

**TAMPA BAY CHAPTER,
FLORIDA ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS, INC.**

BYLAWS (As Amended April 2, 2008)

I. NAME AND JURISDICTION

The name of this organization (herein termed the CHAPTER) shall be the Tampa Bay Chapter, Florida Association of Environmental Professionals, Inc.

The CHAPTER boundaries shall encompass the following geographic area: the counties of Hernando, Hillsborough, Manatee, Pasco, Pinellas, and Polk.

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 National Association of Environmental Professionals (NAEP) and 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 FAEP (hereinafter termed the BOARD) by majority vote, shall reject the BYLAWS or parts thereof.

All revisions, additions, amendments, and/or changes to the Bylaws shall be made in accordance with Section XI. Bylaw Amendments and shall be submitted to the BOARD for certification as to conformance with the Bylaws and Articles of Incorporation of the FAEP. Such revisions, additions, amendments, and/or changes shall apply unless rejected by the BOARD at their next regular meeting not less than ninety (90) days following submission thereof.

III. PRINCIPAL OFFICE

The principal office of the CHAPTER shall be located at a place to be established by the membership of the CHAPTER and may be changed from time to time by a majority vote of the CHAPTER Board of Directors (hereinafter termed 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 and human environment in West Central Florida through cooperation with the NAEP and FAEP. The specific purposes of this CHAPTER shall be: (1) to encourage and facilitate full participation in NAEP and

FAEP goals and activities by persons qualified to be members of the NAEP, FAEP, and the CHAPTER; (2) to actively expand the membership of the NAEP, FAEP, and the CHAPTER to include the widest range of views and concerns of environmental professionals in West Central Florida engaged in the environmental field; (3) encourage development of professionals 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, engineering, law, design, quality assurance, and implementation of environmental protection and control; (4) to seek professional recognition and licensure as environmental professionals; (5) to encourage and carry on educational seminars or programs for the benefit of the public and concerned environmental professionals in West Central Florida in all fields related to the environment; (6) provide an opportunity for FAEP members to become better informed on environmental issues of local interest; and (7) to support student participation through the establishment of student chapters at local universities and colleges.

V. INCORPORATION

The CHAPTER may be incorporated as a not-for-profit corporation within the State of Florida. A copy of any certificate of incorporation shall be sent to the NAEP headquarters and the FAEP.

VI. MEMBERSHIP

All members of the CHAPTER shall also be members in good standing of NAEP and FAEP, except for Associate Members as defined hereinafter. Such members shall be identified as GENERAL Members.

All persons, both public and private, qualified for NAEP and FAEP membership shall be deemed qualified for CHAPTER membership.

CHAPTER membership shall be open to all NAEP and FAEP members employed or residing within the CHAPTER boundaries as defined in Article I of the Bylaws of the CHAPTER and to all NAEP and FAEP members employed or residing in counties adjacent to the CHAPTER boundaries and not included within the boundaries of another Chapter of FAEP and to all other NAEP and FAEP members as may be approved by the officers of the CHAPTER by majority vote.

Associate memberships shall be open to other individuals interested in environmental issues. Membership in FAEP is required. Associate members shall pay the same annual assessment as GENERAL members, but shall not be able to be elected to the Board. Associate Members shall receive the local newsletter, notice of meetings, 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 Board for ratification by the general membership at the next regular meeting of the CHAPTER. 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

Robert's Rules of Order shall apply to all proceedings of the CHAPTER.

A. Regular Meetings

Regular Meetings of the CHAPTER shall be held to provide educational opportunities for the members. Regular Meetings may also include networking events.

B. Membership Meetings

Membership 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 routine basis at a time and place to be set by a vote of the Board. Notification of Membership Meetings shall be emailed or mailed to all current members of the CHAPTER.

C. Board Meetings

Board Meetings shall be held to discuss the operations of the CHAPTER. Operations shall include, but not be limited to, upcoming Regular Meetings, CHAPTER finances, and student chapters. A majority of the Board shall constitute a quorum for the transaction of business. Board Meetings shall be held prior to Membership Meetings or Special Meeting of the CHAPTER membership. Board Meetings shall be open to attendance by all current members of the CHAPTER.

D. Special Meetings

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 emailed or post marked (if sent through regular mail) no later than the tenth (10th) day preceding such meeting and shall be mailed to all current members of the

CHAPTER. Such written notification shall set forth the time, place and general purpose of such meeting and no additional matters shall be acted or voted on by the membership present at such meeting.

Special or non-regular meetings of the Board may be held to discuss CHAPTER business. Such meetings may include an Action Without a Meeting via email. These meetings shall be recorded and discussed at the next Regular Meeting.

E. Action without a Meeting

An Action without a Meeting may be utilized to enact CHAPTER business. A quorum of the Board shall respond to the action and a majority of the votes is required to pass the motion. The action shall be recorded and discussed for the record at the next Regular Meeting.

F. Emergency Meetings

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 to all current members of the CHAPTER. Such notification shall specify the time, place, and specific purpose of such emergency meeting and no additional business shall be transacted at such meeting.

G. Quorum

One quarter (1/4) of the persons present shall be General Members of the CHAPTER to constitute a quorum for voting at Membership Meetings as defined herein above.

H. 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 or by written proxy, unless specified otherwise in other provisions of these Bylaws.

I. Minutes and Records

A full and complete record of all business transacted at Membership Meetings and Board Meetings shall be maintained in an orderly typewritten manner and shall be certified as to the 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 Membership Meeting shall be approved by a majority vote of those present and voting at the next subsequent Membership Meeting. 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.

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 at least five (5) and no more than ten (10) individuals designated as PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER, and up to six (6) individuals designated as Board members, and may include the immediate PAST PRESIDENT whose duties and obligations shall be set forth herein below. These six (6) to ten (10) individuals shall constitute the Board. The PRESIDENT shall serve as Chairman of the Board and preside at all meetings thereof.

Board Members shall serve a term of two (2) years and shall be General members. One-half of the Board shall be elected each year to provide staggered terms.

B. Term of Office

Each of the officers of the CHAPTER shall serve for a period terminating on the subsequent 30th day of May. All Officers of the CHAPTER may succeed themselves in that office upon election for a period not to exceed one (1) year.

C. Elections

Nominations for Board Members shall be made from the floor at a Regular Meeting, in writing submitted through mail, or in emailed form. Board

members shall be elected by a majority of secret ballot votes cast by voting Members.

The Officers shall be elected among the elected Board members. The current Past-president shall preside over the election of the Officers.

The installation of Officers for the succeeding year shall be accomplished at the May or June Regular Meeting each year. The outgoing President shall preside over the installation. In the event the newly elected President is succeeding him/herself, the current Past-president shall preside.

D. President

The President of the CHAPTER shall have responsibility for the general supervision and operation of the CHAPTER and shall preside at all meetings of the CHAPTER. The President of the CHAPTER shall represent the CHAPTER at BOARD meetings.

E. 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 and governing officers during the absence of the President.

F. 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 also preside at meetings of the CHAPTER membership during the absence of the President and Vice-President.

G. 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 on a double-entry bookkeeping system together with vouchers and receipts; and shall prepare all budgets and financial reports for action by the CHAPTER membership and the Officers and for review by the Board.

H. Past-President

The Past-President shall preside over elections of the Board Members and the Officers. Residing over elections shall include notification of upcoming elections, developing ballots, and installing Officers.

I. Board Members

The up to three (3) non-officers and the immediate Past President who are elected as Board Members will serve on the Board. Their duties are to provide input to 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 Chairs of Committees established by the Board.

J. Vacancies

A vacancy in any office 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. All of the vacancies shall be filled by special election as provided below.

Within thirty (30) days following such vacancy, written notification of such vacancy shall be provided to all current members of the CHAPTER declaring such vacancy together with the fact that nominations will be received and a special election held at the next regular or special meeting. Such election shall occur no sooner than the thirtieth (30th) day following such vacancy and shall be elected by a majority of the votes cast at the election by voting Members present.

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.

B. Debts and Obligations

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 NAEP and FAEP fiscal policies and procedures.

D. Disbursements

All checks for more than \$1000.00 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 annual tax statements shall be prepared and filed by the Treasurer and a copy of these forms sent to the headquarters of NAEP and FAEP.

XI. BYLAW AMENDMENTS

These Bylaws may be amended by a vote of the majority of the members of the Board at any Board Meeting and subject to approval of the amendments by the BOARD. However, notice must be given to General Members at least ten (10) days prior to such meeting that Bylaw changes are to be considered.

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 per FAEP Bylaws. Dissolution of the CHAPTER shall require a two-thirds vote of all voting Members of the CHAPTER.

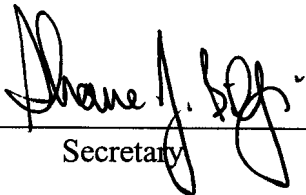
XIII. CERTIFICATION

This 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 members on 2 April 08.

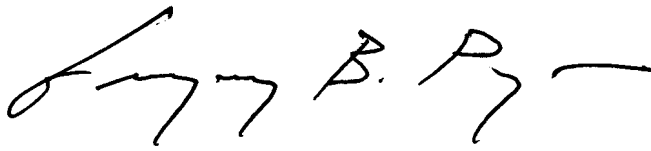
(Original document signed and dated)

President, Tampa Bay Chapter,
Florida Association Environmental Professionals

Date: 11/11/09

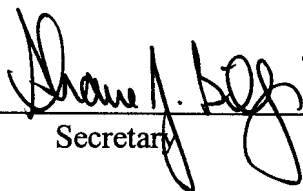
Attest: 
Secretary

This is to certify that the undersigned is the duly elected CHAPTER President and that the above Bylaws were amended as required.



President, Tampa Bay Chapter,
Florida Association Environmental Professionals

Date: 11/11/09

Attest: 
Secretary