplished at the first REGULAR Meeting immediately following the elections.

There will be seven (7) elected Board MEMBERS. Nominations and elections shall be conducted in accordance with these Bylaws. Term of office shall be two (2) years with staggered elections; election of Officers in the even years (e.g. 2012, 2014, etc.) and the Non-officers in the odd years (2011, 2013, etc.). The outgoing President shall serve for an additional 2 years to ensure continuity.

D. OFFICERS

The officers of the CHAPTER shall consist of a President, Vice President, Secretary, and Treasurer. Each shall be elected by the eligible voting CHAPTER membership at the Annual meeting. Officers shall be GENERAL members of the CHAPTER in good standing. The officers of the CHAPTER shall have the following duties:

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1. PRESIDENT

The President of the CHAPTER shall have responsibility for the general supervision and operation of the CHAPTER and shall preside at meetings of the CHAPTER membership and the CHAPTER BOARD. The President or his duly appointed representative shall serve as a representative of the CHAPTER (hereinafter termed CHAPTER REPRESENTATIVE) to the Board of Directors of NAEP. The CHAPTER REPRESENTATIVE shall be a GENERAL member of the CHAPTER in good standing. The duties and responsibilities of the CHAPTER REPRESENTATIVE are governed by the Bylaws of NAEP.

2. VICE PRESIDENT

The Vice President of the CHAPTER shall assume the title, duties, and responsibilities of the President in the event of resignation, disqualification, or removal of the President. The Vice President shall preside at meetings of the CHAPTER and of the CHAPTER BOARD during the absence of the President. The Vice President shall be responsible for program arrangements at all meetings of the CHAPTER as well as overseeing committees.

3. SECRETARY

The Secretary of the CHAPTER shall keep and maintain a full and complete set of minutes and records of the business of the CHAPTER, with the exception of the preparation of accounting records and budgets, which shall be prepared and maintained by the Treasurer of the CHAPTER. The Secretary shall preside at meetings of the CHAPTER and CHAPTER BOARD during the absence of the President and Vice President.

4. TREASURER

The Treasurer of the CHAPTER shall keep and maintain a full and complete set of financial and tax records of the CHAPTER; receive, deposit and disburse CHAPTER funds; keep and maintain financial records together with vouchers and receipts; and prepare all budgets and financial reports for action by the CHAPTER and the CHAPTER BOARD. Financial reports shall be presented at all meetings. Financial records shall be available for inspection upon request of any BOARD MEMBER. The Treasurer shall preside at meetings of the CHAPTER and CHAPTER BOARD during the absence of the President, Vice President, and Secretary.

E. NON-OFFICERS

The three (3) Non-Officers who are elected as BOARD MEMBERS will serve on the CHAPTER BOARD and have votes equal to those of the Officers. The Non-Officers of the CHAPTER BOARD are to provide input to CHAPTER discussions regarding operations and policy of the CHAPTER. Non-officer BOARD MEMBERS shall be GENERAL, ASSOCIATE, or STUDENT MEMBERS in good standing.

F. VACANCIES

A vacancy in the BOARD may occur due to resignation, removal, disqualification, or other means. Should the office of President be vacant, the Vice President shall become President automatically and shall serve in such office for the remainder of the term. Should any other office of the CHAPTER be vacant, the CHAPTER

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BOARD may elect to fill the position by a Non-Officer of the BOARD. Other vacancies may be appointed by a majority vote of the remaining BOARD MEMBERS. At least fifteen (15) days prior to voting on the appointment, the CHAPTER BOARD shall notify the CHAPTER membership of the vacancy and solicit volunteers.

G. REMOVAL

BOARD MEMBERS are required to attend meetings of the CHAPTER. A BOARD MEMBER who misses three successive meetings may have his/her position on the CHAPTER BOARD brought to a vote for possible removal at the next scheduled CHAPTER BOARD meeting. Removal shall require unanimous vote by the remaining CHAPTER BOARD.

Any BOARD MEMBER can be removed from the CHAPTER BOARD commencing with a written recall petition signed by one-quarter of the current voting CHAPTER membership. The petition shall set forth charges against such BOARD MEMBER or other reasons for his or her removal and requesting the CHAPTER BOARD to set the time for an EMERGENCY meeting to determine removal.

The CHAPTER BOARD shall certify the recall petition only if a minimum of one-quarter of the current voting CHAPTER membership, on the date of receipt of such petition, have signed the recall petition. Within fifteen (15) days following such certification, written notice shall be sent to all current members that such recall petition has been certified and enclose a copy of the petition, a rebuttal statement by the BOARD MEMBER concerned, if provided, and a special ballot requiring a yes or no vote on such removal.

Ballots shall be cast by voting members at an EMERGENCY meeting to be held no later than the thirtieth (30th) day following such notification or a signed absentee ballot, postmarked at least one day prior to the date of the EMERGENCY meeting. A sixty-six percent (66%) vote is required to remove the BOARD MEMBER. The results of such recall election shall be conveyed to all members of the CHAPTER no later than the fifth (5th) day following the tally of ballots, and shall be posted at the next Regular meeting.

H. PAST PRESIDENT

The outgoing PRESIDENT shall play an advisory (non-voting) role to the CHAPTER BOARD for a period not to exceed two (2) years after PRESIDENT'S term has expired. This position shall not be filled and remain vacant if circumstances preclude the outgoing PRESIDENT from being able to fill this position. The PAST PRESIDENT shall be an AZAEP member in good standing.

I. COMPENSATION

The CHAPTER BOARD shall not receive any stated salaries for their services, but by resolution of the CHAPTER BOARD, the CHAPTER BOARD may be entitled to reimbursement of expenses incurred in that capacity. Nothing herein contained shall preclude any Director from serving the CHAPTER in any other capacity and receiving compensation for such services.

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VIII. FINANCES

A. LOCAL CONTROL

The CHAPTER shall have full and complete control over all funds received by the CHAPTER from all sources, including allocations to the CHAPTER, which may be made by NAEP. Any financial obligation in excess of the then liquid assets of the CHAPTER shall be put to a majority vote of the membership.

B. NAEP

The CHAPTER shall not be liable in any manner for NAEP debts or obligations. Conversely, NAEP shall not be liable in any manner for CHAPTER debts or obligations.

C. PROCEDURES

All fiscal policies and procedures of the CHAPTER shall be in conformance with NAEP fiscal policies and procedures.

D. DISBURSEMENTS

All checks drawn on CHAPTER bank accounts shall be signed by one (1) Officers of the CHAPTER, which shall be either the President or the Treasurer. All checks in excess of \$500 which are drawn on CHAPTER accounts shall require documented approval by two (2) officers.

E. TAX STATEMENTS

Any applicable tax statements shall be prepared and filed by the Treasurer, and a copy of these forms sent to NAEP.

IX. EXPULSIONS AND DISCIPLINARY PROCEDURES

A member may be expelled or subjected to other disciplinary action for cause such as a violation of any of the provisions of the CHAPTER Bylaws or NAEP *Code of Ethics*, or for conduct, which in the opinion of CHAPTER BOARD is improper and prejudicial to the best interest of the CHAPTER.

The CHAPTER BOARD shall consider proceedings toward the expulsion or other discipline of any member: (a) upon the recommendation of the National Committee on Standards and Procedures; or (b) upon the written request of twenty-five percent (25%) of the CHAPTER members. Prior to its consideration of any such case, the CHAPTER BOARD shall determine whether the charges, if proven, are sufficient to require discipline or expulsion, and if so, shall advise the member, in writing, of the charges, shall notify the member of the time and place of a meeting of the CHAPTER BOARD at which the case is to be considered, and shall invite the member to present, at such time, a defense either in person or in writing. Evidence supporting the charges shall be presented to the CHAPTER BOARD at the meeting, and the member charged shall have a full opportunity to reply and present evidence in rebuttal of the charges.

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After consideration of all evidence presented at the meeting of the CHAPTER BOARD at which the case is considered, the CHAPTER BOARD shall determine, by secret ballot, if the charges against a member of the CHAPTER have been sustained or proven. If the charges against a member are sustained or proven by a majority vote, the CHAPTER BOARD, may: (1) by unanimous vote recommend expulsion or (2) by majority vote direct the suspension and/or disciplinary action.

A recommendation by the CHAPTER BOARD that the charge against a member justifies expulsion shall require the affirmative vote by a majority of the voting members of the CHAPTER. If the affirmative vote is less than ninety percent (90%), disciplinary action shall be restricted to a letter of admonition and/or suspension. An affirmative vote of more than or equal to ninety percent (90%) shall be expelled.

No person who has been expelled from membership, and no member during the period of his/her suspension, shall be allowed any of the rights or privileges of membership in the CHAPTER.

X. BYLAW AMENDMENTS

CHAPTER Bylaws may be amended as referenced in Section II or by a sixty-six percent (66%) vote of the voting members. Ballots and proposed amendments must be distributed to all voting members of the CHAPTER no later than the fifteenth (15th) day preceding the meeting at which the proposed amendments will be discussed. Ballots must be returned by the thirtieth (30th) day after mailing or other means of distribution. Any member may petition for an amendment to the Bylaws. The proposed amendment must be presented for a vote of the eligible membership if the petition has been signed by no less than twenty-five percent (25%) of the membership.

XI. DISSOLUTION

In the event of dissolution of the CHAPTER, all assets (following settlement of all CHAPTER debts and obligations) shall become the property of NAEP. Dissolution of the CHAPTER shall require a two-thirds vote of all voting members of the CHAPTER.

XII. MISCELLANEOUS CODES AND ACTIONS

- A. Code of Ethics: The CHAPTER adopts the NAEP Code of Ethics.
- B. Lobbying: No lobbying activities by members on behalf of the CHAPTER will be permitted unless presented to and approved in writing by the BOARD.

XIII. CERTIFICATION

This section is to certify that the undersigned is the CHAPTER President and that the above Bylaws were adopted as the CHAPTER Bylaws at a Regular meeting held in Phoenix, Arizona. Furthermore, the NAEP Executive Board at their July 17, 2010 (MM/DD/YYYY) meeting approved these Bylaws.