

Pennsylvania Association of Environmental Professionals, Inc.
a 501 (c) (3) non-profit Professional Association

BY-LAWS
as adopted on July 7, 2015

Pennsylvania Association of Environmental Professionals, Inc.

By-Laws

By-Law 1: Name

The name of the organization shall be Pennsylvania Association of Environmental Professionals, Inc. (PAEP) and shall consist of members residing and/or working in the Commonwealth of Pennsylvania.

By-Law 2: Non-profit Purposes

Section A – IRC Section 501(c) (3) Purposes: This Association is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code.

Section B – Specific Purpose: The purpose of the Association is to provide a nonpolitical multidisciplinary professional society that (1) promotes state-of-the-art interdisciplinary environmental education, research, planning, assessment, review and management; and (2) provides opportunities for and encourages the professional development and recognition of members through meetings, conferences, and other activities sponsored by the Association.

By-Law 3: Directors

Section A - The business and affairs of the Association shall be managed by the Board of Directors. The number of Directors shall be nine (9) provided, however, that the number may be changed from time to time by amendment of these By-Laws. The Director shall hold office for the term for which he/she is elected and qualified or until such Director's resignation or removal.

Section B - Starting with the November 2016 Board of Director Elections, each Director shall be elected for a term of three years. A Director may serve an unlimited number of terms provided that a minimum of one year's absence from the board of Directors occurs after any two consecutive terms for a maximum consecutive service of six (6) years. The Directors newly elected to the Board shall begin their term of office on the first day of the following year.

For the November 2015 Board of Director Election (during which seven Directors will be elected) this will represent a transition from the current two year terms of office to a new three year term of office. As a result of this change, the Board of Director Election results will be determined as follows:

The Directors receiving the three highest number of votes in the 2015 election cycle would each serve a new three year term of office and thereafter. Directors newly elected to the board would be eligible to serve an additional three year term of office starting in January 2019. Any Director returning to the board for a consecutive term in 2015 would not be eligible for a third consecutive term of office in 2019.

The Directors receiving the next three highest number of votes would only serve two years and thereafter Directors newly elected to the board would be eligible to serve a three year term of office starting in January 2018. Any Director returning to the board for a consecutive term in 2015 would not be eligible for a third consecutive term of office in 2018.

The Director receiving the seven highest number of votes would only serve a one year term of office and then be eligible to serve a three year term of office starting in January 2017. The two Directors elected in 2014 would each serve a two year term of office and then become eligible to serve a new three year term of office starting in January 2017.

After 2016 the members shall annually elect three Directors each to serve a 3 year term of office.

Section C - The Board shall conduct an annual election to be held in November or December of each year, or otherwise as the Board of Directors may require. In September of each year, the Board shall appoint a nominating committee, which shall nominate candidates to serve as Directors for the ensuing term. Nominees must be general members of the Association in good standing. The election may be conducted by mail, or otherwise as may be determined by the Board of Directors.

Section D - The activities and affairs of the Association shall be conducted at, and all Association powers shall be executed by, or under the direction of the Board of Directors in accordance with the Articles of Incorporation and these By-Laws.

Section E - Non-Liability of Directors: The directors shall not be personally liable for the debts, liabilities or other obligations of the Association.

Section F - Indemnification by Association of the Directors and Officers: The directors and officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of the Commonwealth of Pennsylvania. To the extent permitted by law, and to the extent permitted by PAEP's financial situation, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party, suit, or proceeding by reason of the fact that she/he is or was an Officer, Director, Section Leader or Committee Chair shall be indemnified by PAEP against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by her/him (or by her/his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein. PAEP shall indemnify a person only if she/he acted in good faith and reasonably believed that the conduct was in PAEP's best interests. In the case of a criminal proceeding, the person may be indemnified only if she/he had no reasonable cause to believe the conduct was unlawful.

Section G - Compensation: No Director shall receive salary or compensation for service unless it is given in return for services actually rendered to or for the Association, and is approved by the membership.

By-Law 4: Meetings of Directors

Section A - The Directors may hold meetings within Pennsylvania as a majority of the Board of Directors may from time to time determine. A conference call shall constitute a meeting.

Section B - Meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors. Directors shall be notified in writing of the time, place and purposes of all meetings of the Board at least one week (7 calendar days) prior to the date scheduled for said meeting. Attendance of a Director at a meeting constitutes a waiver of notice of said meeting.

Section C - Majority of the members of the Board then in office constitutes a quorum for the transaction of business. A vote of the majority of members present at the meeting at which a quorum is present constitutes the action of the Board.

Section D - An action may be taken by the Board without a meeting if a quorum of members of the Board consent thereto in writing via email. Voting via email is reserved for those issues where no board member wishes to have a discussion on the motion. The written consent shall be so noted in the minutes of the next meeting of the Board. The consent has the same effect as the vote of the Board for all purposes.

Section E - A Director or Officer may be removed from office for cause by a two-thirds vote of the Directors. A Director or Officer who misses three consecutive regular meetings may be removed from the Board of Directors by action of the Board and his/her seat may then be filled by nomination of an individual and vote of the remaining Directors.

Section F - All regularly scheduled meetings of the Board of Directors or of any Committee shall be open to attendance by any member of the Association in good standing. Nothing shall prevent the Directors or any committee by resolution from convening a separate, non-regularly scheduled meeting in private session for the consideration of any matter. All votes shall be taken in open session.

Section G - Vacancy in the Board may be filled by a majority of the remaining Directors in office even though less than a quorum. The appointed Director shall fill the vacancy.

By-Law 5: Officers

Section A - The following officers of the Association shall be elected each year by and from among the members of the Board of Directors: President, Vice President, Secretary and Treasurer. The new Board shall elect the Officers specified from among the nine (9) Directors, and shall also select the Section Leaders in consultation with the general membership. Such Officers shall hold office for one year until their successors are elected and qualify. The Section Leaders and Committee Chairs shall be considered non-voting Officers of the Association.

Section B - The Board of Directors may also appoint such other agents as they deem necessary for the transaction of the business of the Association. All Officers and agents shall respectively have their authority and perform such duties in the management of the property and affairs of the Association as may be designated by the Board of Directors.

Section C - The Board of Directors may secure the fidelity of any or all such Officers by bond or otherwise.

Section D - Compensation: No Officer shall receive salary or compensation for service unless it is given in return for services actually rendered to or for the corporation, and is approved by the membership.

Section E - Non-Liability of Officers, Section Leaders and Committee Chairs: The Officers, Section Leaders and Committee Chairs shall not be personally liable for the debts, liabilities or other obligations of the corporation.

By-Law 6: Duties of Officers

Section A - President: The President shall be the Chief Executive Officer of the Association, and in recess of the Board of Directors shall have the general control and management of the Association's business and affairs subject, however, to the right of the Board of Directors to delegate any specific power to any other Officer or Officers of the Association. The President shall be a member of the Board of Directors and shall preside at all meetings of the Directors and all meetings of the members unless otherwise determined by a majority of members in the Association.

Section B - Vice President: In case the office of the President shall become vacant by death, resignation or otherwise, or in the case of the absence of the President or his/her disability to discharge the duties of his/her office, such duties shall fall upon the Vice President who shall also do and perform such other acts as the Board of Directors from time to time authorize him/her to do. The Vice President shall also be a member of the Board of Directors.

Section C - Treasurer: The Treasurer shall have custody and keep account of all money, funds and property of the Association unless otherwise determined by the Board of Directors. S/He shall render such accounts and present such statements to the Directors and President as may be required of him/her. S/He shall deposit all funds of the Association, which may come into his/her hands in such bank or banks as the Board of Directors may designate. S/He shall keep his/her bank accounts in the name of the Association and shall exhibit his/her books and accounts at all reasonable times to any Director of the Association upon application thereto. S/He shall pay out money as the business of the Association may require and upon the order of the properly constituted Officer of the Association, provided, however, that the Board of Directors shall have power by resolution to delegate any of the duties of the Treasurer to other Officers and to provide that Officer, if any, all bills, notes, checks, vouchers, orders and other instruments shall be countersigned. The Treasurer shall report account balances at each Board of Directors meeting. S/He shall develop the first draft of the annual budget for Board review and approval. S/He shall also perform in addition any other duties as may be delegated by him/her to the Board of Directors. The Treasurer shall be a member of the Board of Directors. An annual financial statement shall be available to each member upon request.

Section D - Secretary: The Secretary of the Association shall keep the minutes of all meetings of the membership. S/He shall attend to the giving and receiving of all notices of the Association. S/He shall also have charge of the general documentation of the Board of Directors. All the aforementioned documentation shall be open to the examination of any Director upon application of the Secretary. In case both the President and Vice President are absent from any meeting, the Secretary shall call the meeting to order. The Secretary shall have such other duties as may be delegated to him/her by the Board of Directors. The Secretary shall be a member of the Board of Directors.

Section E - Section Leaders: The Board of Directors shall appoint a group of individuals to organize and oversee the various section events of the Association. This may be an individual or a group of individuals made up of the various members of the Association. The Section leaders are expected to identify a group of local individuals that can help them organize and run events. At least four local section events should be held each year to provide educational or social networking opportunities for our members.

By-Law 7: Membership

Section A - Voting membership classification:

General Member: Membership shall be limited to those whose usual profession includes the application of science, engineering, or the design arts and environmental management, planning, research, education; or those otherwise professionally engaged in the preparation and implementation or application of laws related to the protection and/or enhancement of environmental quality, provided only that a member shall adhere to the Code of Ethical Practice of the Association; there being no barrier to membership on account of race, sex, creed or national origin. General members shall be entitled to one vote each on all matters before the Association.

Section B – Non-voting membership classifications:

Associate Member: Persons interested in supporting and advancing the goals and purposes of the Association but who are not eligible for or do not seek general membership. Associate members shall have no voting rights.

Student Member: Persons enrolled full-time in an environmentally-related curriculum at an accredited college or university. Student Members shall have no voting rights.

Corporate Member: Corporations, partnerships, academic institutions, agencies of federal, state or local government and other entities shall be eligible for corporate membership. Corporate members shall have no voting rights.

Section C - Membership can participate in one or more of the established geographic sections and/or the Pollution Prevention/Energy Efficiency (P2E2) Roundtable.

By-Law 8: Membership Voting

Section A – For the purpose of voting, members shall be defined herein as those general members current in their dues. Each member is entitled to one vote on any Association matter submitted to a vote.

Section B – Membership voting shall include the election of the Board of Directors, approval of proposed by-law changes, and any other Association issues as determined by the Board of Directors. Additionally, 25 members of the Association can request in writing to the Board of Directors that a question be submitted to a vote of membership.

Section C – The mechanism for membership voting shall be determined by the Board of Directors on a case-by case basis. Voting may be accomplished at the membership meeting at the annual conference, at a special meeting, through email, through an online survey service website, by fax, via conference call, or by other appropriate means as specified by the Board of Directors.

Section D – A quorum for the purpose of membership voting shall consist of those members participating in the vote. A majority vote shall be sufficient to constitute an action of the membership, but a two-thirds majority vote is required to approve by-law changes. Under no circumstances shall a proxy from one member to another be considered valid for the purpose of voting.

Section E – Meetings of the members of the Association shall be held annually at the Association's annual conference or as determined by the Board of Directors. Such meetings shall be open to all membership categories. If membership voting is to occur at the annual meeting of the members, members shall be given 30 days advanced notice of the meeting that shall include any and all questions proposed for vote and any relevant decision-making information.

Section F - Special meetings of the members may be called by a majority of the Board of Directors when deemed necessary for voting purposes. Written notice of special meetings of the members shall be given by email to Association members at least 14 days prior to the meeting. Such notice shall include copy of any and all questions proposed for vote to the membership, and a statement of any and all proposed By Law changes.

Section G - At all meetings of the Board of Directors, membership and committees Robert's Rules of Order shall prevail excepting as they are inconsistent with rules adopted by the Board of Directors, membership or committee.

By-Law 9: Committees

The Association may create through the Board of Directors, standing or special committees to carry out defined functions and goals as said Board deems appropriate. The Board shall appoint chairs to lead the committees.

By-Law 10: Dissolution

Should the existence of the Association terminate, all assets shall be donated to a non-profit organization in Pennsylvania with goals, objectives and purpose similar to PAEP as directed by the Board of Directors.

By-Law 11: Separations from Membership

Section A - Expulsions/Disciplinary proceedings. A member may be expelled or subjected to other disciplinary action for cause, such as violation of any of the provisions of the By-Laws or Code of Conduct of the Association, which in the opinion of the Board of Directors is improper and prejudicial, to the best interest of the Association.

The Board of Directors shall consider proceedings looking toward the expulsion, or other discipline of any member upon the written request of ten (10) or more general members. Prior to its consideration of any such case, the Board of Directors shall advise the member in writing of the charges, shall notify the member of the time and place of the meeting/conference call of the Board of Directors where the case is to be considered, and shall invite the member to present at such time a defense either in person or writing. Evidence supporting the charges shall be presented to the Board at the meeting/call and the member charged shall have a full opportunity to reply and present evidence in reply to the charges. The final action of the Board of Directors shall be by vote at a meeting of the Board of Directors. In case of expulsion, the Board of Directors shall notify the expellee and shall remove the person's name forthwith from the roles of the Association.

After consideration of all evidence presented at the meeting of the Board of Directors at which the case is considered, the Board of Directors may decide that the charges against a member of the Association are not sufficient to justify expulsion. In such case if the charges be sustained or proven, the Board of Directors at its discretion may direct the suspension of the member or other disciplinary action. Expelled members forfeit dues previously submitted for the year.

A finding that the charges against a member have been sustained or proven shall require the affirmative vote of the majority of the entire Board of Directors. If the majority vote is less than two-thirds, disciplinary action shall be restricted to a letter of admonition. Affirmative votes of not less than two-thirds of the entire Board of Directors 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/her suspension) be allowed any rights or privileges of members of the Association. Service on Association committees at all levels shall be denied to a person expelled or suspended from the Association.

Section B - Nonpayment of dues. Any member of the Association shall forfeit connection therewith in the event that the person's dues become six months in arrears.

Section C - Resignation. Any member of the Association in good standing may resign from membership by written communication to the Business Manager or Secretary who shall present it to the Board of Directors. A member whose dues are not in arrears and against whom no complaint or charge is pending shall be considered in good standing. Resigning members forfeit dues previously submitted for the year.

Section D - Reinstatements. A former member of the Association dropped from the role because of nonpayment of dues may be reinstated by submission of application for reinstatement upon payment of the current year's dues. A former member of the Association separated because of resignation may be reinstated through a written request for reinstatement upon payment of the current year's dues.

Former members of the Association separated by expulsion proceedings or upon voluntary resignation following charges of alleged unethical conduct shall not be reinstated to membership except by special action of the Board of Directors. The affirmative votes of not less than two-thirds of the entire Board of Directors shall be required to affect such reinstatement.

By-Law 12: Gifts and Grants

The Association shall have the right to solicit and accept donations or gifts of funds from any person, firm, corporation or other entity. Such funds shall be placed in the Association's bank account, and may be utilized to further the objectives of the Association as deemed appropriate by the Board of Directors.

By-law 13: Association (Corporate) Records

Section A - Maintenance of Association Records: The Association shall keep at its principal office:

1. Minutes of all meetings of directors and committees of the Board;
2. A conformed copy of the Association's Articles of Incorporation and By-laws;
3. Adequate and correct books and records of its Association bank account(s);
4. Copies of all correspondence and filings with the IRS.

By-law. 14: IRC 501(c) (3) Tax Exemption Provisions

Section A - Limitation on Activities: No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Association shall not, participate in, or intervene in any political campaign on behalf of, or in opposition to any candidate for public office. Notwithstanding any other provisions of these By-laws, this Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code,

Section B - Prohibition Against Private Inurement: No part of the net earnings of this Association shall inure to the benefit of, or be distributable to its members, directors or trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

Section C - Distribution of Assets: Upon the dissolution of this Association, its assets remaining after payment, or provision for payment of all debts and liabilities of this Association, shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the Commonwealth of Pennsylvania.

By-Law 15: Construction and Terms

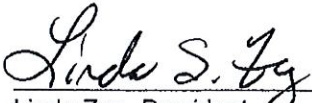
If there is any conflict between the provisions of these By-laws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-laws shall be unaffected by such holding.

All references in these By-laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

By-Law 16: Amendments

Membership may alter, amend, repeal or make additions to the By-Laws by a two-thirds vote. The mechanism for the vote shall be determined by the Board of Directors on a case-by-case basis depending on the timing and magnitude of the changes. Voting may be accomplished at the membership meeting at the annual conference, at a special meeting, through email, through an online survey service website, by fax, via conference call, or by other appropriate means as specified by the Board of Directors. A quorum for the purpose of the vote shall consist of those members participating in the vote

The adoption of the above By-Law changes and revisions was witnessed by me and are hereby approved:


Linda Zug, President

7/15/15
Date


Jason McCabe, Secretary

7/16/15
Date

These revised By-laws were first presented before the General Membership via Email on May 5, 2015 and subsequently approved by a majority of votes cast on July 3, 2015.