

# ***BYLAWS***

## ***ALASKA ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS***

### ***A Chapter of the NATIONAL ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS***

#### **I. NAME**

The name of this organization (hereinafter referred to as the ***Association***) shall be the Alaska Association of Environmental Professionals (AEEP), a chapter of the National Association of Environmental Professionals (NAEP).

#### **II. JURISDICTION**

The Association boundaries shall encompass the entire State of Alaska.

#### **III. PRINCIPAL LOCATION**

The principal office of the Association shall be located at a place to be established by the membership of the Association and may be changed from time to time by a majority vote of the membership present at any regular or non-regular membership meeting herinafter defined.

#### **IV. BYLAWS**

The Bylaws of the Association shall govern all operations of the Association and shall be in conformance and subservient in all respects to the Bylaws and the Articles of Incorporation of the Association. The Bylaws of the Board of Directors of the Association (herinafter referred to as the ***Board***), reject or change them by a majority vote of the Board. Seven (7) shall constitute a Board majority vote.

The Officers of the Board (herinafter referred to as the ***Officers***), are the Chairman of the Board, President, Vice-President, Secretary, and Treasurer.

All revision, additions, amendments, and/or changes to the Bylaws shall be submitted by the general membership to the Board for review and consideration as to conformance with the Bylaws and Articles of Organization.

The Association may make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Alaska, for the administration and regulation of the affairs of the Association.

However, notice must be given to the Board at least ten (10) days prior to meeting which Bylaws changes are to be considered. To the extent feasible, said notice shall indicate the Bylaws changes proposed.

## V. ASSOCIATION PURPOSE/FUNCTION

### A. PURPOSE

This Association has been formed to work toward the goal of protecting, enhancing and maintaining the quality of the natural and human environment by: 1) promoting advancement in the state of the art of interdisciplinary environmental education, research, planning, assessment, review and management, and 2) providing opportunities for and encouraging the professional development and recognition of members through meeting, conferences and other activities sponsored by this organization and the NAEP with which it is affiliated.

### B. FUNCTIONS

The Association will operate as a non-political, multi-disciplinary professional organization. The Association adopts the functions as contained in the Bylaws of NAEP with emphasis on the following functions:

1. Provide forum(s) for the exchange of ideas and professional information;
2. Provide opportunities for networking among environmental professionals working in different capacities both in Alaska and nationally;
3. Improve communication and advance the state-of-the-art among environmental practitioners in management, research, planning, designing, engineering, evaluation, education or review;
4. Encourage and carry on research and education for the benefit of the public and concerned professionals in all scientific fields related to the assessment of environmental impacts;
5. Improve methods for the collection and utilization of environmental information and sharing of data bases wherever feasible and promote dissemination of such information on an open and non-discriminatory basis to the public and to decision-makers;
6. Encourage and facilitate participation in Association and NAEP goals and activities; and
7. Actively expand the membership of the Association and the NAEP to include the widest range of views and concerns of professionals engaged in the environmental field.

## **VI. MEETINGS**

There shall be an annual meeting of the members of this Association at a time and place to be determined by the Board. Written notice of the time and place of the annual meeting shall be sent to each voting member by mail, email or other form of written communication, charges prepaid, addressed to him or her at their address as it is shown on the records of the Association, or if it is not shown on the records or is not readily ascertainable, at the place where the meeting of the members are regularly held. Any notice shall be mailed or delivered at least five (5) days before the date of the meetings.

### **A. SPECIAL MEETINGS**

Special meetings of the members of the Association for any purpose or purposes may be called at any time by the President of the Association or by any two of the thirteen board members. Written notice of the time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members. The transactions of any meeting of the members of this Association, however called and noticed and whenever held, shall be as valid as a meeting held after regular call and notice if a quorum is present and if either before or after the meeting each of the voting members consent to hold the meeting, or and approval of the Minutes of the meetings. All the waivers, consents, or approvals shall be filed with corporate records or be made a part of the Minutes of the meetings.

### **B. QUORUM**

A quorum of the members shall be required to vote on matters pertaining to merger with any other organization, dissolution of the Association and any other matter put before the members by the Board. A quorum for any such meeting of the members shall be twenty percent (20%) of the voting members whether present in person or by written proxy.

## **VII. BOARD OF DIRECTORS**

The number of members constituting the Board shall be thirteen (13) elected by the general membership, as hereinafter provided, together with any officers or retiring officers serving as the Board ex officio as otherwise provided in these Bylaws. The number of Board members may be fixed or changed from time to time by amendment of these Bylaws.

Seven (7) members of the Board shall constitute a quorum for the transaction of business.

Subject to limitations of the Articles of Incorporation, other Sections of the Bylaws, the State of Alaska Law, and all corporate powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by the Board. Without limiting the general powers, the Board shall have the following powers:

1. To select and remove all the other board members and agents for the Association and prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the Bylaws.

2. To conduct, manage, and control the affairs and business of the Association, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws; and
3. To borrow money and incur indebtedness for the purposes of the Association, and for that purpose to cause to be executed and delivered, in the Association name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

A. BOARD MEMBERS ELECTIONS & TERM OF OFFICE

The board terms of this Association shall be for three (3) year terms. The current and nominated board members shall be numbered alphabetically one (1) through thirteen (13). Odd numbered board members shall be re-elected the odd year within the three year period. Even numbered board members shall be re-elected the even year within the three year period. In connection with said elections, the Board shall establish a Nominating Committee. In addition, the Nominating Committee shall solicit nominations from the general membership.

The Nominating committee shall further mail or present to all members in good standing a ballot or nomination, which shall contain the names of all persons nominated by the committee and all persons nominated by petition, and shall further provide space for write-in-votes. An effort will be made by the nominating committee to promote geographical balances, as well as a balance among private, public and academic sectors and disciplines reflected in the composition of the board.

The election of the board shall be by ballot held approximately sixty (60) days prior to the Annual Meeting. A board member's term shall commence when he or she is installed at the Annual Meeting.

B. VACANCIES

Vacancies in the Board before their term is up (i.e. 3 years) shall be filled from the voting general membership by a vote of the majority of the remaining board members then in office, even though less than a quorum. The successor board member so elected shall serve for the unexpired term of his predecessor.

C. PLACE OF MEETING

Regular semi-annually meetings shall be held at any place designated by the Board members, giving due regard to the convenience of the board members in obtaining a quorum for the transaction of business.

D. SPECIAL MEETINGS

Special meetings of the Board for any purpose may be called at any time by the President or by any two (2) board members. Written notice of the time and place of special meetings shall be delivered personally to each board member or sent to each board member by mail, email or by other form of written communication, charges prepared, addressed their address as it is shown on the records of the Association, or if it is not shown on the records or is not readily ascertainable, at the place at which the meetings of the board members are regularly held. The notice shall be mailed at least five (5) days before the time of the holding of the

meeting. The transaction of any meeting of the Board, however called and noticed and whenever held, shall be as valid as a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the board members not present signs a written waiver of notice or a consent to hold the meeting or an approval of the Minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### E. ACTION WITHOUT A MEETING

Any action by the Board may be taken without a meeting if a majority of the members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

#### F. REMOVAL

A board member may be removed from office, for cause, by a majority vote of seven (7) of the other board members.

Any board member, who misses two (2) or more semi-annually regular meetings in a single year, may be removed from the Board by action of the Board, and his or her seat may be then be filled pursuant to the provisions of these Bylaws for replacing vacant board member positions. The Board may elect the board member so removed to fill the vacancy.

#### G. PROXY DESIGNATION

The voting right of a member of the Board may be assigned to another member by written proxy, which shall be effective during the time specified unless revoked.

### VIII. OFFICERS

The Officers of this Association shall consist of a Chairman of the Board, a President, a Vice-President, a Secretary and a Treasurer. Each officer shall be elected by the Board at a special meeting. Officers shall serve for a term of three (3) years or until their successor are chosen and qualify.

Officers and assistant officers and agents as may be deemed necessary shall be appointed by the Board. The appointed officers may be selected from either the Board or the general membership.

#### A. DUTIES OF THE OFFICERS

1. *Chairman of the Board:* shall preside at all meetings of the Board. The chairman shall, with assistance as requested from the other officers of the Association, prepare for consideration by the Board at their final meeting of the year, annual program goals and objectives for the coming year.

2. *The President:* shall be the Chief Executive Officer of the Association, shall have general and active management of the business and affairs of the Association subject to the direction of the Board. The president shall preside at all meetings of the membership and in the absence of the Board solely for the purpose of

the election of a temporary Chairman of the Board, who shall be elected from the Directors.

3. *Vice-President:* In the event that the President resigns, is removed from office, or is otherwise incapable of fulfilling the responsibilities as President, the Vice President shall temporarily assume the responsibilities of President until the Board elects a successor President. The Vice President shall have general responsibilities of the activities of ad hoc committees and the annual meeting and other duties as assigned by the President.

4. *Secretary:* Shall have custody of, and maintain, all of the corporate records except the financial records; shall record the minutes of all meetings of the membership and Board; send all notices of meetings out; perform such duties as may be prescribed by the President.

5. *Treasurer:* Shall have custody of all corporate funds and financial records; shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the Annual Meetings and whenever else required by the Board or the President; prepare for approval of the Board at its final meeting of the year an annual budget proposal for the coming year; shall perform such other duties as may be prescribed by the President.

## **IX. MEMBERSHIP**

Sustaining membership categories are:

- General Membership (voting member of AAEP must be a resident within the AAEP boundaries)
- Student Membership
- Associate Membership
- Corporation/Institutional Membership

and will be offered to all persons, both public and private, qualified for membership under the guidelines established by the NAEP.

## **X. FINANCE**

### **A. DUES:**

The Board may establish, and amend, a schedule for annual dues under this Article at any regular or special meeting of the Board.

B. DISBURSEMENTS:

All checks drawn on Association bank accounts shall be signed by two (2) officers. Checks up to and including \$200 can be signed by the Treasurer with a receipt. Above \$200 requires a voucher signed by another officer/board member and the treasurer before issuing the check.

**XI. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS**

A member may be expelled or subjected to other disciplinary action for cause such as violation of any of the provisions of the Bylaws of Code of Ethical Practice of the Association, or for conduct which in the opinion of the Board is improper and prejudicial to the best interests of the Association. The Board shall consider proceedings looking toward the expulsion or other discipline of any member: (a) upon the recommendation of the Committee on standards and Procedures; or (b) upon the written request of ten (10) or more 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 reply to the charges. The final action of the Board shall be by ballot at a meeting of the Board. In case of expulsion, the Board shall notify the expellee and shall drop the person's name forthwith from the rolls of the Association.

After a 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 or other disciplinary action.

A finding that the charges against a member have been sustained or proven shall require the affirmative vote of a majority of the entire Board. If the majority vote is less than seven (7), disciplinary action shall be restricted to a letter of admonition. Affirmative votes of not less than (80) eighty percent of the entire Board shall be required for expulsion.

No person who has been expelled from membership and no member who has been suspended shall during the period of his/her suspension be allowed any of the rights or privileges of membership in the Association. Service on Association committees, at all levels, shall be denied to a person expelled from the Association.

A. NONPAYMENT OF DUES

Any member of the Association shall forfeit connection therewith in the event that the person's dues become six (6) months in arrears.

## B. RESIGNATIONS

Any member of the Association in good standing may resign from membership by written communication to the secretary, who shall present it to the Board. Acceptance of any resignation shall be by majority vote of the Board. A member whose dues are not in arrears and against whom no complaint or charge is pending shall be considered in good standing.

## C. REINSTATEMENT

A former member of the Association dropped from the rolls because of nonpayment of dues may be reinstated by submission of application for reinstatement upon payment of all or part of the current year's dues, depending upon the month of reinstatement, and payment of dues for the six (6) months for which dues were in arrears.

A former member of the Association separated because of resignation may be reinstated through submission of application for reinstatement upon payment of all or part of the current year's dues, depending upon the month reinstated.

Former members of the Association separated by expulsion proceedings or by voluntary resignation following charges of alleged unethical conduct shall not be reinstated to membership except by special action of the Board. The affirmative votes of not less than (80) eighty percent of the entire Board shall be required to effect such reinstatement.

## **XII. FISCAL**

The fiscal year shall begin on the first (1<sup>st</sup>) day of January in each year.

## **XIII. DISSOLUTION**

In the event of abandonment, or dissolution of the Association, all property, real or personal, of the Association remaining after the debts of the Association 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 member of the Association.

## **XIV. MISCELLANEOUS**

The President or the Vice-President, the Secretary, or such other officers as the Board may select for that purpose, are authorized to vote, represent, and exercise on behalf of this Association all rights incident to any voting securities of any other Association or Associations standing in the name of the officers to vote or represent this Association in any other Association or Associations may be exercised either by the officers in person or by any person authorized to do so by proxy or power of attorney duly executed by the officers.