

THE ACADEMY OF BOARD CERTIFIED ENVIRONMENTAL PROFESSIONALS, INC.

BYLAWS

PROLOGUE

The Academy of Board Certified Environmental Professionals, Inc. is a private, not-for-profit organization organized and operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may be amended hereafter. The specific purposes of the Academy are: (1) to periodically evaluate professional standards to which environmental professionals should adhere, (2) to maintain a certification credential for meritorious environmental professionals, (3) to evaluate candidates applying for certification, (4) to bestow upon candidates found to be meritorious relative to applicable professional standards the status of Certified Environmental Professional (CEP), (5) to maintain and enhance the credibility of the CEP credential, (6) to render the CEP credential available to qualified environmental professionals by all means consistent with the Academy's Bylaws; and (7) to do everything necessary, proper, advisable, or convenient for the accomplishment of the Academy's purposes and objectives and to do all other things incidental to them or connected to them that are not otherwise forbidden.

The Certified Environmental Professional (CEP) Program has been operating continuously since 1979. In that year 10 environmental professionals applied for and received CEP status. At its inception, the CEP Program operated under the auspices of the National Association of Environmental Professionals (NAEP), and was chaired by Sherman Rosen. The role of chair was assumed by Charles F. Zirzow in 1986 and then by Robert A. Michaels in 1993. Also in 1993, after 14 years of operation, NAEP transferred the CEP Program itself to the Academy, which has operated the program continuously since that year.

The CEP credential has achieved international recognition. The Code of Ethics and Standards of Practice for Environmental Professionals, adopted by both NAEP and the Academy, has been recognized in U.S. federal courts as representing the professional standard of ethical practice to which environmental professionals may be expected to adhere, whether or not they are members of NAEP or credentialed by the Academy.

ARTICLE I

NAME

Section 1.1. Name. The name of the Academy is The Academy of Board Certified Environmental Professionals (“the Academy”). The Academy may use the acronym “ABCEP.”

ARTICLE II

BOARD OF TRUSTEES

Section 2.1. Powers and Duties. The Board of Trustees shall manage and direct the business and affairs of the Academy, including the appointment of the members of the Certification Review Board, the activities of which it shall oversee. The Board of Trustees may exercise all powers of the Academy and do all lawful acts and things on its behalf as are not forbidden by statute, the Articles of Incorporation, or these Bylaws.

Section 2.2. Number and Qualifications. The Board of Trustees shall consist of no less than three (3) nor more than twelve (12) Trustees, as fixed from time to time by resolution of the whole Board; provided, that no decrease in the number of Trustees shall shorten the term of any incumbent trustee. Trustees must be Members of the Academy (as defined herein). No member of the Board of Trustees may be a member of the Certification Review Board with the exception of the Chairman of the Certification Review Board, who shall be a member of both.

Section 2.3. Election and Term. Trustees shall be elected by the Members for a three year term, but positions on the Board of Trustees also may include representative(s) of “Affiliating Organizations,” as defined below, elected by the Trustees then in office whose terms are not expiring. Each Trustee shall hold office until the Trustee's successor is elected and qualified, or until the Trustee's death, resignation, or removal. Each Trustee may serve unlimited successive or non-successive terms in office.

Section 2.4. Resignation and Removal. A Trustee may resign at any time by giving written notice to the Board of Trustees or to the President of the Academy. Such resignation shall take effect at the time specified therein, or, if no time is specified, immediately upon its receipt. The acceptance of such resignation shall not be necessary to make it effective unless otherwise specified therein. A Trustee may be removed, with or without cause, by a two-thirds vote of the Trustees then in office at any meeting of the Trustees duly held pursuant to notice specifying such proposed removal, which notice is provided to each Trustee in the manner provided in Section 6.1 of these Bylaws at least ten (10) days before such meeting. Trustees

whose membership in the Academy terminates for any reason shall automatically forfeit their Trusteeship without any further action or notice required by the Academy.

Section 2.5. Vacancies. At any meeting, a majority of the Trustees then in office, whether or not such majority is less than a quorum, may fill any vacancy in the Board of Trustees occurring by reason of the death, resignation, disqualification, removal for cause or without cause, an increase in the number of Trustees, or otherwise. Each Trustee appointed to fill a vacancy shall hold office for the unexpired term of such Trustee's predecessor and until such Trustee's successor is elected and qualified or until such Trustee's earlier displacement from office by resignation, removal, or otherwise.

Section 2.6. Chairperson of the Board. The President of the Academy shall serve as the Chairperson of the Board of Trustees and shall preside at all meetings of the Board of Trustees and all meetings of the Members of the Academy.

Section 2.7. Annual Meetings. Annual meetings of the Board of Trustees shall be held immediately after and at the place of the annual meeting of the Members. Meetings of the Board of Trustees and of the Academy members shall provide the opportunity for input from CEPs, from sponsoring organizations, from individuals and entities that engage CEPs, and from the public.

Section 2.8. Other Regular Meetings. Other regular meetings of the Board of Trustees may be held at such time and place, within or without the District of Columbia, as shall from time to time be fixed in advance by the Board of Trustees.

Section 2.9. Special Meetings. Special meetings of the Board of Trustees may be called by the Chairperson of the Board of Trustees or a majority of the Trustees then in office. Written notice of each special meeting shall state the time and place, either within or without the District of Columbia, of the meeting, and if expressly provided in these Bylaws or deemed appropriate by the person or persons calling the meeting, the purpose or purposes thereof, shall be given to each Trustee, in the manner provided in Section 6.1 of these Bylaws, at least twenty-four (24) hours before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any special meeting of the Board of Trustees.

Section 2.10. Quorum and Voting. At any meeting of the Board of Trustees or any committee of the Board of Trustees, a majority of the whole Board of Trustees or a majority of

the whole committee shall be necessary and sufficient to constitute a quorum for the transaction of business. The vote, in person or by proxy, of a majority of the Trustees of the Board or members of the committee present at any meeting at which a quorum is present shall be the act of the Board of Trustees or the committee, except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws. Trustees and committee members may vote by proxy executed in writing. If a quorum shall not be present at any meeting of the Board of Trustees or committee of the Board of Trustees, the Trustees of the Board or members of the committee present thereat may adjourn the meeting, from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 2.11. Meetings by Telephone Conference. At any meeting of the Board of Trustees or any committee of the Board of Trustees, any one or more of the Trustees of the Board or members of the committee may participate by means of telephone conference or other means of communications that allow all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 2.12. Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee of the Board of Trustees may be taken without a meeting if all Trustees consent thereto in writing. The written consents to each such action shall be filed with the minutes of the proceedings of the Board of Trustees or the committee taking such action.

Section 2.13. Compensation. The Board of Trustees may from time to time fix the compensation of Trustees for their services in that capacity. The compensation of a Trustee may consist of a regular fee, a fee for attendance at each meeting of the Board of Trustees or any meeting of any committee of the Board of Trustees of which such Trustee is a member, a combination of fees of both types, or no fee at all; provided that nothing herein contained shall be construed to preclude any Trustee from serving the Academy in any other capacity and receiving reasonable compensation therefor. The Board may also provide for the reimbursement to any Trustee of reasonable and necessary expenses incurred in attending any meeting of the Board of Trustees or any committee of the Board of Trustees of which the trustee is a member.

Section 2.14. Affiliating Organization Trustees. Two seats on the Board of Trustees may be occupied by representatives of "Affiliating Organizations" as described below. Such

Affiliating Organizations shall be selected by majority vote of the Trustees then in office whose terms are not expiring, and an Affiliating Organization may assign any individual from time to time to serve as the Trustee; provided, however, that any individual acting as Trustee on behalf of an Affiliating Organization must be a Member of the Academy and otherwise qualified to act as a Trustee.

Affiliating Organizations which hold a seat on the Board of Trustees must meet the following criteria:

- A. Have membership which is limited by employment and job title or is comprised of voluntary members, a majority of whose members function exclusively in the technical environmental arena;
- B. Actively promote the Academy, and the CEP credential through gratis advertising, booth space at conferences, and similar means;
- C. Subscribe to the Bylaws and the policies of the Academy without reservation including ethical conduct;
- D. Offer no other senior multi-media or senior multi-disciplinary certification or accreditation to its membership or anyone else.

ARTICLE III **COMMITTEES**

Section 3.1. Committees of the Board of Trustees. The Board of Trustees may, by resolution adopted by a majority of the Board, designate one or more committees of the Board of Trustees, which, to the extent provided in such resolution, shall have and may exercise the powers and authority of the Board of Trustees in the management of the business and affairs or the Academy. Each such committee shall have such title as the Board may consider to be properly descriptive of its function

Section 3.2. Other Committees. The Board of Trustees may, by resolution adopted by a majority of the Board, designate any other committees not having and exercising the powers and authority of the Board of Trustees in the management and affairs of the Academy. Each such committee shall have such title as the Board may consider to be properly descriptive of its

function, each of which, to the extent provided in such resolution, shall have such duties and tasks prescribed by the Board of Trustees. Except for the Certification Review Board, each such committee shall consist of three (3) or more Trustees or Members appointed by the Board of Trustees.

Section 3.3. Certification Review Board. The Certification Review Board shall be a standing committee and shall meet as necessary, and at the call of its Chairperson, to conduct the certification process of the Academy. The Certification Review Board, appointed by the Board of Trustees, shall consist of a sufficient number of Certified Environmental Professionals as to adequately support the certification program.

A. The Certification Review Board, acting on behalf of the Academy shall adopt and publicize regulations for the issuance and maintenance of certificates and accreditation.

B. The review of specific candidates shall be performed by a subcommittee of the Certification Review Board, called a Certification Review Board Panel. An affirmative vote by at least two-thirds of a Certification Review Board Panel shall be required for the issuance of a certification of a candidate.

C. An executive secretary of the Certification Review Board shall collect and evaluate information which may be required in advance of actions of a Certification Review Board Panel, and shall manage the affairs of the Academy to the extent directed by the Board of Trustees.

D. No member of the Certification Review Board shall be compensated for his or her services as a Panel member. A member of a Panel may be reimbursed for travel expenses and subsistence incurred in attending a meeting of a Certification Review Board Panel, or in performing duties directed by the Certification Review Board.

E. The Certification Review Board shall maintain policies and procedures for dealing with the approval of candidates to take the CEP examination and the confirmation of successful candidates as CEP.

F. The Certification Review Board shall maintain policies and procedures for dealing with adverse actions occurring in the certification process and to insure an equitable review of any grievance.

G. The Chairperson of the Certification Review Board shall be elected for a three year term by a majority vote of the members of the Board of Trustees.

Section 3.4. Tenure, Reports, and Procedures. Each committee shall serve at the pleasure of the Board of Trustees. It shall keep minutes of its meetings and report the same to the Board of Trustees, as and when requested by the Board, and it shall observe such other procedures with respect to its meetings as are prescribed in these Bylaws or, to the extent not prescribed herein, as may be prescribed by the Board in the resolution appointing such committee.

ARTICLE IV

OFFICERS

Section 4.1. Offices. The offices of the Academy shall consist of a President, President-Elect, Secretary, and Treasurer. The Board of Trustees may designate other offices, with such titles and duties as the Board deems advisable, from time to time. The same person may hold two or more offices, except the offices of President and Secretary.

Section 4.2. Qualifications, Election, and Term. All officers must be Trustees. At each annual meeting of the Board of Trustees, the Trustees shall elect the officers from among the Trustees to serve a term of one (1) year. Each officer shall hold office until the next annual meeting of the Board of Trustees and until the officer's successor is elected and qualified, or until the officer's death, resignation, or removal. Officers may be re-elected.

Section 4.3. Resignations, Removals, and Vacancies. Any officer may resign at any time by giving written notice to the Board of Trustees or the President of the Academy. Such resignation shall take effect at the time specified therein or, if no time is specified, immediately upon its receipt. The acceptance of such resignation shall not be necessary to make it effective unless otherwise specified therein. Any officer may be removed at any time, with or without cause, by the Board of Trustees. Officers whose membership or Trusteeship in the Academy terminates for any reason shall automatically forfeit their office without any further action or notice required by the Academy. The Board of Trustees may fill any vacancy in any office occurring for any reason for the unexpired term of such office.

Section 4.4. Duties and Powers. In addition to any duties and powers prescribed by these Bylaws, the officers shall have such duties and powers as are usually incident to their respective offices with such additions and limitations thereto as may from time to time be prescribed by the Board of Trustees, the President, or by their superior officer.

Section 4.5. President. The President shall be the chief executive officer of the Academy and shall have general charge and supervision of the day-to-day management of the Academy, and over its officers, all subject to the ultimate supervision, direction, and control of the Board of Trustees. The President shall serve as the Chairperson of the Board of Trustees and shall preside at all meetings of the Board of Trustees and all meetings of the Members of the Academy. The President shall prepare for consideration by the Board of Trustees at their final meeting of the fiscal year, annual program goals and objectives for the upcoming year.

Section 4.6. President-Elect. The President-Elect shall perform such duties as may be assigned to such person by the President or the Board of Trustees from time to time. In the event the President resigns, is removed from office, or is otherwise incapable of fulfilling the duties of the office, the President-Elect shall perform all duties of the President until such time as the President resumes the duties of the office or a successor is elected. The President-Elect shall, in the absence of the President at any meeting of the Board of Trustees or the Members, temporarily preside at such meeting solely for the purpose of the election of a presiding officer. The President-elect appoints the Elections Committee who presents the nominees for the Board of Trustees for inclusion on the official elections ballot at least 30 days prior to the mailing of the ballots to the membership. The President-Elect shall normally, but not automatically, succeed to the office of President upon nomination and election the following year.

Section 4.7. Secretary. The Secretary shall keep all corporate records, except for financial records, including the minutes and records of all meetings and proceedings of the Board of Trustees, the committees of the Board of Trustees, and the Members of the Academy. The Secretary shall notify the Trustees and Members of all meetings and shall have charge of the Academy's seal. The Secretary shall also perform such other duties as may be assigned from time to time by the Board of Trustees or the President.

Section 4.8. Treasurer. The Treasurer shall be the chief financial officer of the Academy and shall have general charge of the funds of the Academy, all subject to the ultimate

supervision, direction, and control of the Board of Trustees and the President. The Treasurer shall have custody of all financial records and shall keep full and accurate accounts. The Treasurer shall render such accounts at the regular meetings of the Board of Trustees and shall prepare an annual budget for the approval of the Board of Trustees at its final meeting of the fiscal year for the coming year. The Treasurer shall perform such other duties as may be assigned from time to time by the Board of Trustees or the President.

Section 4.9. Compensation. The Board of Trustees may from time to time fix the compensation of officers for their services in that capacity. The Board may also provide for the reimbursement to any officer of reasonable and necessary expenses incurred in performance of such officer's duties to the Academy.

Section 4.10. Executive Administrator. The Board of Trustees may appoint an Executive Administrator who need not be a Member of the Academy. The Executive Administrator shall perform such duties as the President of the Board of Trustees shall deem necessary. The Executive Administrator may be compensated and shall serve at the pleasure of the Board of Trustees.

ARTICLE V

MEMBERS

Section 5.1. Classes. The Academy shall have one class of Members.

Section 5.2. Qualifications. Membership in the Academy shall be any individual: (a) who has been granted a certificate as a Certified Environmental Professional (CEP) by the Board of Trustees of the Academy; (b) whose CEP certificate is in good standing; (c) who adheres in spirit and practice to the Academy of Board Certified Environmental Professional's *Code of Ethics and Standards of Practice for Environmental Professionals*; and (d) who supports the purposes and activities of the Academy.

Section 5.3. Application for Membership. Application for membership shall be in writing on such forms as may be prescribed by the Board of Trustees, which forms shall contain such relevant information as may be required by the Board. All applications for membership shall be accompanied by the appropriate payment of fees as set from time to time by the Board of Trustees. All such applications shall be approved or rejected by the Board.

Section 5.4. Rights and Benefits. Members in good standing shall be entitled to vote on all matters raised at meetings of the Members of the Academy and are eligible to serve as Trustees and officers of the Academy. Members shall be accorded such additional benefits as may be authorized by resolution of the Board of Trustees. No Member shall use or refer to the Academy's name or logo, its membership status, or any Corporation advertising or promoting material for any commercial use or purpose without the prior approval of the Board of Trustees.

Section 5.5. Term of Membership. Any Member that the Board of Trustees deems to have defaulted on any obligation to the Academy shall forfeit his or her membership. Membership in the Academy also shall terminate when the Member files a written letter of resignation with the Academy. A Member whose membership terminates for any reason shall forfeit all prior payments made to the Academy. Furthermore, termination of membership shall not relieve a Member from the obligation of paying dues, fees, and other charges that are owed by such Member as of the date of termination.

Section 5.6. Annual Meetings. Annual meetings of the Members of the Academy shall be held, either within or without the District of Columbia, at such time and place as fixed in advance by the Board of Trustees for the purpose of electing Trustees as specified under Article Two and transacting any other business that may properly come before the Members. Written notice of each annual meeting shall fix the time and place of the meeting and, if deemed appropriate by the Board of Trustees, the purpose or purposes thereof, shall be given to each Member, in the manner provided in Section 6.1 of these Bylaws, at least ten (10) but no more than fifty (50) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any annual meeting of the Members.

Section 5.7. Special Meetings. Special meetings of the Members may be called by the Board of Trustees, the President, the Secretary, or at the written request of twenty percent or more of the Members of the Academy. Written notice of each special meeting shall fix the time and place, either within or without the District of Columbia, of the meeting and the purpose of purposes thereof, and shall be given to each Member in the manner provided in Section 6.1 of these Bylaws, at least ten (10) but no more than fifty (50) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any special meeting of the Members.

Section 5.8. Quorum, Voting, and Proxies. At all meetings of the Members, twenty percent of the Members, represented in person or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business. Each Member shall have one vote. A vote of the majority of Members, represented in person or by proxy, at any meeting at which a quorum is present shall be the act of the Members, except as provided by statute, the Articles of Incorporation, or these Bylaws. Members may vote by proxy executed in writing by such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by statute. Voting on all matters, including the election of Trustees may be conducted by mail, including electronic mail. If a quorum is not present at any meeting, the Members present thereat may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 5.9. Presiding Officer and Secretary. At any meeting of the Members, if neither the President, nor a person designated by the Board to preside at that meeting shall be present, the Members present thereat shall appoint a presiding officer for such meeting. If neither the Secretary nor the person designated by the Board of Trustees to act as secretary for that meeting shall be present, the Members present thereat shall appoint a secretary for such meeting.

Section 5.10. Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members consent thereto in writing. Such written consents shall be filed with the minutes of the proceedings of the Members.

Section 5.11. Dues and Fees. Dues, fees, and any other charges for Members (including any initiation fees, interest charges, late fees or special assessments, fees or charges for goods or services, as well as the payment and invoicing schedule for any such dues, fees, or charges) shall be established from time to time by resolution of the Board of Trustees. The Board of Trustees shall determine, in its sole discretion, what action to take (including termination of membership) in the event any Member defaults in the payment of any dues, fees, or charges.

Section 5.12. Sanctions. The Board of Trustees may impose upon a Member of the Academy a sanction in the nature of censure, suspension of membership, or termination of

membership and revocation of certification, for things such as: misrepresentation with the intent to deceive in the application; fraud in the examination process; unethical professional practice; conviction of a felony. The Board of Trustees shall maintain policies and procedures for dealing with adverse actions associated with admission to examinations, censure, and revocation of certification to insure an equitable review of any grievance.

Section 5.13. Equal Opportunity. The Academy is a committed Equal Opportunity/Affirmative Action organization.

Section 5.14. Honorary Membership. The Board of Trustees may confer honorary membership on an individual to recognize exceptional services to the practice and standards of the environmental profession. Honorary membership recognizes an individual but does not confer the CEP certification or any rights or benefits under these Bylaws.

Section 5.15. Emeritus Membership. A CEP who is retired from active professional practice, and who has maintained active status as a CEP for a minimum of five consecutive years may petition the Board of Trustees to become a CEP Emeritus. The Board of Trustees may, upon majority vote, waive any of these requirements.

- A. A CEP Emeritus may be required to pay annual dues. A CEP Emeritus will be listed in the Annual Roster under a separate section and may participate in the activities of the Institute.
- B. If the CEP Emeritus petitions to reacquire the CEP active certification, the person must petition the Board to return to active status. Upon Board approval, the person may be reinstated. This request can be honored only once during a holder's lifetime.
- C. The CEP Emeritus may use the honorific of "CEP Emeritus" with his/her name, indicating his/her retired status.

Section 5.16. Maintenance of Certification and Membership. All CEPs must file a record of maintenance points earned for each year for active membership. The annual and five year total of required maintenance points shall be set and approved by the Board of Trustees. These records of maintenance points earned may be filed annually or at the end of each five years of membership, at a minimum. These maintenance point records will be filed with the

ABCEP office for evaluation and approval by the CRB. The CRB will then report these findings to the Board of Trustees. Those CEPs not meeting maintenance point requirements may be decertified and membership terminated.

PROPOSED:

Maintenance of Certification and Membership. All CEP's must file a record of their professional development activities each year to maintain active membership. These records will be filed with the ABCEP office for evaluation and approval by the CRB. The CRB will then report these findings to the Board of Trustees. The minimum number of professional development hours shall be set and approved by the Board of Trustees. Those CEPs not meeting maintenance requirements may have their membership terminated.

ARTICLE VI
NOTICES AND WAIVERS OF NOTICE

Section 6.1. **Delivery of Notices.** Notices to Trustees and Members shall be in writing and may be delivered personally or by mail. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, enclosed in a post-paid sealed envelope, and addressed to the Trustees and Members at their respective addresses appearing on the books of the Academy, unless any such trustee or Member shall have filed with the Secretary of the Academy a written request that notices intended for such person be mailed or delivered to some other address, in which case the notice shall be mailed to or delivered at the address designated in such request. Notice to Trustees and Members may also be given by facsimile, electronic mail, or by leaving the notice at the residence or usual place of business of the Trustee or Member.

Section 6.2. **Waiver of Notice.** Whenever notice is required to be given by statute, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, or, in the case of any waiver of notice of any meeting of Trustees or Members, signed by the proxy for a person entitled to notice thereof, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at any meeting of the Board of Trustees or any committee of the Board, or any meeting of the Members as the case may be, shall constitute a waiver of notice of such meeting, except

where the person is attending for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Except as expressly set forth in these Bylaws or as required by statute, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees, any meeting of a committee of the Board, or any regular or special meeting of the Members need be specified in any written waiver of notice.

ARTICLE VII

PARLIAMENTARIAN AUTHORITY

Section 7.1 Robert's Rules of Order. The rules contained in the current edition of Robert's Rules of Order, as now in effect or as may be amended, shall govern at all meetings of the Board of Trustees and of the Members to the extent they are not inconsistent with these Bylaws or with any Rules of Order that may be adopted by resolution of the Board of Trustees or the Members.

Section 7.2. Parliamentarian. The Board of Trustees may appoint a Member who is not a Trustee to serve as Parliamentarian.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 8.1. Reserves. The Board of Trustees may cause to be set aside, out of any funds or other property or assets of the Academy, such sum or sums as the Board, in its absolute discretion, may consider to be proper as reserves to meet contingencies, or for repairing or maintaining any property of the Academy, or for such other purpose as the Board may deem conducive to the interest of the Academy, and the Board may modify or abolish any such reserve in the manner in which it was created.

Section 8.2. Checks, Drafts, etc. All checks, bills of exchange, and other orders for the payment of money, promissory notes, acceptances, or other evidences of indebtedness of the Academy shall be signed on its behalf by the President, the Treasurer, or by another officer, employee, or agent of the Academy, and all in such manner, as authorized from time to time by resolution of the Board of Trustees.

Section 8.3. Fiscal Year. The fiscal year of the Academy shall be fixed and may from time to time be changed by resolution of the Board of Trustees.

Section 8.4. Corporate Seal. The corporate seal of the Academy shall bear the name of the Academy, the year of its incorporation, and the words "Corporate Seal, District of Columbia". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 8.5. Books and Records. The Academy shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Trustees, the committees of the Board of Trustees, and the Members; and shall keep at its registered office or principal office in the District of Columbia a record of the names and addresses of the Members entitled to vote. All such books and records of the Academy may be inspected by any Member or any Member's duly authorized agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

CODE OF ETHICS AND STANDARDS OF PRACTICE

Section 9.1. Code of Ethics and Standards of Practice. All Members and Trustees and all individuals certified as competent by the Academy shall adhere to the Code of Ethics and Standards of Practice for Environmental Professionals which shall be stated as follows:

CREED

The objectives of an Environmental Professional are:

1. to recognize and attempt to reconcile societal and individual human needs with responsibility for physical, natural, and cultural systems.
2. to promote and develop policies, plans, activities and projects that achieve complementary and mutual support between natural and man-made, and present and future components of the physical, natural and cultural environment.

ETHICS

As an Environmental Professional I will:

1. be personally responsible for the validity of all data collected, analyses performed, or plans developed by me or under my direction. I will be responsible and ethical in my professional activities.
2. encourage research, planning, design, management and review of activities in a scientifically and technically objective manner. I will incorporate the best principles of the environmental sciences for the mitigation of environmental harm and enhancement of environmental quality.
3. not condone misrepresentation of work I have performed or that was performed under my direction.

4. examine all of my relationships or actions which could be legitimately interpreted as a conflict of interest by clients, officials, the public or peers. In any instance where I have a financial or personal interest in the activities with which they are directly or indirectly involved, I will make a full disclosure of that interest to my employer, client, or other affected parties.
5. not engage in conduct involving dishonesty, fraud, deceit, or misrepresentation or discrimination.
6. not accept fees wholly or partially contingent on the client's desired result where that desired result conflicts with my professional judgement.

GUIDANCE FOR PRACTICE AS AN ENVIRONMENTAL PROFESSIONAL

As an Environmental Professional I will:

1. encourage environmental planning to begin in the earliest stages of project conceptualization.
2. recognize that total environmental management involves the consideration of all environmental factors including: technical, economic, ecological, and sociopolitical and their relationships.
3. incorporate the best principle of design and environmental planning when recommending measures to reduce environmental harm and enhance environmental quality.
4. conduct my analysis, planning, design and review my activities primarily in subject areas for which I am qualified, and shall encourage and recognize the participation of other professionals in subject areas where I am less experienced. I shall utilize and participate in interdisciplinary teams wherever practical to determine impacts, define and evaluate all reasonable alternatives to proposed actions, and assess short-term versus long-term productivity with and without the project or action.
5. seek common, adequate, and sound technical grounds for communication with and respect for the contributions of other professionals in developing and reviewing policies, plans, activities, and projects.
6. determine that the policies, plans, activities or projects in which I am involved are consistent with all governing laws, ordinances, guidelines, plans, and policies, to the best of my knowledge and ability.
7. encourage public participation at the earliest feasible time in an open and productive atmosphere.
8. conduct my professional activities in a manner that ensures consideration of technically and economically feasible alternatives.

ENCOURAGE DEVELOPMENT OF THE PROFESSION

As an Environmental Professional I will:

1. assist in maintaining the integrity and competence of my profession.
2. encourage education and research, and the development of useful technical information relating to the environmental field.
3. advertise and present my services in a manner that avoids the use of material and methods that may bring discredit to the profession.

ARTICLE X
INDEMNIFICATION

Section 10.1. Indemnification. To the extent provided by the laws of the District of Columbia, the Academy shall indemnify any Trustee, officer, employee, or agent of the Academy, any former Trustee, officer, employee, or agent of the Academy, or any person who may have served at the Academy's request as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses actually and necessarily incurred by such person in connection with the defense of any actions, suits or proceedings in which such person is made a party as a result of such person's activities for the Academy.

Section 10.2. Insurance. The Board of Trustees may cause the Academy to purchase insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Academy, or any person who is or was serving at the request of the Academy as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or which arises out of such person's status or activities on behalf of the Academy as a trustee, officer, employee, or agent, whether or not the Academy would have the power to indemnify such person against that liability under law.

ARTICLE XI
AMENDMENTS

Section 11.1. Power to Amend. Amendments to the Bylaws and Articles of Incorporation which are unrelated to the functions of the Certification Review Board or the certification process may be approved by a majority vote of the Board of Trustees at any regular or special meeting; provided, however, that thirty (30) days prior written notice of such proposed change must be given in the manner provided in Section 6.1 of these Bylaws.

Amendments to the Bylaws or Articles of Incorporation which are related to the Certification Review Board or the certification process shall be approved by two-thirds of the Board of Trustees at any regular or special meeting; provided, however that thirty (30) days prior written notice of such proposed change must be given in the manner provided in Section 6.1 of

these Bylaws. Approval of no other organization or individual shall be required to enact such amendments.



Bylaws Revision 12/12/2003 - Add to Section 2.7:

“Meetings of the Board of Trustees and of the Academy members shall provide the opportunity for input from CEPs, from sponsoring organizations, from individuals and entities that engage CEPs, and from the public.”