

**BY-LAWS**  
of the  
**MINNESOTA ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS, INC.**  
**APPROVED**  
July 10, 2018, Amended October 2019

**I. NAME AND JURISDICTION**

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

**II. BY-LAWS**

These by-laws of the CHAPTER shall govern all operations of the CHAPTER and are intended to be in conformance and compatible in all respects to the By-laws and Articles of Incorporation of the Association.

The by-laws of the CHAPTER shall remain in effect as adopted unless the Board of Directors of the CHAPTER (hereinafter termed the BOARD), by two-thirds majority vote, revises or rejects the by-laws.

All revisions, additions, amendments, and/or changes to the by-laws shall be submitted to the ASSOCIATION BOARD for certification as to conformance with the Bylaws and Articles of Incorporation of the ASSOCIATION and shall apply unless rejected by the ASSOCIATION BOARD at their next regular meeting not less than thirty (30) days following submission thereof.

**III. PRINCIPAL OFFICE**

The principal office of the CHAPTER shall be located in Northfield, Minnesota, as registered with the Minnesota Secretary of State.

**IV. CHAPTER FUNCTION AND PURPOSE**

The primary function of the CHAPTER shall be to promote and maintain the highest standards of ethics and proficiency in the environmental professions through cooperation with the ASSOCIATION. The specific purposes of the CHAPTER shall be the following:

- A. Developing and furthering professional contacts throughout the diverse community of environmental professions in Minnesota, including industry, consultants, government agencies, environmental non-profit organizations, academia, and students;
- B. Coordinating and sharing expertise with professionals across organization fields to identify specific solutions for current and future challenges in the environmental field;
- C. Promoting the high standards of our profession in Minnesota; and
- D. Sharing new information, regulatory changes, and innovations with members.

**V. INCORPORATION**

The CHAPTER shall be incorporated in the State of Minnesota as a non-profit organization. A copy of the certificate shall be sent to the ASSOCIATION headquarters.

## VI. MEMBERSHIP

There shall be three categories of membership including General, Student, and Corporate/Group Membership.

A. General Membership: General members of the Chapter shall be general, associate, senior, or fellow members of CHAPTER. General members are eligible to vote in CHAPTER elections.

B. 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. Upon graduation, Student Members shall transfer to General Membership in the following calendar year.

C. Corporate/Group Membership: Corporations, organizations, or other groups 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) General Memberships in the CHAPTER. These Members may vote in Chapter elections, and may hold CHAPTER elected office. These Members must be designated by the Corporation or Group for one calendar year.

## VII: DUES

The BOARD shall set annual fees for all membership categories. The CHAPTER may, by majority vote of those present and voting at any membership meeting for which a change in annual fee is advertised on the meeting agenda, change the annual fee. Nonpayment of the fee assessment within thirty (30) days of the first of January shall result in automatic termination of CHAPTER membership.

Student dues shall be 50% of the General Membership dues. Corporate or Group Memberships shall be 80% of the total of 5 individual General Membership dues.

## VIII: MEETINGS

A. Chapter Board: Meetings of the BOARD shall be held as necessary at a time and place determined by the BOARD. BOARD meetings may be held as needed as determined by the President of the CHAPTER or by majority vote of the BOARD. The BOARD meetings shall be open to Chapter members who wish to attend. A minimum of four (4) meetings shall be held each year, one in each calendar quarter, including the Annual Meeting of the BOARD.

B. Annual: An Annual meeting of the BOARD and CHAPTER shall be held for the purpose of electing the BOARD, and conducting such other business as may come before the members. The Annual meeting shall be held in October to allow for transition of BOARD members beginning the following January.

C. Regular: Regular meetings of the CHAPTER shall be held for transaction of all business necessary and incidental to the orderly performance of the CHAPTER functions on a continuing basis at a time and place determined by a majority vote of the BOARD.

D. Emergency: Emergency meetings of the CHAPTER shall be called by majority vote of the BOARD. Written notice of such emergency meetings shall be given no later than the third (3rd) day preceding such meeting and shall be sent to all current members of the CHAPTER. Such

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, a majority of the voting BOARD or thirty percent (30%) of the voting membership shall constitute a quorum. At any meeting of the BOARD, a majority of the voting BOARD shall constitute a quorum. A quorum may be achieved through proxy designation.

G. Voting: All due-paying 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 emailed at least one day prior to meeting at which a vote is to be recorded. Proxy Designation: The voting right of a Director may be assigned to another voting Director by written proxy, which shall be effective during the time specified unless revoked. The total number of proxies that may be assigned to any one Director is two (2).

H. Minutes & Recording: A full and complete record of all business transacted at Board, Annual, and Emergency meetings of the CHAPTER shall be maintained in an orderly electronic format 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 Regular meeting of the CHAPTER. Full copies of the minutes and records, or portions thereof, shall be furnished to individual members upon request by the member or members requesting such copies.

## IX. BOARD OF DIRECTORS

The business affairs of the CHAPTER shall be managed by the BOARD. The number of BOARD members shall be nine. One BOARD member shall be appointed by the BOARD to represent the CHAPTER on the ASSOCIATION BOARD.

### A. Officers and Directors

The BOARD is made up of Officers and Directors. The Officers shall be President, Vice President, Treasurer, and Secretary. The Directors shall be Program Director, Communications and Media Director, Director of Student Relations, and two (2) Directors At Large. Each shall be elected by the eligible voting CHAPTER membership at the Annual meeting. Officers and Directors shall be members of the CHAPTER in good standing. The Officers and Directors of the CHAPTER 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 the BOARD. The President or their duly appointed representative shall serve as a representative of the CHAPTER (hereafter termed CHAPTER REPRESENTATIVE) to the ASSOCIATION BOARD. 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 the ASSOCIATION.

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 preside at meetings of the CHAPTER and of the BOARD during the absence of the President. The Vice President shall be responsible for overseeing standing committees.
  3. 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 be responsible for tracking current annual membership roster and dues. The Secretary shall preside at meetings of the CHAPTER and BOARD 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 and tax records of the CHAPTER; receive, deposit and disburse CHAPTER funds; keep and maintain financial records; and prepare all budgets and financial reports for action by the CHAPTER and the BOARD. Financial records shall be available for inspection upon request of any Director. The Treasurer shall coordinate closely with the Secretary to track payment of dues and CHAPTER membership. The Treasurer shall preside at meetings of the CHAPTER and BOARD during the absence of the President, Vice President, and Secretary.
  5. Program Director: The Program Director shall be responsible for program arrangements at all member meetings of the CHAPTER. The Program Director, with the assistance of the Past Program Director and the Board, shall develop a twelve-month program running from March to February with a minimum of one event per month. The Program Director shall oversee the Program Committee, if such a committee is formed.
  6. Communications and Media Director: The Communications and Media Director shall be responsible for the managing and updating the CHAPTER website and social media sites, maintaining a current CHAPTER email group, and distributing information regarding the CHAPTER and CHAPTER meetings to the membership and other interested parties. The Communications and Media Director shall oversee the Communications and Media Committee, if such a committee is formed.
  7. Director of Student Relations: The Director of Student Relations shall be a student or recent graduate (within three years) member of the CHAPTER. The Director of Student Relations shall work with the other Officers and Directors to target students, student groups, and academic institutions for collaboration and increased student membership in in the CHAPTER. The Director of Student Relations shall oversee the Student Relations Committee, if such a committee is formed.
  8. Director-At-Large: The Director-At-Large shall assist other Directors in their duties.
- B. Election: Nominations for Officers and Directors shall be presented to a nomination committee consisting of three (3) CHAPTER members appointed by the BOARD. This committee shall solicit and accept nominations from CHAPTER members in good standing. Candidates shall identify the position(s) they are seeking. The committee shall present all candidates to the CHAPTER for vote during the Annual meeting.

Subsequent Officers and Directors shall be elected by a simple majority as determined by secret ballots cast by members present at the Annual meeting, or by a signed absentee ballot emailed at

least one (1) day prior to election. The installation of Officers and Directors so elected for the succeeding year shall be accomplished at the first Regular Meeting in January.

The term of office for Officers shall be two (2) years. The Officers newly elected to the BOARD shall begin their term on the first of January following their election. Newly elected Officers shall participate in the Board meetings in November and December preceding their term to allow for a smooth transition.

Term of office for Directors shall be one (1) year. The Directors newly elected to the BOARD shall begin their term on the first of January following their election. Newly elected Directors shall participate in the Board meetings in November and December preceding their term to allow for a smooth transition.

C. 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 the Director-At-Large of the BOARD. Other vacancies may be appointed by a majority vote of the remaining Officers and Directors. At least fifteen (15) days prior to voting on the appointment, the BOARD shall notify the Chapter membership of the vacancy and solicit volunteer nominations.

D. Removal: Officers and Directors are required to attend meetings of the BOARD and CHAPTER. An Officer or Director who misses three (3) successive meetings may have his/her position on the BOARD brought to a vote for possible removal at the next scheduled BOARD meeting. Removal shall require unanimous vote by the remaining BOARD.

E. Past President: The outgoing President shall play an advisory (non-voting) role to the BOARD for a period not to exceed one (1) year after the President's term has expired. This position shall not be filled and remain vacant if circumstances preclude the out-going President from being able to fill this position. The Past President shall be a CHAPTER member in good standing.

F. Past Program Director: The outgoing Program Director shall play an advisory (non-voting) role to the BOARD for a period not to exceed one (1) year after the Program Director's term has expired. This position shall not be filled and remain vacant if circumstances preclude the out-going Director from being able to fill this position. The Past Program Director shall be a CHAPTER member in good standing.

G. Compensation: The Directors shall not receive any stated salaries for their services, but by resolution of the BOARD, an Officer or Director may be entitled to reimbursement of expenses incurred in that capacity. Nothing herein contained shall preclude any Officer or Director from serving the CHAPTER in any other capacity and receiving compensation for such services.

H. Term Limits: No Officer can be elected to their specific office for greater than two (2) consecutive terms. However, this does not limit Officers from seeking other positions on the Board. Officers can run for the original office once a two (2) year period has expired.

#### X. STANDING COMMITTEES

Standing committees shall be designated as deemed appropriate by the BOARD. The Chair of each standing committee shall be a Director or CHAPTER member in good standing and shall be appointed by the President or BOARD to serve for a term that shall end on December 31st of

each year. Chairs may be re-appointed for additional years. Standing Committees shall meet according to a schedule and location that is necessary and considered appropriate by the Chair.

## XI. 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 ASSOCIATION. Any financial obligation in excess of the then liquid assets of the CHAPTER shall be put to a majority vote of the membership.

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 in conformance with the ASSOCIATION fiscal policies and procedures.

D. Disbursements: All checks drawn on CHAPTER bank accounts shall be signed by either the President or 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 the ASSOCIATION.

F. Reporting: The Treasurer shall prepare a Financial Report and present it to the BOARD on at least a quarterly 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. EXPULSIONS AND DISCIPLINARY ACTIONS

A member, including Officers and Directors may be expelled or subjected to other disciplinary action for cause such as a violation of any of the provisions of the CHAPTER By-laws or the ASSOCIATION Code of Ethics, or for conduct, which in the opinion of BOARD is improper and prejudicial to the best interest of the CHAPTER.

The 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 twenty-five percent (25%) of the CHAPTER members. Prior to its consideration of any such case, the 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 BOARD at which the case is to be considered, and shall invite the member to present, at such time, a defense either in person or in writing. Evidence supporting the charges shall be presented to the BOARD at the meeting, and the member charged shall have a full opportunity to reply and present evidence in rebuttal of the charges.

After consideration of all evidence presented at the meeting of the BOARD at which the case is considered, the 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 BOARD, may: (1) by unanimous vote recommend expulsion or (2) by majority vote direct the suspension and/or disciplinary action.



A recommendation by the 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 affirmative vote is less than ninety percent (90%), disciplinary action shall be restricted to a letter of admonition and/or suspension. An affirmative vote of more than or equal to ninety percent (90%) shall be expelled.

No person who has been expelled from membership, and no member during the period of his/her suspension, shall be allowed any of the rights or privileges of membership in the CHAPTER.

### XIII. BYLAW AMENDMENTS

CHAPTER Bylaws may be amended by two-thirds majority of vote of the BOARD.

### XIV. DISSOLUTION

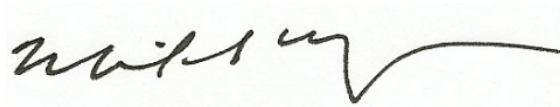
In the event of dissolution of the CHAPTER, all assets (following settlement of all CHAPTER debts and obligations) shall become the property of the ASSOCIATION. Dissolution of the CHAPTER shall require a two-thirds vote of all voting members of the CHAPTER at any regular or special meeting only if such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

### XV: MISCELLANEOUS CODES AND ACTIONS

- A. Code of Ethics: The CHAPTER adopts the ASSOCIATION Code of Ethics.
- B. Lobbying: No lobbying activities by members on behalf of the CHAPTER shall be permitted unless presented to and approved in writing by the BOARD.

### XVI. CERTIFICATION

This section is to certify that the undersigned is the CHAPTER President and that the above By-laws were adopted as the CHAPTER Bylaws at a Regular meeting held in St Paul, Minnesota on \_October 22, 2019. Furthermore, the ASSOCIATION Executive Board at their \_October 4th\_ meeting approved these By-laws.



CHAPTER President