

BY-LAWS
of the
NATIONAL ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS, INC.
REVISED AND APPROVED
APRIL 30, 2011

THESE BY-LAWS SUPERSCEDE ALL PREVIOUS

I. CORPORATE SEAL

The Corporate Seal shall consist of two concentric circles containing the words “NATL. ASSN. OF ENVIRONMENTAL PROFESSIONALS, INC.” and the center “D.C. Corp. 1975.”

II. MISSION STATEMENT

Our mission is to be the interdisciplinary organization dedicated to developing the highest standards of ethics and proficiency in the environmental professions. Our members are public and private sector professionals who promote excellence in decision-making in light of the environmental, social, and economic impacts of those decisions.

Our vision is to:

1. Be the primary source of unbiased information on environmental practices
2. Support the advancement of the environmental professions as a whole and our individual members in their careers
3. Encourage better decision-making that thoughtfully considers the full implications of those decisions.

III. MEMBERSHIP

All Association members must adhere to the Code of Ethics and Standards of Practice. Members must follow the functions required in the Association Handbook

Section 1: Voting Membership Categories

A. *Fellow Member: Awarded by the Board of Directors*

a. *Requirements: Members who have:*

- i. Made significant and substantial contributions to the growth and development of the NAEP;
- ii. Served in leadership positions in the NAEP
- iii. Demonstrated good judgment and integrity,
- iv. Have achieved an extraordinary level of accomplishment in the environmental profession, and have met all of the following requirements:
- v. Must have fifteen (15) years professional experience;
- vi. Must have been a Voting Member for five (5) or more years;
- vii. Must have been in “responsible charge” for five (5) or more years; and
- viii. Must be a Certified Environmental Professional unless exempted by the Board of Directors.

B. *General Member:*

a. *Requirements: The member must*

- i. Have obtained at least a Baccalaureate degree in an area of study related to the environmental disciplines;

- ii. Have three (3) years professional experience in an environmental discipline
- iii. Exercise independent judgment in an interdisciplinary environmental field.
- iv. Request specific exemption by the Board of Directors if the previous requirements are not met.

C. Senior Member:

- a. Requirements: The senior member must:
 - i. Be at least sixty (60) years of age;
 - ii. Have at least ten (10) years environmental professional experience;
 - iii. Be retired from a full-time environmental professional position;
 - iv. Be working no more than part-time in an environmental professional capacity; or
 - v. Request specific exemption from the Board of Directors.

D. Supporting Member:

- a. Annual Honorific category available to a General or Associate Member who;
 - i. Provides annual additional funding to the Association of \$100 or greater
 - ii. Gains or Maintains voting privileges through this category
 - iii. May direct the specific application of the additional funds to existing or future funds or scholarship activities.

E. Affiliate Member:

- a. Benefits and voting rights based on fully executed chapter affiliation agreement.

Section 2: Non-Voting Membership Categories

A. Student Member:

- a. Students must be:
 - i. Enrolled in an accredited college or university;
 - ii. Registered with the university and actively pursuing a degree program. This includes students participating in non-traditional coursework (internship, coop, etc.);
 - iii. Registered in at least one (1) course in an environmentally related discipline; and
 - iv. Able to provide proof of continued registration to the Association Managing Director upon membership renewal.

B. Associate Member:

- a. This category is open to:
 - i. Recently graduated Student Members;
 - ii. Individuals who do not meet the requirements for General Membership
 - iii. Other individuals who are interested in environmental issues, ideas, or technology, networking, or reaching Environmental Practitioners.

C. Corporate/Government Member:

- a. This Category is available to individual offices of Corporations or Government Agencies.
 - i. Corporate member companies will be recognized specifically by NAEP;
 - ii. Individual Office Membership entails 10 members and a single print Journal
 - iii. Incremental increase of fee per 15 members registered with NAEP;
 - iv. Additional print journals can be separately requested at cost;
 - v. Open to Vendors in the Environmental Professions

D. Spouse/Domestic Partner Membership:

- a. The Spouse or Domestic Partner of any of the above individual membership categories may elect to pay specified dues and receive a single copy of the Journal.
- b. All associated member benefits for the individual member categories are retained.
- c. If both partners are voting member categories, voting privileges remain.

Section 3: Other Membership Categories

The Board of Directors may establish other membership categories as determined necessary and new categories will become established by a vote of the Board of Directors.

Section 5: Dues

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

IV. MEETINGS

Section 1: Annual Membership Meeting

There shall be an annual meeting of the members of this Association at a time and place to be determined by the Board of Directors. Written notice shall be sent to each voting member by email or other form of electronic communications as is appropriate. Should electronic notification not be successful or available, the Association will use existing membership records to send written communication to an individual member. Failure of postal notification does not affect the legitimacy of the meeting.

Upon board verification of attempts to notify an individual, the Association can provide a specific Association web announcement in fulfillment of notification requirements. Any notice shall be mailed or delivered at least fifteen calendar (15) days before the date of the meeting(s). Web notice must be provided at least 15 calendar days before the meeting date.

Section 2: Special Meetings

Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the president of the corporation or by any two Directors. Written notice shall be given in the same manner as for annual meetings of the members. The transactions of any meeting of the members of this corporation 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. All waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

Section 3: Quorum

A quorum of the members shall be required to vote on matters pertaining to merger with an 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 present in person or by written proxy.

Section 4: Liabilities of Members

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

V. DIRECTORS

Section 1: Number of Directors

- a. All Directors shall be voting members of the National Association of Environmental Professionals in good standing.
- b. The number of Directors constituting the Board of Directors shall be twelve (12) elected by the voting membership.
- c. Officers are elected by majority vote of the Board of Directors as needed.
- d. The number of Directors may be changed only through official amendment of these bylaws.
- e. Installment of Elected Directors will be recognized at the annual conference following election.
- f. Additional officers or retiring officers, serving as Directors, ex officio, or otherwise provided in these bylaws.
- g. Ex-officio Directors cannot serve as Association Officers unless approved by majority vote of the Board of Directors.
- h. Each recognized and affiliated Chapter of NAEP shall also have one (1) Representative for each 150 voting NAEP members within the chapter.
 - i. A Chapter Representative must be a General Member of the NAEP;
 - ii. Chapter Representatives have the same BOD voting privileges and recognition as elected Directors;
 - iii. As a recognized Director, a Chapter Representative can also serve as an Officer of the Association or a member of the Executive Committee if duly elected by the Board of Directors.
 - iv. The method of selection for the Chapter representative is at the discretion of the Chapter.
 - v. Chapter representation will be determined by the number of voting NAEP members within each chapter as of October 31 of each year (see Table 1 for recognized representation levels).
- i. As a representative of an Affiliated Chapter, a Chapter representative is recognized whenever presented to the Board by the Chapter. This can be fulfilled through official Chapter notification to the Managing Director and the Chapter Committee Chair.

Table 1. Number of Representatives for a Chapter (Number of Voting NAEP Members)

<i>Number of NAEP Voting Member within Chapter</i>	<i>Number of Representatives</i>
Up to 150 NAEP voting members	1
151 – 300 NAEP voting members	2
301 – 450 NAEP voting members	3
451 – 600 NAEP voting members	4
601 – 750 NAEP voting members	5
751 – 900 NAEP voting members	6
901 – 1,050 NAEP voting members	7
more than 1,051 NAEP voting members	8

Section 2: Quorum

A majority of the members of the Board of Directors elected by the voting membership shall constitute a quorum for the transaction of business.

Section 3: Powers of Directors

Subject to limitations of the Articles of Incorporation, other Sections of the By-Laws, and of District of Columbia Law, all corporate powers of the corporation shall be exercised by or under the authority of the Board of Directors. The business affairs of the corporation shall be controlled by the Board of Directors.

Without limiting the general powers, the Board of Directors shall have the following powers:

- a. To select and remove all of the other officers and agents of the corporation and prescribe such;
- b. To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with laws, the Articles of the Incorporation, or the By-Laws; and
- c. To borrow money and incur indebtedness 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 evidence of debt and securities.

Section 4: Executive Committee

The Board of Directors shall authorize an Executive Committee comprised of the President, Immediate Past President, Vice President, Secretary, and Treasurer, to act for the Board at those times when the Board is not in session in order to carry out the business affairs of the organization as called for in Chapter V (Directors), Section 3 (b) above.

Section 5: Election and Term of Office

1. The Board of Directors shall establish an Election Committee, which consists of NAEP voting members in good standing. Appointments to said Committee shall be made by the Board of Directors. The Election Committee shall establish and maintain procedures and policy for conducting annual elections.
2. The election of Directors shall be by ballot. The election process will be conducted by the most convenient and efficient means available (including electronic means). The chosen method must be capable of being monitored and limited to voting members of NAEP.
3. The election will be held at least three months prior to the annual meeting each year.
4. The terms of office for the Directors of this corporation shall be for three (3) years.

- a. Only voting Members shall be eligible to hold office.
 - b. Four (4) Directors will be elected each year to fill three (3) year terms.
5. A Director's term shall commence when the Director-elect is installed at the annual meeting and shall terminate (unless re-elected) at the annual meeting approximately three (3) years hence.
6. Directors representing chapters shall be elected or appointed by the chapters they represent in accordance with the procedures established by that chapter. Directors representing chapters shall take office at the annual meeting, or at such time they shall be elected by that chapter. Terms of office shall be at the discretion of the Chapter.
7. A Director may be elected to unlimited successive or non-successive terms in office.

Section 6: Vacancies

Where a Director resigns from their elected position within the period of appointment, a vote of the Board of Directors will allow an interim person to be named and to serve the remainder of the elected period.

Section 7: Place of Meeting

1. Regular meetings of the Board of Directors shall be held at any place designated by the Board of Directors, giving due regard to the convenience of the Directors in obtaining a quorum for the transaction of business.
2. To the extent practicable, the fall meeting of the Directors shall be held in the city selected to host the next annual conference.
3. In fulfillment of duties of the office of Director to the NAEP, a Director must attend regularly scheduled Board meetings.
 - a. A Director may attend a meeting from a remote location if the capability is provided for a particular meeting.

Section 8: Other Regular Meetings

Other regular meetings of the Board of Directors shall be held on a quarterly basis (approximately 3, 6, and 9 months after the annual meeting).

Section 9: Special Meetings

1. Special meetings of the Board may be held either at a place designated by the Directors or at the principal office.
 - a. Where possible, Special Meetings may be conducted from a remote location with attendance by the Directors remotely.
 - b. Votes required may be taken via the best method available and recorded accordingly.
2. Special meeting of the Board of Directors for any purposes may be called at any time by the President or by any two (2) Directors.

3. Notice of the time and place of special meetings shall be delivered personally to each Director through mail, or the most convenient and effective means available.
 - a. Any notice must provide a means for the recipient to recognize and respond as to attendance or provision of Proxy.
 - b. The notice will be sent to each Director according to the most recent contact information available in the records of the corporation.
 - i. It is the responsibility of the Director to update their corporate contact information, either directly through the corporate records or by providing the information to the corporation manager or Managing Director.
4. The notice shall be distributed at least five (5) days before the scheduled meeting.
 - a. The transactions of any meeting of the Board of Directors however called and noticed and whenever held, shall be as valid as a meeting held after regular call and noticed.
 - i. If a quorum is present, and
 - ii. if either before or after the meeting each of the Directors not present signs a written waiver of notice or consent to hold the meeting or an approval of the minutes.
 - iii. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10: Ex Officio Directors (Not elected by membership.)

- 1) The Immediate Past President shall serve as a Director during the term of his successor.
- 2) The Chairman of the Certification Review Board and the President of the Academy of Board Certified Environmental Professionals shall serve as Directors during the terms of their offices, unless the Academy of Board Certified Environmental Professionals desires that it be represented by other than these two officials.
- 3) The Editor of the Journal of the National Association of Environmental Professionals, by whatever title, shall serve as a Director during the term of his office.
- 4) The Board of Directors may appoint a person, not a member of the Board, to serve as an ex-officio position of Parliamentarian.
- 5) All ex officio Directors shall have the rights and privileged of other Directors, including the right to vote on Board actions except
 - a) that of being elected as an Association officer, or
 - b) determining a quorum as specified in Article V, Section 2.

Section 11: Action without a Meeting

Any action by the Board of Directors 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 proceeding of the Board of Directors. Written consent may include electronic notice that can be verified as to sender and time of consent.

Section 12: Removal

1. A Director may be removed from office, for cause, including violation defined in Article XI, Section 1 and 2, by a majority vote of the Directors.
2. A Director, who misses two (2) or more quarterly regular meetings in a single year, may be removed from the Board of Directors by action of the Board.
 - a. The removed Director's seat may then be filled pursuant to Article V, Section 6 of these By Laws specific to replacing vacant Director positions.
 - b. Attendance at Board Meetings through remote methods, where made available, fulfills the requirement for attendance.
 - c. Should the meeting not be available to remote participants, the requirement for attendance is not valid.
3. The Removal vote of a Director must be announced to the Board at least 10 days prior to the action being taken and will be made a part of either a regular meeting of the Board of Directors, or a special meeting as defined in Article V, Section 8.

Section 13: Proxy Designation

1. The voting right of a member of the Board of Directors may be assigned to another member of the Board of Directors by written proxy, which shall be effective during the time specified unless revoked.
 - a. Proxy Assignment can be electronically provided. However, the sender and the time of proxy assignment must be verifiable by the Secretary and the Managing Director.
 - b. The total number of proxies that may be assigned to any one member of the Board of Directors is 2.
2. A Director serving in both capacities as an elected Board member or officer and a chapter representative shall have two total votes at Board Meetings.
 - a. The first vote is assigned as a representative of the NAEP membership.
 - b. The second is assigned as a representative of the chapter.
 - c. The two proxy rule still applies for an elected Board member.
 - d. No more than 3 total votes are assigned at any one time; one constituting election privilege plus a maximum of two proxies per Board member.

VI. OFFICERS

Section 1: Officer's Roles and Responsibilities

1. The officers of this corporation shall consist of a President, Vice President, a Secretary, and a Treasurer.
 - a. Each officer shall be elected annually by the Board of Directors at the regularly held Board meeting of each year held in conjunction with the annual meeting.
 - b. All officers of the Board shall be selected from the Directors who constitute the Board of Directors for the period from the date of appointment until the date of the next annual meeting which shall be held approximately 12 months following appointment.

2. Officers shall serve for a term of either one (1) year or until such time as their successors are chosen and elected by the Board.
3. Such other officers and assistant officers and agents as may be deemed necessary may be elected, or appointed by the Board of Directors from time to time.
4. Any two (2) or more offices may be held by the same person. The failure to elect a President, Vice President, Secretary, or Treasurer shall not affect the existence of this corporation.
5. The officers of this corporation shall have the following duties:
 - **President:** The President shall preside at all meetings of the membership and of the Board of Directors. The President shall, with assistance as requested from the other officers of the corporation, prepare for consideration by the Board of Directors at their final meeting of the year, annual program goals and objectives for the upcoming year.
 - **Vice President:** The Vice President shall, in absence of the President, preside temporarily at meetings of the membership or of the Board of Directors solely for the purpose of the election of a temporary President, which shall be a Director. Other responsibilities may be assigned as needed. The responsibilities may be defined by either the President or by consent of the Vice President.
 - **Secretary:** The Secretary shall maintain or oversee the maintenance of all corporate records except the financial records; shall prepare minutes of all meetings of the Executive Committee, Board of Directors, and Membership meetings where specific actions are taken. In addition, the Secretary ensures distribution of all notices of meetings; and performs such other duties as may be prescribed by the Board of Directors or the President.
 - **Treasurer:** The Treasurer shall be responsible for the custody of all corporate funds and financial records; shall keep full and accurate accounts of the receipts and disbursements and render accounts thereof at the Annual Meetings and whenever else required by the Board of Directors or the President. The Treasurer is responsible for assembling a budget committee annually to prepare an annual budget for the Corporation. The proposed budget for the coming year will be provided for approval and adoption by the Board of Directors at its final meeting of the year. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President.

VII. STATE OR REGIONAL CHAPTERS

Section 1: Establishment of Chapters

The National Association of Environmental Professionals is a direct membership organization in which members are individually members of the national professional society. The Board shall establish regulations and procedures for establishing Chapters whenever it shall be prudent to do so. No Chapter may be established without approval of a majority of the entire Board of Directors.

1. Members may join together to establish a recognized Chapter in a defined Service Area.
 - a. State and Regional Chapters may be geographically arranged into Regions on whatever basis the Board of Directors may deem advisable.

- b. The purpose of Chapters shall be to encourage a democratic consensus and the opportunity for professional exchange, growth, and development among members on a continuing basis.
2. Within an established State or Regional Chapter, Local chapters can be established that are subchapters of the recognized State or Regional Chapter.
 - a. The State level of Chapter recognition is the smallest entity recognized by the NAEP for direct representation.
 - b. Local chapters will be established as a subset of the State or Regional Chapter.
3. Regions which include multiple states may be subdivided to allow for individual state representation should a local chapter meet the requirements for Chapter recognition and agree to affiliation with NAEP.
4. State or Regional Chapters established prior to the adoption of these By Laws are not required to conform to these rules. State or Regional Chapters established after the adoption of these By Laws will be required to establish according to the By Laws as stated herein.
5. Notice of Chapter meetings shall be given in advance to the NAEP Secretary or Managing Director to permit communications of time and place permitting any National Association of Environmental Professional members who may wish to attend to do so.
6. Members are not required to attend local or regional functions to remain in good standing with NAEP.
7. Members of the NAEP are encouraged to become members of their State or Regional Chapter.
8. Any member of NAEP is allowed to be a member of multiple State or Regional Chapters.

VIII. CHAPTER AFFILIATION

Section 1. Affiliation of Chapters

Chapter Affiliation will be an on-going process whereby NAEP and State or Regional Chapters reestablish their common mission, goals, and responsibilities as defined by a formal Affiliation Agreement.

1. Chapter Affiliation will occur on a five-year period or other period defined by the NAEP Board of Directors.
2. A state or regional chapter that is affiliated with NAEP shall be recognized as part of the Association and will maintain voting privileges through representation on the Board of Directors.
3. An Affiliated Chapter must retain the required NAEP membership as defined in the Affiliation Agreement. Should NAEP membership drop below the minimum level, the Chapter status will be reviewed and voted upon by a majority of the NAEP Board of Directors.
4. Affiliated chapters will be provided the opportunity to host annual meetings and receive profit sharing as outlined in the agreement for hosting a conference.

Section 1. Disaffiliation of Chapters

Should an Established Chapter choose not to renew affiliation, the following actions will be taken by NAEP and the Chapter.

1. Chapters choosing not to approve affiliation will be provided a formal letter of disaffiliation outlining the procedures for removal of NAEP from all corporate records and discontinuation of the use of the NAEP logo or adapted variant used by the Chapter.

2. Where the disaffiliated Chapter was originally established through efforts of the National Association of Environmental Professionals, and where the corporate name of the Chapter includes the use of the title “(State/Region) Association of Environmental Professionals,” the name will be retained by NAEP for the purposes of establishing a new affiliated Chapter within the defined service area.
3. The Disaffiliated Chapter will be required to change the corporate name accordingly for all corporate records and articles of incorporation.
4. The disaffiliating Chapter must reestablish, if desired, as a new entity. The historic date of establishment will be retained by NAEP to be claimed by the resultant affiliated Chapter.
5. The disaffiliating Chapter will be provided a period of one year to complete disaffiliation actions as outlined in these bylaws and other NAEP operational procedures contained in the Handbook.
6. Non-Affiliated Chapters will be allowed to retain representation on the Board of Directors of NAEP; however, the Chapter representative will have no voting privileges.
7. NAEP will initiate actions to reestablish an active affiliated Chapter within the defined Chapter Service Area as soon as possible.
8. Nonaffiliated Chapters will not be automatically provided a means to receive profit sharing for an NAEP annual conference held within the Chapter service area.
 - a. For a conference held within the Chapter service area of a nonaffiliated Chapter, final profit sharing will be at the sole discretion of the Board of Directors.
9. NAEP members within the geographic region of the disaffiliated Chapter will be notified of the disaffiliation actions and provided an opportunity to reestablish a new Chapter within the same service area as determined by the Board of Directors

IX. CHAPTER STATUS

Section 1. Inactive Chapters

Any State or Regional CHAPTER that does not remain in contact with NAEP can be considered for a change of status to Inactive.

1. A CHAPTER can be determined to be INACTIVE if any of the following occur:
 - a. The CHAPTER does not remain in contact with NAEP, this includes failure to retain representation on the Board of Directors;
 - b. Failure to participate in Board of Director meetings, through representation or proxy assignment, for a full year;
 - c. Failure to respond to direct inquiries to CHAPTER officers or contact with information available on the CHAPTER website.
2. The CHAPTER fails to retain Elected Officers and a Board of Directors in accordance with their approved By-Laws.
3. The CHAPTER does not hold official activities for a period of one year.
 - a. Activities are defined as chapter meetings, Board meetings, conference calls, public service projects, or other gatherings in the name of the local chapter.
4. An INACTIVE CHAPTER will be determined through a majority vote of a quorum of the Board of Directors after all attempts to contact the CHAPTER fail. The case for the change of status must be specifically detailed in the proceedings of the meeting wherein the status change is approved.
5. An INACTIVE CHAPTER may petition the Board of Directors for Change of status to Active if the CHAPTER provides justification for status change based on:
 - a. The reinstatement of NAEP communications,

- b. The reinstatement of Officers and a Board of Directors, and
- c. The re-initiation of CHAPTER activities.
 - i. No vote is required once the justification is presented and verified to the Board of Directors.

Section 2. DORMANT CHAPTERS

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 NAEP Board to make the determination.

1. 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 NAEP BOARD or currently active GENERAL members of NAEP in the defined Chapter service area.
2. Where a Dormant Regional Chapter service area was established within a single state or multiple states, a reestablished Chapter can be considered within a newly defined service area.
3. Upon the determination of dormancy, the CHAPTER shall transfer any and all funds from the CHAPTER treasury to the NAEP unless otherwise specified in the most recently approved By-Laws or corporate documents for the Chapter.
4. 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.
 - a. The accounting shall include a signed statement by the most recent CHAPTER President and Treasurer as to the accuracy of the statement. The NAEP will recognize in writing that the CHAPTER has been designated as dormant.
5. The funds shall be placed in the NAEP Treasury and will be specifically targeted to the reestablishment of another Chapter in the same service area.
 - a. Money for the Dormant Chapter will be held for the reestablishment of a replacement Chapter for a period of five (5) years. If a replacement Chapter is not established within that period, the monies shall become available for general usage by NAEP.
 - b. If the replacement 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.
 - c. Upon reactivation of the CHAPTER, all funds previously transferred from the CHAPTER to NAEP, shall be returned to the local Chapter.
 - d. NAEP will cease collecting Chapter dues upon the declaration of Dormancy of a Chapter.

Section 3. DISSOLVED CHAPTERS

1. 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. Any CHAPTER that has been designated as DISSOLVED will forfeit all funds being held in reserve.
 - a. Should a CHAPTER subsequently be established in the same service area, it will be considered as a new CHAPTER and will not be considered eligible for receipt of past funds.
 - b. Funds that can be attributed as coming from a DISSOLVED CHAPTER can be used for the reestablishment of a new Chapter in the same service area.

X. ADVISORY COUNCIL

Section 1: An advisory council may be appointed by the Board of Directors as a determined need arises.

1. In addition to the President and Secretary, it shall consist of a minimum of five (5) persons of national repute, whose senior perspective in environmental policy issues can enhance the professional accomplishments, goals, and objectives of the National Associations of Environmental Professional.
2. One (1) member shall mandatorily represent industry, one (1) academia, and one (1) government.
3. Beyond that, the mix shall be determined by the qualifications of persons available for this honorary appointment to the senior working council of the National Association of Environmental Professionals.
4. When a past President of the National Association of Environmental Professionals is a member of the Executive Committee, that person shall automatically be included on the Advisory Council.

XI. SEPARATION FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS

Section 1: Expulsions, Disciplinary Proceedings

1. A member may be expelled or subjected to other disciplinary actions for causes such as violation of any of the provisions of the By-Laws or Code of Ethical Practice of the Association, or for conduct which in the opinion of the Board of Directors is improper and prejudicial to the best interest of the Association.
 - a. Proceedings specific to Disciplinary Actions will be detailed in the Operational Handbook.
2. The Board of Directors shall consider proceedings looking toward the expulsion or other discipline of any member:
 - a. Upon the recommendation of the Ethics Committee Procedures; and
 - b. Upon the written request of ten (10) or more members.
3. No member who has been expelled from membership and no member who has been suspended shall during the period of the suspension be allowed any of the rights or privileges of membership in the Association.
 - a. Service on Association committees, at all levels, shall be denied to a person expelled from the Association.

Section 2: Nonpayment of Dues

Any member of the Association shall forfeit connection therewith in the event that the person's dues become three (3) months in arrears. No member whose dues are in arrears has the right to receive copies of the ASSOCIATION publications.

Section 4: 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.

A former member(s) 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 of Directors. The affirmative vote of not less than eighty percent (80%) of the entire Board of Directors shall be required to effect such reinstatement.

XII. AMENDMENT OF BY-LAWS

These by-laws may be amended or repealed and new by-laws adopted by a vote of the majority of the members at any Board of Directors meeting. However, notice must be given to the Directors at least ten (10) day prior to such meeting that by-law changes are to be considered. To the extent feasible, said notice shall indicate the by-law change proposed.

XIII. FISCAL YEAR

The fiscal year shall begin on the first (1st) day of January in each year. The adopted budget for a calendar year must be approved at the Fall Board meeting of the Board of Directors.

XIV. 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 Articles of Incorporation and in no instance shall they insure to the benefit of any member of the corporation.

XV. MISCELLANEOUS

The President or the Vice President, the Secretary, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any voting securities (of any corporation or corporations standing in the name of the officers to vote or represent this corporation arising from any voting securities) held by this corporation in any other corporation or corporations. These rights 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.

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

XVI. REPRESENTATION ON ACADEMY OF BOARD CERTIFIED ENVIRONMENTAL PROFESSIONAL (ABCEP)

The Board of Directors shall appoint one certified environmental professional, who is an NAEP member in good standing, to serve on the Board of Trustees of ABCEP.

XVII. ACTION, POLICY, AND PROCEDURES

Matters pertaining to membership, goals, and objectives of the NAEP shall be presented for discussion at the regular Board Meetings.

Any changes or modifications to policy, procedures, standards, or fee structures shall be reported to and, if appropriate, shall be voted on by the Board Members. All such matters shall be presented during the respective reports by the Committee Chairperson, or as other agenda items, as needed, and the Board Members shall determine whether the specific item should be voted on. If the proposed is accepted as being relatively minor in its effect, the matter can be presented for discussion and noted as accepted or rejected in the minutes of that meeting. If the proposal is one that the Board feels is of greater significance, the matter should be brought before the Board for the vote.

Any matter pertaining to By-Laws changes must be presented in accordance with Article X. Proposed actions, policy changes and procedures to be discussed before the acceptance include, but are not limited to, membership qualifications and fees, the journal and newsletter, certification, chapter information and affiliation. The intent of this section is to promote full and equal awareness among the Directors of the NAEP of policy changes that will affect the NAEP membership.