

BY-LAWS of the Northwest Chapter
of the
FLORIDA ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS

I. JURISDICTION

The Northwest Chapter of the Florida Association of Environmental Professionals (hereafter the CHAPTER) area shall be the Florida counties of Escambia, Santa Rosa, Okaloosa, Walton, Washington, Holmes, Bay, Gulf, Calhoun, and Jackson Counties.

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) and the Florida Association of Environmental Professionals (FAEP).

All revisions, additions, amendments and changes to these Bylaws shall be submitted to the FAEP BOARD for certification as in conformance by the Bylaws and Articles of Incorporation of FAEP. Such revisions, additions, amendments and changes shall apply unless rejected by the FAEP BOARD at its next regular meeting not less than thirty days following submission thereof.

III. CHAPTER FUNCTIONS AND PURPOSE

The Chapter is a unit of FAEP which was formed to promote the goal of enhancing, maintaining and protecting the quality of life in the natural and human environment through the following:

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 environment.
6. Encouraging and providing resources programs that will benefit the environment and for educational programs which will benefit the environment.

7. Promoting and enhancing recognition of the environmental professional by seeking State certification.

IV. MEMBERSHIP

Persons qualified for NAEP and FAEP membership who resides within the CHAPTER boundaries as defined in Article I of these Bylaws shall be deemed qualified for membership as GENERAL or ASSOCIATE. GENERAL and ASSOCIATE members of the CHAPTER shall enjoy the same privileges and responsibilities for all internal chapter functions. Persons qualified for NAEP and FAEP membership who do not reside within the CHAPTER boundaries may be approved for membership by a majority vote of the Board of Directors.

Membership normally requires appropriate educational background and experience, and is open to all persons who have been, or are currently, engaged in work directly related to environmental management, planning, impact assessment, environmental protection, or environmental compliance including such activities as permitting, compliance auditing, regulatory review, research, teaching, environmental engineering and design, quality assurance and implementation of environmental protection and control. Membership is also open to those who are actively pursuing a course of study in the above fields.

A. GENERAL MEMBERSHIP

GENERAL members of the CHAPTER shall be members of NAEP and FAEP.

B. ASSOCIATE MEMBERSHIP

ASSOCIATE members of the CHAPTER shall be members of FAEP.

C. Persons, otherwise qualified, including students actively pursuing a course of studies related to environmental professions shall become members of the CHAPTER after submitting a written request for membership to the CHAPTER secretary listing their qualifications and paying the appropriate dues required by these Bylaws, upon receipt of notice in writing from the CHAPTER of acceptance of said request for membership.

V. DUES

The CHAPTER may, by majority vote of those present and voting at a SPECIAL 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 calendar year basis. Non-payment of duly assessed dues within sixty (60) days following notification thereof may result in termination of CHAPTER membership.

VI. MEETINGS

A. 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 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. One CHAPTER BOARD meeting shall be held annually each year following the Annual Meeting of members for the purpose of installing the new Board Members.

B. ANNUAL MEETING OF MEMBERS

An annual business meeting of the members of the CHAPTER shall be held in –September each year at the principal place of business of the CHAPTER or as may be designated by the directors with written notice given to the members for the purpose of electing officers and directors, and conducting such other business as may come before the members.

C. REGULAR

Regular meetings of the CHAPTER shall be held on a continuing basis at a time and place determined by a majority vote of the CHAPTER BOARD.

D. SPECIAL

1. BUSINESS

(a) Business meetings of the CHAPTER shall be called by a majority vote of the CHAPTER BOARD, unless specified otherwise in other provisions of these Bylaws. Written or electronically distributed notifications of such meetings shall be postmarked no later than the fifteenth (15th) day preceding such meeting and shall be mailed or electronically distributed to all current members of the CHAPTER. Such written or electronically distributed notifications shall set forth the time, place, and general purpose of such meeting. No additional matters other than those stated in the notification shall be acted or voted on by membership present at such meeting.

(b) A business meeting of the CHAPTER shall be held every September to nominate members for the CHAPTER BOARD and conduct such other business as may be necessary.

2. EMERGENCY

Emergency meetings of the CHAPTER shall be called by unanimous vote of the CHAPTER BOARD. Written notice of such emergency meetings shall be given no later than the fifth (5) day preceding such meeting and shall be mailed or electronically distributed to all current members of the CHAPTER. Such written 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, one quarter of the CHAPTER membership eligible to vote shall constitute a quorum. At any meeting of the CHAPTER BOARD a majority of CHAPTER BOARD shall constitute a quorum.

G. VOTING

Only General and Associate 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, where specified in the Bylaws.

H. MINUTES AND RECORDING

A full and complete record of all business transacted at Board, Annual and Special meetings of the CHAPTER shall be maintained in an orderly typewritten manner 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 Board or special meeting of the CHAPTER. 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.

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 and a minimum of three (3) Non-Officers whose duties and obligations shall be set forth herein below. The Officers and Non- Officers shall collectively be termed BOARD MEMBERS. BOARD MEMBERS shall be general or associate members of the CHAPTER in good standing.

B. TERM OF OFFICE

BOARD MEMBERS shall serve for a term of one year terminating on the 31st day of October. BOARD MEMBERS may succeed themselves upon election.

C. ELECTIONS

A temporary CHAPTER BOARD may be elected by prospective members of the Chapter in order to carry out the initial organization of the Chapter. That board will serve until the first Annual Meeting of Membership takes place after the Chapter is organized, but in no cases will this Board serve for more than one year.

The first CHAPTER BOARD shall be elected by a majority of the CHAPTER members qualified as general or associate members present at the first Annual Meeting of the Membership after the these Bylaws have been adopted.

Nominations for subsequent BOARD MEMBERS shall be presented by a temporary nomination committee. The committee, consisting of five (5) CHAPTER members, shall be appointed by the BOARD. This committee shall accept and solicit nominations from CHAPTER members in good standing. All nominations received by the committee shall be presented to the CHAPTER during the Annual Meeting. Subsequent BOARD MEMBERS shall be elected by a plurality of secret ballots cast by qualified CHAPTER members present at the annual meeting of members held every May beginning in 1993, or by a signed absentee ballot, postmarked at least one day prior to the meeting at which a vote is to be recorded. The installation of BOARD MEMBERS so elected for the succeeding year shall be accomplished at the CHAPTER BOARD meeting immediately following the elections in October, at the latest by Jan. 31 of each year.

D. OFFICERS

The officers of the CHAPTER shall consist of a President, Vice- President, Secretary and Treasurer. Each shall be elected by the BOARD MEMBERS at the CHAPTER BOARD meeting following installation of those persons elected by the CHAPTER membership. The officers of the CHAPTER shall have the following duties:

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 on the Board of Directors of FAEP as a representative of the CHAPTER (hereinafter termed CHAPTER REPRESENTATIVE). 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 FAEP.

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 can be responsible for program arrangements at all meetings of the CHAPTER.

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.

TREASURER: The Treasurer of the CHAPTER shall keep and maintain a full and complete set of financial records of the CHAPTER; receive, deposit and disburse CHAPTER funds; keep and maintain financial records on a double-entry bookkeeping system 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 BOARD and special CHAPTER meetings. Financial records shall be available for inspection upon request of any BOARD MEMBERS. 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 minimum of 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. In addition the Board Members can request to chair committees or undertake special initiatives. The Non-Officers of the CHAPTER BOARD are to provide input to CHAPTER discussions regarding operations and policy of the CHAPTER.

PAST PRESIDENT: The Past President shall have the responsibility of insuring that there is an appropriate transition of the duties and responsibilities from the previous Board Members to the newly elected President and Board Members. In addition the Past President will serve in an advisory capacity to insure there is no deviation from the Chapter bylaws, and the Chapter Functions or Purpose. The Past President will serve on the CHAPTER BOARD and have a vote equal to those of the Officers.

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 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 Board shall notify the Chapter membership of the vacancy and solicit volunteers.

G. MEETING ATTENDANCE

Board members are required to attend BOARD Meetings and Special Meetings of the CHAPTER. A Board member who misses two successive meetings, either CHAPTER or special, shall have his/her membership in the CHAPTER brought to a vote for possible removal at the

next scheduled BOARD Meeting. Removal shall require unanimous vote by the remaining CHAPTER members.

H. REMOVAL

Any BOARD MEMBER can be removed from the CHAPTER commencing with a written recall petition signed by one-quarter of the current voting CHAPTER membership, which 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 special election.

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 mailed to all current members that such recall petition has been certified and enclosing 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 a special 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 special meeting. A two-thirds 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 membership meeting.

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 and FAEP.

B. NAEP NATIONAL ASSOCIATION

The CHAPTER shall not be liable in any manner for NAEP or FAEP debts or obligations. Conversely, NAEP or FAEP 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 FAEP fiscal policies and procedures.

D. DISBURSEMENTS

All checks drawn on CHAPTER bank accounts shall be signed by two (2) Officers of the CHAPTER, one of which shall be either the President or Vice-President and the other of which shall be the Treasurer.

E. TAX STATEMENTS

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

IX. EXPULSIONS; 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 Bylaws or Code of Ethical Practice of the CHAPTER, 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 ten (10) or more 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.

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 either disciplinary action.

A recommendation by the CHAPTER BOARD that the charge against a member justifies expulsion shall require the affirmation vote by a majority of the voting members of the CHAPTER. If the affirmation vote is less than ninety (90%) percent, disciplinary action shall be restricted to a letter of admonition. An affirmation vote of more than or equal to ninety (90 %-) percent 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 suspension, be allowed any of the rights or privileges or membership in the CHAPTER. Service on CHAPTER committees" at all levels, shall be denied to a person expelled from the CHAPTER.

X. BYLAW AMENDMENTS

Chapter Bylaws may be amended at any meeting of the CHAPTER BOARD provided that: (1) the amendment to the Bylaws was submitted in writing at the next previous meeting, and (2) the amendment to the Bylaws are submitted and approved by the Board of Directors of FAEP.

XI. DISSOLUTION

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

XII. INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS; LIABILITY OF OFFICERS AND DIRECTORS

A. Terms used in this Bylaw shall have the meanings ascribed to them in Sections 607.0850, 617.0831 or 617.0285, Fla. Stat., or any amended or successor sections of the Florida Statutes.

B. Except as may otherwise be provided herein, the CHAPTER shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, indemnify any officer, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the CHAPTER, liability incurred in connection with such proceeding including any appeal thereof; or (b) in the case of any proceeding by or in the right of the CHAPTER, expenses and amounts paid in settlement not exceeding, in the judgment of the CHAPTER BOARD, the estimated expense of litigating the proceeding to conclusion; provided, however, that the CHAPTER shall not, under this paragraph B or paragraph D below, indemnify any officer, board member, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, board member's, employee's or agent's actions or omissions to act constitute a tortuous act relating to such person's actions in a personal or professional capacity or (1) were material to the cause of action so adjudicated and (2) constitute:

- (a) a violation of the criminal law, unless the officer, director, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; or
- (b) a transaction from which the officer, director, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (c) willful misconduct or a conscious disregard for the best interests of the CHAPTER in a proceeding by or in the right of the CHAPTER to procure a judgment in its favor or in a proceeding by or in the right of a member.

C. Notwithstanding the failure of the CHAPTER to provide indemnification due to a failure to satisfy the conditions of paragraph B above and despite any contrary determination of the CHAPTER BOARD or, if applicable, the membership of the CHAPTER, an officer, board member, employee or agent of the CHAPTER who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding,

to the circuit court, or to any other court of competent jurisdiction on receipt of an application, such court, after any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court ordered indemnification or advancement of expenses, if the court determines that:

(a) the officer, board member, employee or agent is entitled to mandatory indemnification pursuant to Section 607.0850, Fla. Stet., or any amended or successor section, in which case the court shall also order the CHAPTER to pay such person reasonable expenses incurred in obtaining court ordered indemnification or advancement of expenses; or

(b) the officer, board member, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the CHAPTER's exercise of its authority pursuant to paragraph D below. It is the express intention and desire of the CHAPTER to avoid any obligation to indemnify or advance expenses to an employee or agent if (i) the officer, board member, employee or agent is not entitled to mandatory indemnification pursuant to paragraph C (a) of this section, or (ii) the CHAPTER has not otherwise agreed to indemnify or advance expenses to such officer, board member, employee or agent pursuant to paragraph C (b) of this section. The CHAPTER does not recognize and will not permit any officer's, board member's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, board member, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the CHAPTER's exercise of its authority pursuant to paragraph D below.

D. Paragraph B shall not be construed to mean that indemnification by the CHAPTER pursuant to Section 607.0850(7), Fla. Stet. (1990) is not permitted. Subject nevertheless to the limitations of paragraph B, the CHAPTER may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, board member, employee or agent under any By-Law, agreement, vote of members, if any, or disinterested board member, or otherwise, both as to actions of such officer, board member, employee or agent in his official capacity and as to actions in another capacity while holding such office.

E. Any indemnification under this By-Law shall be made by the CHAPTER only upon a determination that indemnification of the officer, board member, employee, or agent is proper under the circumstances because he has met the application standard set forth in this By-Law. Such determination shall be made:

(1) By the CHAPTER BOARD by a majority vote of a quorum consisting of board members who were not parties to such proceeding; or,

(2) If such quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the CHAPTER BOARD (in which designation board members who are parties may participate) consisting solely of two or more board members not at the time parties to the proceeding; or,

(3) By independent legal counsel:

(i) Selected by the CHAPTER BOARD prescribed in paragraph

(ii) If a quorum of the board members cannot be obtained for paragraph E (1) and the committee

cannot be designated under paragraph E(2), selected by majority vote of the full CHAPTER BOARD (in which board members who are parties may participate); or

(4) By the members of the CHAPTER by a majority vote of a quorum consisting of members who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of a quorum of the members including, if applicable, members who were, as well as members who were not, parties to such proceeding.

F. Expenses incurred by an officer or board member in defending a civil or criminal proceeding may be paid by the CHAPTER in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or board member to repay such amount if he is ultimately found not to be entitled to indemnification by the CHAPTER pursuant to this By-Law. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms or conditions as the CHAPTER BOARD may, from time to time, deem appropriate but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he is ultimately found not to be entitled to indemnification by the CHAPTER pursuant to the By-Law.

G. Indemnification or advancement of expenses as provided in this By-Law shall continue, unless otherwise provided when such indemnification or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

H. If any part of this By-Law shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

I. Nothing in this By-Law is intended nor should it be interpreted to limit, in any way, the immunity from civil liability applicable to the CHAPTER's officers and as the same exists in Sections 617.0285 and 617.028, Fla. Stat. (1991), or any amended or successor sections of the Florida Statutes.

XII. CERTIFICATION - see area Chapter Contacts for complete version