

August 22, 2023

**BYLAWS
NORTH CAROLINA CHAPTER
NATIONAL ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS**

I. NAME AND JURISDICTION

The name of this organization (hereinafter termed the CHAPTER) shall be the North Carolina Association of Environmental Professionals, Inc. This organization is affiliated with the National Association of Environmental Professionals (hereinafter termed the ASSOCIATION).

II. BYLAWS

The Bylaws of the CHAPTER shall govern all operations of the CHAPTER and shall be interpreted to be consistent with the Bylaws and the Articles of Incorporation of the ASSOCIATION, and shall, to the extent feasible, conform to the regulations adopted pursuant to the Articles of Incorporation thereof. The Bylaws of the CHAPTER shall remain in effect as adopted unless the NAEP Executive Committee of Officers, by majority vote, shall reject the Bylaws.

III. PRINCIPAL OFFICE

The principal office of the CHAPTER shall be located in Raleigh, North Carolina. The principal office may be changed by a majority vote of the Board of Directors present at any regular or non-regular Board of Directors meeting hereinafter defined.

IV. CHAPTER FUNCTIONS AND PURPOSE

The primary function of the CHAPTER shall be to enhance, maintain, and protect the quality of the natural and human environment through the cooperation of the ASSOCIATION. The specific purpose of this CHAPTER shall be: (1) to encourage and facilitate full participation in ASSOCIATION and CHAPTER goals and activities by all persons qualified to be members of the CHAPTER and ASSOCIATION, (2) to actively expand the membership of the CHAPTER and ASSOCIATION to include the widest range of views and concerns of professionals engaged in environmental disciplines, (3) to promote advancement in the state of the art of interdisciplinary environmental education, research, planning, assessment, review and management, and (4) to provide opportunities for and to encourage the professional development and recognition of members through meetings, conferences, and other activities sponsored by the CHAPTER or ASSOCIATION.

V. INCORPORATION

The CHAPTER shall be incorporated in North Carolina as a non-profit, educational organization. A copy of the Articles of Incorporation shall be sent to the ASSOCIATION headquarters.

VI. MEMBERSHIP

There will be three (3) categories of individual membership and one (1) category of corporate/group membership.

- A. Regular Membership: Persons involved in any aspect of the environmental profession are eligible for Regular Membership. Regular Members are eligible to vote in CHAPTER elections and hold a CHAPTER elected office.
- B. Government Membership: Persons employed by federal, state, or local government are eligible for Government Membership. Government Members are eligible to vote in CHAPTER elections.
- C. Student Membership: Persons enrolled as a full-time student and expecting to continue as a student for six months or more are eligible for Student Membership. Student Members are eligible to vote in CHAPTER elections and hold a CHAPTER elected office.
- D. Corporate/Group Membership: Corporations, firms, organizations, etc., who participate in or support the environmental profession and the CHAPTER are eligible for Corporate/Group Membership. Corporate/Group Members are entitled to five (5) votes in CHAPTER elections. Corporate/Group Members are also entitled to designate five (5) representatives to attend CHAPTER meeting and functions. These individuals do not have to be the same throughout the year but can be designated as each function takes place. Five representatives designated for voting within the Corporate or Group are also Regular members.

The CHAPTER Board of Directors (hereinafter termed the CHAPTER BOARD) may establish other membership categories as determined necessary and new categories will become established by a vote of the CHAPTER BOARD.

The CHAPTER BOARD will set annual fees for all membership categories. The CHAPTER may, by majority vote of those present and voting at any board meeting for which a change in annual fee is advertised on the meeting agenda, change the annual fee. Non-payment of the fee assessment with thirty (30) days following notification thereof will result in automatic termination of CHAPTER membership.

VII. MEETINGS

- A. CHAPTER BOARD Meetings: CHAPTER BOARD meetings for the transaction of all business necessary and incidental to the orderly performance of the CHAPTER functions shall be on a quarterly basis at a time and place to be set by the CHAPTER BOARD.
- B. General Membership Meetings: General meetings of the CHAPTER membership for announcing new Chapter Board positions and officers and reporting on CHAPTER functions and accomplishments shall be on an at least annual basis at a time and place to be set by the CHAPTER BOARD.

- C. Special Meetings: Special meetings of the CHAPTER membership may be called by a majority of the CHAPTER BOARD for good and compelling reasons. Written notification of such meetings shall be dated no later than the tenth (10th) day preceding such meetings and shall be emailed to all current members of the CHAPTER. Such notification shall set forth the time, place, and general purpose of such meetings and no additional matters shall be voted on by the membership present at such meeting.
- D. Emergency Meetings: Emergency meetings of the CHAPTER membership may be called by a unanimous vote of the Executive Committee only for the most compelling reasons. Written notification of such meetings shall be dated no later than the third (3rd) day preceding such meetings and shall be emailed to all current members of the CHAPTER. Such notification shall set forth the time, place, and specific purpose of such emergency meeting and no additional business shall be transacted at such meeting.
- E. Quorum: A quorum of the members shall be required to vote on matters pertaining to merger with any other organization, dissolution of the CHAPTER, and any other matter put before the members by the CHAPTER BOARD. A quorum for any such meeting of the members shall be twenty percent (20%) of the voting members present in person or written proxy.
- F. Voting: All actions at meetings requiring a vote of the membership for enactment shall require the presence of a quorum and shall be approved by a simple majority of those present and voting at such meetings, unless specified otherwise in other provisions of the Bylaws.
- G. Minutes and Records: A full and complete record of all business transacted at membership meetings shall be maintained in an orderly manner and shall be certified as to accuracy by the current duly elected Secretary of the CHAPTER and shall be maintained on the CHAPTER website. A majority vote of those present and voting at the next subsequent regular or special meeting of the membership shall approve minutes of each meeting. Copies of the minutes and records, or portions thereof, shall be furnished to individual members upon request subject to payment of duplication expenses by the member or members requesting such copies.

VIII. CHAPTER BOARD

Section 1: CHAPTER BOARD Requisites

- a. All Directors shall be voting members of the NCAEP in good standing.
- b. There shall be eleven (11) CHAPTER BOARD positions.
- c. Officers are elected by a majority vote of the CHAPTER BOARD 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 via email to members following the election.
- f. CHAPTER BOARD may include additional officers or retiring officers, serving as Directors, ex officio, or otherwise provided in these bylaws.

- g. When ex-officio Directors are elected to the Executive Committee, an additional CHAPTER BOARD member will be added based on the next candidate with the most votes to the total number of CHAPTER BOARD members at 11.

Section 2: Term of Office

Each of the Officers of the Executive Committee shall serve for a period of two years or until the installation of new officers. All Officers of the Executive Committee may succeed themselves upon re-election.

Section 3: Quorum

A majority of the elected members of the CHAPTER BOARD shall constitute a quorum for the transaction of business.

Section 4: Powers of Directors

Subject to limitations of the Articles of Incorporation, other Sections of the Bylaws, and of North Carolina Law, all corporate powers of the CHAPTER shall be exercised by or under the authority of the CHAPTER BOARD. The CHAPTER BOARD shall control the business affairs of the CHAPTER.

Section 5: Executive Committee

The CHAPTER BOARD shall authorize an Executive Committee comprised of five (5) Officers consisting of the President, Vice President, Secretary, Treasurer, and Chapter Representative to act for the CHAPTER BOARD at those times when the CHAPTER BOARD is not in session to carry out the business affairs of the CHAPTER as called for in Article VIII (CHAPTER BOARD), Section 4 above.

Section 6: Elections

The CHAPTER BOARD shall issue an announcement calling for self-nominations of candidates for Directors every third year. The CHAPTER BOARD shall present a slate of candidates for CHAPTER BOARD to the membership by email in the autumn of each year, but not later than November 15 of any year. No later than 10 days following the close of the nominations, the Secretary shall prepare and distribute ballots to all voting members. 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 the CHAPTER.

Section 7: Ex Officio Directors (Not elected by membership)

- a. The Immediate Past President and Treasurer shall serve as a Director during the first term of their successor.
- b. In the event of vacancies, additional Ex Officio Directors will be appointed by the CHAPTER BOARD to maintain 11 Directors.
 - 1. All Ex Officio Directors shall have the rights and privileges of other Directors, including the right to vote on CHAPTER BOARD actions except determining a quorum as specified in Article VIII, Section 3.

Section 8: Vacancies:

A vacancy in any office may occur due to resignation, removal, disqualification or other means. 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. Vacancies in the offices of Vice President, Secretary, and Treasurer shall filled by special election as provided below if they occur before September of any year.

Following no later than ten (10) days after such vacancy notification, the CHAPTER BOARD shall issue an announcement calling for self-nominations of candidates for the vacancy. The CHAPTER BOARD shall present a slate of candidates for the vacancy to the membership by email no later than 10 days following the close of the nominations. The Secretary shall prepare and distribute ballots to all voting members. 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 the CHAPTER.

Section 9: Removal from Office

Any Officer can be removed from the Office commencing with a written petition signed by one-quarter of the current CHAPTER membership. This petition shall set forth the charges against such Officer or other reasons for their removal and request the Executive Committee to set the time for a special ballot.

The Executive Committee shall certify the recall petition only if a minimum of one-quarter of the current CHAPTER membership on the date of receipt of such petition have signed the recall petition. Within ten (10) days following such certification, written notification shall be mailed or emailed to all current members that such recall petition has been certified and enclose or otherwise attach a copy of the petition, a rebuttal statement by the Officer concerned, and a special ballot requiring a yes or no vote on such removal.

Ballots shall be returned to the President no later than the fifteenth (15th) day following such notification and shall be canvassed by the Executive Committee of the CHAPTER BOARD no later than the twentieth (20th) day following such notification. The results of such recall election shall be conveyed to all members of the CHAPTER no later than the fifth (5th) day following the canvass of ballots and shall be posted at the next subsequent regular or non-regular membership meeting.

IX. OFFICERS

- A. General: The Officers shall be President, Vice President, Secretary, Treasurer, and Chapter Representative, whose duties and obligations shall be set forth herein below. All offices shall be held on a voluntary basis and for which no compensation from the CHAPTER or the ASSOCIATION will be made. The Chapter Representative must be a member in good standing of the ASSOCIATION.
- B. Term of Office: Each of the Officers of the CHAPTER BOARD shall serve for a period of two years or until the installation of new officers. All Officers of the CHAPTER BOARD may succeed themselves upon re-election.

- C. Elections: Each Officer shall be elected biennially by the CHAPTER BOARD at the regularly held CHAPTER BOARD meeting of each year held in October or by electronic ballot. The CHAPTER BOARD shall issue an announcement to the CHAPTER BOARD calling for self-nominations of candidates for Officers. At least 10 days prior to the October CHAPTER BOARD meeting, the Secretary shall prepare and distribute ballots to all Directors. 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 Directors.
- D. President: The President of the CHAPTER shall have the responsibility for the general supervision and operation of the CHAPTER and for the supervision of program arrangements for meetings of the CHAPTER and shall preside at meetings of the CHAPTER membership, CHAPTER BOARD, and Executive Committee. The President shall appoint Chairs of the Standing Committees.
- E. Vice President: The Vice President of the CHAPTER BOARD shall assume the title, duties, and responsibilities of the President in the event of resignation, disqualification, or removal of the President. The Vice President shall also preside at meetings of the CHAPTER membership and of the governing Officers in the event of absence of the President. The Vice President shall also be responsible for oversight, promotion, development, and management of membership.
- F. Secretary: The Secretary of the CHAPTER BOARD shall keep and maintain a full and complete set of minutes and records of the business of the CHAPTER BOARD, with the exception of the preparation of accounting records and budgets, which shall be prepared and maintained by the Treasurer of the CHAPTER BOARD.
- G. Treasurer: The Treasurer of the CHAPTER BOARD 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 on a double-entry bookkeeping system together with vouchers and receipts, and shall prepare all governing Officers and for review by the CHAPTER BOARD. The Treasurer shall provide tax and accounting professionals with financial records necessary for preparation of tax returns for the State of North Carolina and the United States Internal Revenue Service.
- H. Chapter Representative: The Chapter Representative of the CHAPTER BOARD shall officially represent the CHAPTER at meetings of the ASSOCIATION and shall report to the Executive Committee and the membership the activities and business transacted by the ASSOCIATION.

X. STANDING COMMITTEES

Standing Committees shall be designated as deemed appropriate by the CHAPTER BOARD. The Chairperson of each committee shall be a member in good standing of the CHAPTER BOARD and shall be appointed by the President to serve for a period of two years. Chairperson may be re-appointed for additional terms. Standing Committees shall meet on a schedule, time, and place as deemed necessary and appropriate by the Chairperson of each committee.

XI. FINANCE

- 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 ASSOCIATION from time to time. Any financial obligation in excess of the then liquid assets of the CHAPTER shall be put to a majority vote of the CHAPTER BOARD.
- B. Association: The CHAPTER shall not be liable in any manner for ASSOCIATION debts or obligations. Conversely, the ASSOCIATION shall not be liable in any manner for CHAPTER debts or obligations.
- C. Procedures: All fiscal policies and procedures of the CHAPTER shall be consistent with ASSOCIATION fiscal policies and procedures.
- D. Disbursements: All checks drawn on the CHAPTER bank accounts shall be signed by one (1) Officer of the CHAPTER.
- E. Tax Statements: Annual tax statements shall be prepared and filed by the Treasurer and a copy of these forms sent to the ASSOCIATION headquarters.
- F. Reporting: The Treasurer will prepare a Financial Report and present it to the CHAPTER BOARD on An annual basis. The report will provide account balances and a summary of the deposit and withdrawal transactions that have taken place over the reporting period.

XII. BYLAWS AMENDMENTS

CHAPTER Bylaws may be amended by a two-thirds vote of the CHAPTER BOARD. Ballots and proposed amendments must be distributed to all voting members of the CHAPTER no later than the fifteenth (15th) day preceding the general or special meeting at which the proposed amendments will be discussed. Ballots must be returned by the thirtieth (30th) day after mailing, emailing or other means of distribution. Any member may petition for an amendment to the Bylaws. The proposed amendment must be presented for a vote of the CHAPTER BOARD if the petition has been signed by no less than one-quarter of the CHAPTER BOARD.

XIII. DISSOLUTION

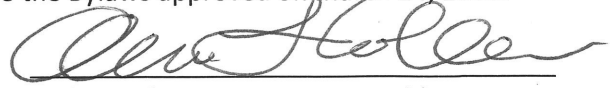
In the event of the dissolution of the CHAPTER, all assets (following settlement of all CHAPTER liabilities) shall become the property of the ASSOCIATION. Dissolution of the CHAPTER shall require a two-thirds vote of all members voting at any regular or special meeting of the CHAPTER membership only if such proposed action is mailed, emailed or otherwise delivered to all voting members of the CHAPTER no later than the fifteenth (15th) day preceding such meeting.

XIV. MISCELLANEOUS CODES AND ACTIONS

- A. Code of Ethics: The CHAPTER adopts the Code of Ethics of the ASSOCIATION.
- B. Lobbying: No lobbying activities by members of the CHAPTER will be permitted.

XV. CERTIFICATION

The section is to certify that the undersigned is the duly elected CHAPTER President and that the above Bylaws were adopted as the CHAPTER Bylaws at a regular meeting of persons qualified to be CHAPTER BOARD held on August 22, 2023. These Bylaws replace the Bylaws approved on March 24, 2003.

A handwritten signature in cursive script, appearing to read "Amber Coleman", written over a horizontal line.

Amber Coleman, CHAPTER President