

# By-Laws

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## **I. NAME AND JURISDICTION**

- A. The name of the organization (herein termed the CHAPTER) shall be the Central Florida Association of Environmental Professionals ("CFAEP").
- B. The CHAPTER boundaries shall encompass, but not be limited to the following geographic areas: the counties of Orange, Seminole, Osceola, and Lake.

**II. BYLAWS.** The BYLAWS of the CHAPTER shall govern all operations of the 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 ("FAEP"). The BYLAWS of the CHAPTER shall remain in effect as adopted unless the Board of Directors of the CHAPTER (hereinafter termed the BOARD) by the majority vote, shall reject the BYLAWS or parts thereof.

**III. PRINCIPAL OFFICE.** The principal office of the CHAPTER shall be located at a place to be established by the BOARD and may be changed from time to time by a majority vote of the BOARD.

**IV. CHAPTER FUNCTIONS AND PURPOSE.** The CHAPTER has been formed to work toward the goal of protecting, enhancing, and maintaining the quality of the natural human environment in Central Florida through cooperation with the National Association of Environmental Professionals ("NAEP") and FAEP. The specific purposes of this CHAPTER shall be:

- A. To encourage and facilitate full participation in NAEP and FAEP goals and activities by persons qualified to be members of the FAEP and the CHAPTER;
- B. To actively expand the membership of the NAEP, FAEP and the CHAPTER to include the broadest, most diverse range of views and concerns of environmental professionals in Central Florida engaged in the environmental field;
- C. To encourage development of professionals engaged in work directly related to environmental management, planning, impact assessment, environmental protection or environmental compliance/remediation including but not limited to such activities as permitting, compliance auditing, regulatory review, research, teaching, engineering, law, design, quality assurance and implementation of environmental protection and control;
- D. To seek professional recognition and certification as environmental professionals;
- E. To encourage and carry on educational seminars or programs including both training in various environmental disciplines and workshops on environmental issues for the benefit of the public and concerned environmental professionals in Central Florida in all fields related to the environment;

- F. To provide an opportunity for CHAPTER members to become better informed on environmental issues of local interest to ensure an awareness of local environmental problems and solutions;
- G. To raise, receive, maintain, distribute and administer funds for charitable, scientific, educational or other similar purposes;
- H. To develop professional, networking relationships with other disciplines, including but not limited to planning, geology, engineering and landscape architecture;
- I. To provide a forum for encouraging and recognizing innovative, creative projects that address environmental concerns; and
- J. To provide a forum for ethical conduct and for professional review of complaints and grievances.

**V. INCORPORATION.** The CHAPTER shall be incorporated as a not-for-profit corporation within the State of Florida. A copy of the Articles of Incorporation shall be sent to the FAEP.

**VI. MEMBERSHIP.** All members of the CHAPTER shall also be members in good standing of the FAEP. However, it is the intent of the CFAEP to provide a membership category that recognizes that not all interested parties may be interested in becoming a member of the FAEP and NAEP for professional reasons. Those persons wishing to receive information from CFAEP, attend meetings and be a part of all activities of CFAEP without voting privileges shall be classified in this category to be called "Associate Members of CFAEP". "Associate Members of CFAEP" memberships shall be open to any environmental professional or other individuals interested in environmental issues. Membership in NAEP and FAEP is not required. "Associate Members of CFAEP" members shall pay the same annual assessment as CHAPTER members, but shall not be considered a voting member of the CHAPTER or FAEP nor can they hold an office or be elected to the Board. "Associate Members of CFAEP" shall receive notices of all CHAPTER meetings and other functions and other non-voting mailings.

**VII. DUES.** The BOARD may establish, and amend, a schedule for annual dues at any regular or special meeting of the CHAPTER BOARD. Any member of the CHAPTER shall forfeit connection and membership therewith in the event that the person's dues become three (3) months in arrears.

### **VIII. MEETINGS**

- **A. REGULAR.** Regular meetings of the CHAPTER membership for the transaction of all business necessary and incidental to the orderly performance of the CHAPTER functions shall be on a periodic basis at a time and place to be set by a vote of the BOARD.
- **B. SPECIAL.** Special or non-regular meetings of the CHAPTER membership may be called by a majority of the officers of the CHAPTER for good and compelling reasons. Written notification of such meetings shall be sent no later than the tenth (10th) day preceding such meeting to all current members of the CHAPTER via email, FAX or mail. Such written notification shall set forth the time, place and purpose of such meeting and no matters other than those specified in the meeting announcement shall be acted or voted on by the membership present at such meeting.
- **C. EMERGENCY.** Emergency meetings of the CHAPTER membership or BOARD may be called by a unanimous vote of the officers of the CHAPTER only for the most compelling reasons. Written notification

of such emergency meetings shall be made no later than the fifth (5th) day preceding such meeting and shall be made via email, FAX or mail to all current members of the CHAPTER. Such notification shall specify the time, place, and specific purpose of such emergency meeting and no business other than that specified in the meeting announcement shall be transacted at such meeting.

- **D. QUORUM.** One quarter (1/4) of the current membership of the CHAPTER, or 15 members, whichever is less, shall constitute a quorum for voting at membership meetings. A majority of the BOARD shall constitute a quorum for the transaction of business.
- **E. VOTING.** All actions at meetings requiring a vote of the CHAPTER membership for enactment shall require a vote of a simple majority (50% plus one) of those MEMBERS present and voting, at any meeting at which a quorum is present, unless otherwise specified in these BYLAWS.
- **F. MINUTES AND RECORDS.** A full and complete record of all business transacted at CHAPTER membership meetings and 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 CHAPTER, and shall be maintained in a place accessible to the membership upon reasonable request. Minutes of each CHAPTER or BOARD meeting shall be approved by a majority vote of those present and voting at the next meeting of the membership. 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.
- **G. PROCEDURE.** Robert's Rules of Order shall apply to all proceedings of the CHAPTER.

## **IX. BOARD MEMBERS**

- **A. GENERAL.** The CHAPTER shall be governed by the BOARD duly elected by the voting membership of the CHAPTER. The BOARD shall conduct, manage and control the affairs and business of the CHAPTER. The BOARD shall be comprised of nine (9) elected individuals. The immediate past PRESIDENT shall serve as an ex officio, non-voting, member of the BOARD in addition to the elected BOARD MEMBERS.
- **B. TERM OF OFFICE.**

1. Each of the BOARD MEMBERS of the CHAPTER shall serve for a term of two (2) years from their date of election

2. BOARD MEMBERS of the CHAPTER may not be elected to more than two (2) consecutive full terms of office, or serve as a BOARD member for more than 60 months, whichever is less. Former BOARD members may be re-elected beginning with the next election one year after the end of their previous term.

- **C. ELECTIONS.**

1. Nominations of eligible CFAEP members for election to the BOARD shall be submitted in writing to the SECRETARY by a deadline established by the BOARD prior to each election. Written nominations may be sent via mail, email, fax or hand delivery. Nominations must be signed by the nominee, and must include a positive statement that the individual is seeking election to the CFAEP BOARD.

2. **BOARD MEMBERS** shall be elected in May via mail-in or email ballots distributed to the CHAPTER membership. Returned ballots will be accepted until 30 days following the date on which ballots were mailed, as indicated by the postmark date. Only votes returned on original ballots will be counted. Those candidates receiving the largest number of votes shall be elected to the BOARD in descending order until all vacant BOARD positions are filled.

3. In the event of a tie-vote for a contested BOARD position between those candidates receiving the fewest votes, the BOARD may resolve the tie in any reasonable manner, including, but not limited to, random selection (e.g., coin-toss), or a vote of the BOARD.

4. The election of officers for the succeeding year shall be accomplished at first meeting of the newly constituted BOARD in June of each year following election of new BOARD members. BOARD members seeking election as officers must nominate themselves in writing. Nominations must be signed by the nominee, and must include a positive statement that the individual is seeking election to, and is willing to serve in, one or more specific offices on the CFAEP BOARD. The BOARD shall consider all announced nominees for office, but may entertain other nominations from the floor. Nominations from the floor must be agreed to, in writing, by the nominee. Election of officers shall be by majority vote of the BOARD. New officers assume their offices immediately upon election.

- **D. OFFICERS.** The officers of the CHAPTER shall consist of a PRESIDENT, VICE-PRESIDENT, SECRETARY and TREASURER. Each shall be elected by the BOARD at a special meeting of the BOARD, following notification of those persons elected by the CHAPTER membership. The officers shall have the following duties:

1. **PRESIDENT.** The PRESIDENT of the CHAPTER shall have responsibility for the general supervision and operation of the CHAPTER and shall preside at meetings of the CHAPTER membership and of the BOARD.

2. **VICE-PRESIDENT.** The VICE-PRESIDENT of the CHAPTER shall assume the title, duties, and responsibilities of the PRESIDENT in the event of resignation, disqualification, or removal of the PRESIDENT. The VICE-PRESIDENT shall also preside at meetings of the CHAPTER membership and of the BOARD during the absence of the PRESIDENT.

3. **SECRETARY.** The SECRETARY of the CHAPTER shall keep and maintain a full and complete set of typewritten 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 also preside at meetings of the CHAPTER membership during the absence of the PRESIDENT and VICE-PRESIDENT.

4. **TREASURER.** The TREASURER of the CHAPTER shall keep and maintain a full and complete set of financial records of the CHAPTER; shall receive, deposit, and disburse CHAPTER funds; shall keep and maintain financial records together with vouchers and receipts; and shall prepare all budgets and financial reports for action by the CHAPTER membership and for review by the BOARD.

5. **OTHER BOARD MEMBERS.** The non-officers who are elected as BOARD MEMBERS shall participate equally in all BOARD discussions regarding operations and policy of the CHAPTER. Their votes are equal to those of the officers on the BOARD. BOARD MEMBERS may also concurrently serve as members or act as Chairman of Committees established by the BOARD or membership.

- **E. VACANCIES**

1. A vacancy in the BOARD may occur due to resignation, removal, disqualification or other means.
2. Should the office of PRESIDENT become vacant, the VICE-PRESIDENT shall become PRESIDENT automatically and shall serve in such office for the remainder of the term. In the event that the VICE-PRESIDENT cannot serve, the SECRETARY shall become PRESIDENT. In the event that the SECRETARY cannot serve, the TREASURER shall become PRESIDENT.
3. All other officer vacancies shall be filled by a vote of the BOARD at the next BOARD meeting at which the vacancy is acknowledged. Officers shall be drawn from the BOARD members.
4. For vacancies in the BOARD not involving officers, the BOARD may appoint an eligible member of the CHAPTER to fill the vacant position until the next annual election. The terms of appointed BOARD members shall not extend beyond the next annual election, regardless of the remaining duration of the original term of the replaced BOARD member. Appointed BOARD members may stand for election in the vacated post. The two-year term of office per Section X.B.1. shall extend from the date of election.

- **F. BOARD MEETING ATTENDANCE**

1. A BOARD member absent from (3) successive regularly scheduled CHAPTER and BOARD meetings shall be asked to submit, in writing, a request for an excused absence for meetings missed. Alternatively, if no longer able to serve, the BOARD member may submit a letter of resignation from the BOARD. The BOARD will consider the termination of BOARD members with three unexcused absences at the next regularly scheduled BOARD meeting.
2. A BOARD member absent from (4) successive regularly scheduled CHAPTER and BOARD meetings will be automatically considered for termination as a BOARD MEMBER at the next regularly scheduled BOARD meeting. If the member is removed from the BOARD, the BOARD shall appoint a new BOARD member to serve out the term per Section X.E.4.
3. The attendance requirements of X.F.1 and X.F.2. shall not apply to BOARD members who have obtained an excused absence from the BOARD due to extended travel, sickness, or other unusual circumstances. The BOARD may, by majority vote, agree to not apply the attendance requirement to BOARD members who have been absent due to unusual or extenuating circumstances.

## **X. 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 the NAEP and FAEP from time to time. All expenditures of CHAPTER funds must be authorized by the BOARD. Approval shall be given either explicitly, in individual motions, or through approval of specific line items in an annual budget.
- **B. NAEP/FAEP ASSOCIATIONS.** The CHAPTER shall not be liable in any manner for NAEP and FAEP debts or obligations. Conversely, the NAEP or FAEP shall not be liable in any manner for CHAPTER debts or obligations.

- **C. PROCEDURES.** Except as otherwise specified in these BYLAWS, 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 over \$500.00 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 annual tax statement shall be prepared and filed by the TREASURER and a copy of these forms sent to the FAEP.

## **XI. BYLAW AMENDMENTS**

- **A.** These BYLAWS may be amended by a two-thirds (2/3) majority vote of the members of the CHAPTER at any CHAPTER meeting at which a quorum is present. However, notice must be given to the membership at least ten (10) days prior to such meeting that BYLAWS changes are to be considered.
- **B.** All revisions, additions, amendments, and/or changes to the BYLAWS passed by the CHAPTER membership in accordance with Section A. shall be submitted to the BOARD for certification as to conformance with the current BYLAWS of the CHAPTER. Such revisions, additions, amendments and/or changes shall apply unless rejected by the BOARD at their next regular meeting not less than thirty (30) days following submission thereof.

**XII. DISSOLUTION.** In the event of dissolution of the CHAPTER, all assets (following settlement of all CHAPTER liabilities) shall become the property of the FAEP. Dissolution of the CHAPTER shall require a simple majority vote at a meeting at which a quorum is present.

**XIII. CERTIFICATION.** We, the duly elected CHAPTER PRESIDENT and SECRETARY, certify that these BYLAWS were amended in keeping with the quorum, notification and BYLAWS amendment procedures contained herein.