

**FLORIDA ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS
2005 AMENDED BYLAWS**

I. NAME AND JURISDICTION

The name of this organization (herein termed the ASSOCIATION) shall be the Florida Association of Environmental Professionals (FAEP). The ASSOCIATION is to be considered as an affiliate of the National Association of Environmental Professionals (NAEP) in accordance with the NAEP Chapter Affiliation Agreement.

The ASSOCIATION boundaries shall encompass the following geographic area: only the State of Florida.

II. BYLAWS

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

1 All revisions, additions, amendments, and/or changes to the Bylaws shall be submitted to
2 NAEP for review. Such revisions, additions, amendments and/or changes shall apply
3 unless rejected by NAEP in a timely manner, following submission thereof. All revisions,
4 additions, amendments, and/or changes to the Bylaws shall be made in accordance with
5 Section XI. Bylaw Amendments and shall be submitted to the BOARD for certification as
6 to conformance with the Bylaws and Articles of Incorporation of the FAEP. Such
7 revisions, additions, amendments and/or changes shall apply unless rejected by the
8 BOARD at their next regular meeting not less than ninety (90) days following submission
9 thereof.

Roberts Rules of Order shall apply to all proceedings of the ASSOCIATION.

III. PRINCIPAL OFFICE

The principal office of the ASSOCIATION shall be located at a place to be established by the ASSOCIATION Board of Directors (hereinafter termed the BOARD) and may be changed from time to time by a majority vote of the BOARD.

IV. ASSOCIATION FUNCTION AND PURPOSE

The primary function of the ASSOCIATION shall be to enhance, maintain, and protect the quality of the natural and human environment through professional ethics and in cooperation with the NAEP.

The specific purposes of the ASSOCIATION shall be: (1) to encourage and facilitate full participation in the ASSOCIATION and NAEP its goals and activities by all persons qualified to be members of the NAEP and the ASSOCIATION; (2) to actively expand the

membership of the NAEP and the ASSOCIATION to include the widest range of views and concerns of professionals engaged in the environmental field.

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1. Encouraging compliance with the NAEP code of ethics and cooperation with the goals of NAEP and FAEP.
2. Improving public awareness of the need for environmental involvement.
3. Improving communication between the environmental professional and regulated communities and between practitioners within the environmental professional community.
4. Improving methods for the collection and utilization of environmental information and providing a forum for dissemination of this information.
5. Encouraging the utilization of resources and research for the benefit of the
6. Encouraging and providing for educational programs which will benefit the environment.
7. Promoting and enhancing recognition of the environmental professional by seeking State certification.

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V. INCORPORATION

The ASSOCIATION shall be incorporated within the State of its headquarters. A copy of the certificate shall also be sent to the NAEP headquarters.

VI. MEMBERSHIP

A. GENERAL MEMBERSHIP

ASSOCIATION General Membership shall be open to all persons with three (3) years professional experience in an environmental discipline (e.g. project or task manager, etc., who exercises independent judgment in an interdisciplinary environmental field). All General members of the ASSOCIATION shall also be General members in good standing of the NAEP. A General Member shall be considered a voting member of the Association, eligible to hold office or to be elected to the BOARD.

B. ASSOCIATE MEMBERSHIP

Florida Associate membership is open to those who do not meet the General membership requirements and to other individuals who are interested in environmental issues, ideas or technology. A Florida Associate shall be considered a voting member of the ASSOCIATION, not eligible to hold an office, but eligible to be elected to the BOARD. . This category is especially applicable to recently graduated students. Those that do not have the requisite education background can remain an Associate member. Upon completion of the required professional experience, an Associate member will be granted General member status.

C. STUDENT MEMBERSHIP

All persons, (a) Enrolled in a school of recognized standing; (b) registered at least as a half-time student according to the rules and regulations of the applicable school; and (c) registered in at least one (1) course in the professional disciplines. Proof of continued registration must be provided to the Executive Director upon membership renewal. A Student Member shall not be considered a voting member of the ASSOCIATION, and is not eligible to hold office or to be elected to the BOARD.

D. DUES

BOARD may, by majority vote of those present and voting at a regular or non-regular meeting, as hereinafter defined, assess ASSOCIATION members on an annual basis for projected expenses necessary to ASSOCIATION operation. Non-payment of approved assessments within thirty (30) days following notification thereof may result in termination of ASSOCIATION membership.

VII. LOCAL CHAPTERS

ASSOCIATION members may join together to establish Local Chapters in Florida on whatever basis the BOARD may deem advisable. The purpose of these Local Chapters shall be to encourage greater participation by Florida's environmental professionals, broaden the ASSOCIATION'S base of support and provide an opportunity for ASSOCIATION members to become better informed on environmental issues of local interest.

Membership in a Local Chapter of the ASSOCIATION is open to individuals who are members of the ASSOCIATION and who reside or work within the Local Chapter's geographical region (as defined by the BOARD.)

To be considered by the BOARD for charter as a Local Chapter, the proposed Local Chapter must submit a list of at least 10 individuals, who are ASSOCIATION members or NAEP members/environmental professionals willing to become ASSOCIATION members, and who reside or work in the Local Chapter's proposed geographical region. The Local Chapter must then obtain preliminary recognition by a majority of the entire BOARD. Upon recognition by the BOARD the Local Chapter must submit to the BOARD within 6 months - a Chapter membership list of at least 10 confirmed ASSOCIATION members, a proposed slate of officers and proposed Local Chapter Bylaws (in agreement with those of NAEP and FAEP. Permanent status as a Local Chapter of FAEP must then be granted by a majority vote of the BOARD.

Bylaws of existing Local Chapters shall govern all operations of the Local Chapter and shall be in conformance and compatible in all respects to the Bylaws and the Articles of Incorporation of the Florida Association of Environmental Professionals. All revisions, additions, amendments, and/or changes to the Bylaws shall be submitted to FAEP for review. Such revisions, additions, amendments and/or changes shall apply unless rejected by FAEP in a timely manner, following submission thereof. Roberts Rules of Order shall apply to all proceedings of the Local Chapter.

Notice of Local Chapters meetings shall be given in advance to the FAEP Secretary to

permit communication of time and place permitting any FAEP members who wish to attend to do so. Local Chapters will be required to submit periodic financial statements as required by the BOARD.

If membership of the Chapter falls below 10 members, the status of the Chapter will be reviewed by the Board.

A. INACTIVE CHAPTERS

Any local CHAPTER that does not have Elected Officers and a Board of Directors in accordance with their approved By-Laws and/or does not hold official activities for a period of one year shall be considered as an INACTIVE CHAPTER. INACTIVE CHAPTERS can be considered as either dormant or dissolved. The determination of dormancy or dissolution will be first determined by the CHAPTER members in an official CHAPTER vote. If such a VOTE does not take place it will be at the discretion of the Board to make the determination.

Activities shall be defined as chapter meetings, Board meetings, conference calls, public service projects, or other gatherings in the name of the local chapter. A CHAPTER may elect to go dormant with a majority vote by a quorum of directors that is appropriately documented.

1 DORMANT CHAPTERS

A DORMANT CHAPTER is defined as a CHAPTER that has no elected officers, no board of directors and/or has had no activity for a period of one year. The potential for reestablishment of the CHAPTER must be actively considered by either the state BOARD or currently active GENERAL members in the geographic area.

Upon the determination of dormancy, the CHAPTER shall transfer any and all funds from the CHAPTER treasury to the ASSOCIATION. The transfer of funds shall be accompanied by a full accounting of expenses and income for a period of not less than twelve (12) months previous and a bank statement indicating closure of the account. The accounting shall include a signed statement by the most recent CHAPTER President and Treasurer of the accuracy of the statement. The ASSOCIATION will recognize in writing that the CHAPTER has been designated as dormant.

The funds shall be placed in the FAEP money market fund account and held for a period of five (5) years. If a revived Chapter is not established within that period, the monies shall become available for general usage by FAEP. If the revived Chapter has elected a Board of Directors, held at least two (2) regular meetings, and established a budget, that Chapter shall be determined to have once again become active. Upon reactivation of the CHAPTER, all funds previously transferred from the CHAPTER to FAEP, shall be returned to the local Chapter. Any funds received in the interim as general membership dues in the ASSOCIATION will be retained by the ASSOCIATION. Should ASSOCIATION members elect to submit CHAPTER dues during the period of dormancy, those funds will also be included in the general operating funds of the ASSOCIATION and will not be considered to be CHAPTER assets.

Lack of documentation concerning the designation of CHAPTER dormancy or other documented agreements between the CHAPTER and the ASSOCIATION will result in the determination that the CHAPTER has been dissolved.

2 DISSOLVED CHAPTERS

Any CHAPTER that has been designated as dissolved will forfeit all funds being held in reserve. Should a CHAPTER subsequently be established in the same geographic location, it will be considered as a new CHAPTER and will not be considered eligible for receipt of past funds.

12 VIII. STUDENT CHAPTERS

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Individuals currently enrolled in undergraduate and/or graduate majors related to the environment may join together to establish Student Chapters in Florida, under the direction of a Faculty Advisor. The purpose of these Student Chapters will be to encourage members in their pursuit of environmentally related careers and to foster personal and professional development of its members. Membership in the ASSOCIATION is not required for the members of the Student Chapter, but each Student Chapter will be sponsored by a Local Chapter in its area, which will oversee its activities. Approval of a Student Chapter's request for affiliation with the ASSOCIATION will require a majority vote of the BOARD. The Constitution and Bylaws of the Student Chapter must adhere to the Code of Ethics and Standards of Practice of the ASSOCIATION. All changes in Bylaws, Faculty Advisor or other governing policies will require the approval of a majority vote of the BOARD.

IX. BOARD MEETINGS

A. REGULAR

Regular meetings of the BOARD for the transaction of all business necessary and incidental to the orderly performance of the ASSOCIATION functions shall be on a regular basis at a time and place to be set by a vote of the BOARD at its first fiscal year meeting.

B. SPECIAL /EMERGENCY

Special or non-regular meetings of the BOARD may be called by a majority of the Directors of the BOARD for good and compelling reasons. Notification of such meetings shall be sent no later than the fifth (5th) business day preceding a teleconference and ten (10) business days preceding any other meeting to all BOARD members. Such notification shall set forth the time, place, and general purpose of such meeting and no additional matters shall be acted or voted on by the membership present at such meeting.

C. QUORUM

A majority of the Officers of the BOARD, or their proxies shall constitute a quorum.

D. VOTING

All actions at meetings requiring a vote of the BOARD for enactment 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 written proxy, unless specified otherwise in other provisions of the Bylaws.

E. MINUTES AND RECORDS

A full and complete record of all business transacted at BOARD meetings shall be maintained in an orderly typewritten manner and shall be certified as to accuracy by the current duly elected Secretary of the BOARD, and shall be maintained in a place accessible to the membership upon reasonable request. Minutes of each meeting shall be approved by a majority vote of those present and voting at the next subsequent regular or special meeting of the BOARD. Full copies of the minutes and records, 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.

X. CHAPTER MEETINGS

Regular meetings of the Local Chapters for the transaction of all business necessary and incidental to the orderly performance of the Local Chapter functions shall be on a regular basis at a time and place to be set by a vote of the Local Chapter's Board at its first fiscal year meeting.

XI. BOARD OF DIRECTORS

A. GENERAL

The ASSOCIATION shall be governed by the BOARD, duly elected by the Local Chapter Boards of Directors, and an Executive Committee, comprised of one (1) representative from each Local Chapter. The BOARD of Directors shall be comprised of the individuals designated as Officers, (PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER, PAST PRESIDENT) and three (3) designated as BOARD MEMBERS. Directors and Executive Committee members may be General or Associate members of the Association, in good standing. Officers shall be General members of the ASSOCIATION in good standing.

B. TERM OF OFFICE

Each of the Directors of the BOARD shall normally serve for a term of three years. Terms shall be staggered with the periods of service for the respective Directors terminating at the special BOARD meeting following the annual elections.

C. ELECTIONS

Directors shall be elected by a majority of ballots cast by the Local Chapter Boards of Directors. Nominations for Directors shall be made from the Nominations Committee as appointed by the President. The Nominations Committee shall solicit names of nominees from each of the Local Chapter Boards. The Secretary shall prepare and distribute ballots to the Local Chapter Presidents no later than the fifteenth (15th) day following such nominations. Local Chapter Presidents shall present the slate of names to their respective Local Boards for a vote. Ballots shall be returned to the Secretary of the ASSOCIATION no later than the thirtieth (30th) day following the nominations. Secretary shall submit the tally to the Board within forty-five (45) days of the nominations.

The installation of Directors for the succeeding year shall be accomplished at the next regular meeting of the directors or at a special meeting called by the President.

Executive Committee members shall be elected by the chapters they represent in accordance with procedures established by that chapter. Executive Committee members shall take office at such time as they shall be elected by the chapter. Terms of office shall be for at least one (1) year, and no more than three (3) years.

D. OFFICERS

The officers of the BOARD shall consist of a President, Vice-President, Secretary, and Treasurer. Each shall be elected by the BOARD at a special meeting of the Directors; following notification of those persons elected by the Local Chapter Boards. The officers of this corporation shall have the support of staff in performing the following duties:

PRESIDENT

The President of the BOARD shall have responsibility for the general supervision and operation of the BOARD and shall preside at meetings of the ASSOCIATION membership and governing BOARD.

VICE-PRESIDENT

The Vice-President of the BOARD 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 also preside at meetings of the ASSOCIATION membership and of the governing BOARD during the absence of the President. The Vice-President shall also be responsible for program arrangements at all meetings of the ASSOCIATION membership.

SECRETARY

The Secretary of the BOARD shall schedule and coordinate all meetings of the BOARD and keep and maintain a full and complete set of minutes and records of the business of the BOARD.

TREASURER

The Treasurer of the BOARD shall reconcile all accounts of the ASSOCIATION and report to the BOARD on at least a quarterly basis, and shall prepare all budgets for action by the BOARD.

PAST-PRESIDENT

The outgoing President shall preside over the meeting at which the new President is elected.

E. NATIONAL REPRESENTATIVE

A National Representative shall be appointed by the BOARD to represent the interests of the FAEP at the NAEP Board of Directors Meetings. The National Representative shall fulfill other national liaison duties at the pleasure of the BOARD. The National Representative shall be a NAEP member in good standing and a voting member of the BOARD.

The duties are primarily as an emissary between the National Organization and the FAEP. As emissary to the FAEP, the National Representative will be directed by the Board in matters directly affecting FAEP. The National Representative will be chosen from the existing Board of Directors, Executive Director or Officer of FAEP. The term of office is to be three years. If the National Representative is unable to attend the NAEP Board of Directors Meeting, he can assign proxy to any of the eligible Board members.

In the event that no candidates can be found willing to accept the appointment for the position, the President has the authority to fulfill the duties personally.

F. EXECUTIVE DIRECTOR

An Executive Director shall be hired by the BOARD to provide various services to the ASSOCIATION and the BOARD, including but not limited to the following: maintain the physical office of the ASSOCIATION; process all member dues and maintain the electronic membership database for the ASSOCIATION; maintain and prepare financial reports and tax forms; publish a periodic Newsletter and Membership Directory; maintain a web site for the ASSOCIATION. The Executive Director shall be a member in good standing of the ASSOCIATION, but shall be prohibited from holding any office on the BOARD or voting. Compensation for the Executive Director will be determined by vote of the BOARD at the start of the Fiscal Year.

G. BOARD MEMBERS

The three (3) non-officers who are elected as Board Members will serve on the Board of Directors. Their duties are to provide input to Board discussions regarding operations and policy of the ASSOCIATION. Their votes are equal to those of the officers on the BOARD.

H. CHAPTER REPRESENTATIVES

Each Local Chapter Board shall elect or appoint one (1) representative to the Executive Committee, which representative shall have one (1) vote in all matters pertaining to the BOARD. The term of office of the Chapter Representative shall be at least one (1) year, and no more than three (3) years.

I. VACANCIES

A vacancy in any office 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. All other vacancies shall be filled by special election as provided below.

Within ten (10) days following such vacancy, a replacement BOARD member shall be nominated by the BOARD and elected pursuant to the policies and procedures set forth above, in section X. C.

J. BOARD MEETING ATTENDANCE

Directors are required to attend six business meetings annually, at least one (1) of which must be in person, when scheduled. A Director who misses two successive regularly scheduled business meetings shall have his/her membership in such Board brought to a vote, for possible termination, at the next regularly scheduled meeting.

A Director who misses three successive regularly scheduled business meetings will automatically be terminated as a Director. The BOARD shall appoint a new Director to serve out the term.

K. REMOVAL FROM OFFICE

Any Director can be removed from office commencing with a written petition signed by one-quarter of the current ASSOCIATION membership, which petition shall set forth the charges against such Director or other reasons for his or her removal and requesting the governing BOARD to set the time for a special election.

The BOARD shall certify the recall petition only if a minimum of one-quarter of the current ASSOCIATION membership, on the date of receipt of such petition have signed the recall petition. Within ten (10) days following such certification, written notification shall be distributed to all current members that such recall petition has been certified and enclosing a copy of the petition, a rebuttal statement by the officer concerned and a special ballot requiring a yea or nay vote on such removal.

Ballots shall be returned to the President no later than the fifteenth (15th) day following such notification and shall be canvassed by the officers of the BOARD no later than the twentieth (20th) day following such notification. The results of such recall election shall be conveyed to all members of the ASSOCIATION no later than the fifth (5th) day following

the canvass of ballots.

XII. FINANCES

A. LOCAL CONTROL

The ASSOCIATION shall have full and complete control over all funds received by the ASSOCIATION from all sources, including allocations to the ASSOCIATION, which may be made by the NAEP from time to time.

B. NATIONAL ASSOCIATION - NAEP

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

C. PROCEDURES

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

D. DISBURSEMENTS

All checks drawn on ASSOCIATION bank accounts for routine business expenses shall be signed by the Executive Director or an appointee of the BOARD. Non-routine business expenses over \$200.00 will require the additional signature of one (1) other BOARD member.

E. TAX STATEMENTS

Annual tax statement shall be prepared by the Executive Director and filed by the Treasurer.

XIII. EXPULSIONS: DISCIPLINARY PROCEDURES

A member other than a Director may be expelled for cause such as a violation of any of the provisions of the Bylaws or Code of Ethical Practice of the ASSOCIATION, or for conduct which in the opinion of the BOARD is improper and prejudicial to the best interest of the ASSOCIATION. The BOARD shall consider proceedings looking toward the expulsion of any member: (a) upon the recommendation of the National Committee on Standards and Procedures; or (b) upon the written request of ten (10) or more ASSOCIATION members. Prior to its consideration of any such case, the BOARD shall advise the member, in writing, of the charges, shall notify the member of the time and place of the meeting of the 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 BOARD at the meeting and the member charged shall have a full opportunity to reply and present evidence in rebuttal of the

charges. The final action of the BOARD shall be by ballot at a meeting of the BOARD.

After consideration of all evidence presented at the meeting of the BOARD at which the case is considered, the BOARD may decide that the charges against a member of the ASSOCIATION are not sufficient to justify expulsion. In such case, if the charges be sustained or proven, the BOARD, at its discretion, may direct the suspension of the member.

A finding that the charges against a member have been sustained or proven shall require the affirmation vote of a majority of the entire BOARD. If the majority vote is less than unanimous, disciplinary action shall be restricted to a letter of admonition. Affirmative votes of the entire BOARD shall be required for expulsion.

No person who has been expelled from membership shall be eligible for reinstatement.

XIV. BYLAW AMENDMENTS

ASSOCIATION Bylaws may be amended by two-thirds of all voting members; provided however, that for the purposes of this section, ten percent of those eligible to vote shall constitute a quorum. Ballots must be received by the ASSOCIATION within 30 days of their issuance. Ballots are to be distributed and advertised in the newsletter. Voting is to be allowed through mail or verifiable electronic communications such as facsimile transmission (fax) or email.

XV. DISSOLUTION

In the event of dissolution of the ASSOCIATION, all assets (following settlement of all ASSOCIATION liabilities) shall be distributed proportionately to each of the Local Chapters, under the guidance and review of NAEP. Dissolution of the ASSOCIATION shall require a unanimous vote of all Local Chapter BOARDS.

XVI. CERTIFICATION

This is to certify that the undersigned is the duly elected ASSOCIATION President and that the above Bylaws were adopted as the ASSOCIATION Bylaws at a regular meeting of persons qualified to be ASSOCIATION members on _____.

By: _____ Date: _____
FAEP President