

ARTICLES OF ASSOCIATION

NORTH TEXAS ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS

I. NAME AND JURISDICTION

The name of this organization shall be the North Texas Association of Environmental Professionals "NTAEP," hereinafter "the Association," which is a Chapter of the National Association of Environmental Professionals, "NAEP," hereinafter "National."

The Association's geographic boundaries are not rigidly defined but shall generally encompass the northeastern region of the State of Texas, and may be enlarged or diminished as determined by the Board of Directors of the Association, hereinafter "the Association Board" or "the Board."

II. ARTICLES

These Articles of Association, hereinafter "the Articles," shall govern all operations of the Association and shall be in conformance and compatible in all respects to the Bylaws and the Articles of Incorporation of National and shall remain in effect as adopted unless National's Board of Directors, hereinafter "the National Board," by majority vote, shall require these Articles to be amended and/or changes These Articles, and any future revisions, additions, amendments, and/or changes of any nature, shall be submitted to the National Board for certification as to conformance with the Bylaws and Articles of Incorporation of National. Such revisions, additions, amendments, and/or changes shall be effective unless rejected by the National Board in a timely manner following submission thereof.

III. PRINCIPAL OFFICE and FISCAL YEAR

The principal office of the Association shall be located at a place to be established by the Association Board and may be changed from time to time by a majority of vote of the Board. The Secretary of the Board shall serve as the Registered Agent of the Association in the State of Texas. Notices to the Association shall be addressed to: NTAEP, ~~POB 820444, Dallas, TX 75382 0444~~ PO Box 153482, Irving, Texas 75015-3482. The fiscal year of the Association shall be the calendar year.

IV. FUNCTIONS AND PURPOSE

The primary function of the Association shall be to provide environmental professionals with ways and means for promoting the enhancement, maintenance, and protection of the quality of the natural and human environment, through adherence to the *Code of Ethics and Standards of Practice for Environmental Professionals*, a copy of which is attached hereto and incorporated herein, continuing professional education, development, and improvement. The Association, in cooperation with National, shall:

- (1) encourage and facilitate full participation in the goals and activities of National and the Association by all persons qualified to be members of National and the Association;
- (2) actively expand the membership of National and the Association to include the widest range of views and concerns of professionals engaged in the environmental field;
- (3) provide a framework for interaction between professionals from all environmental disciplines in the State of Texas;

- (4) provide a forum for discussion of environmental issues, policies and legislation both within the State of Texas and at the national level;
- (5) encourage and facilitate certification of Environmental Professionals in the State of Texas in accordance with the requirements of National;. and
- (6) promote greater recognition and credibility of Environmental Professionals in the State of Texas.

V. ORGANIZATIONAL STATUS

The Association shall be an un-incorporated, non-profit association within the State of Texas. A current copy of these Articles of Association and the Association's Employer Identification Number (EIN), 75-2893956, shall be sent to National.

VI. MEMBERSHIP

VI A. General Membership

Membership shall be open to any person pursuing professional experience in an environmental discipline. All members of the Association may also be members of National, however, National membership is not a requirement for Association membership. Association membership shall be open to all members of National. The Association Board may, as it determines to be in best the interest of the Association, establish or abolish differing levels of membership and recommend the amount of dues to be assessed for each level.

VI B. Student Membership

All persons (a) enrolled in a school of recognized standing; (b) registered at least as a part-time student according to the rules and regulations of the applicable school; and (c) registered in at least one (1) course in the professional environmental disciplines. Proof of continued registration must be provided to the Association Administrator upon membership application. A Student Member shall not be considered a voting member of the Association and is not eligible to hold office or to be elected to the Board.

VII. DUES

The membership of the Association shall, by majority vote of those present and voting at a general membership meeting, and with the recommendation of the Association Board, institute the dollar amount of dues to be assessed and collected from the members on an annual basis. Dues collected shall be used solely to pay the expenses necessary to the Association's operation. A member's non-payment of approved annual dues shall, within sixty (60) days following notification thereof, result in automatic termination of his/her membership.

VIII. SUBCHAPTERS

VIII A. General

Association members may join together to establish Subchapters on whatever basis the Board may deem advisable. The purpose of any Subchapter shall be to encourage greater participation by environmental professionals, broaden the Association's base of support, and provide an opportunity for Association members to become better informed on environmental issues of local interest.

Membership in a Subchapter of the Association is open to individuals who are members of the Association and who reside or work within the Subchapter's geographical region (as defined by the Board).

To be considered by the Board for charter as a Subchapter, the proposed Subchapter must submit a list of at least 10 individuals, who are Association members or NAEP members/environmental professionals willing to become Association members, and who reside or work in the Subchapter's proposed geographical region. The Subchapter must then obtain preliminary recognition by the majority of the entire Board. Upon recognition by the Board, the Subchapter must submit to the Board within 6 months a Subchapter membership list of at least 10 confirmed Association members, a proposed slate of officers, and proposed Subchapter Articles consistent with the Articles of Association for the NTAEP and the NAEP Bylaws. Permanent status as a Subchapter of NTAEP must then be granted by a majority vote of the Board.

Subchapter Articles shall govern all operations of the Subchapter and shall be in conformance and compatible in all respects to the Articles of Association of the NTAEP. All revisions, additions, amendments, and/or changes shall be submitted to the NTAEP for review. Such revisions, additions, amendments, and/or changes shall apply unless rejected by NTAEP in a timely manner, following submission thereof. Roberts Rules of Order shall apply to all proceedings of the Subchapter.

Notice of Subchapter meetings shall be given in advance to the Association Administrator to permit communication of time and place permitting any NTAEP members who wish to attend to do so. Subchapters will be required to submit periodic financial statements as required by the Board.

If membership of the Subchapter falls below 10 members, the status of the Subchapter will be reviewed by the Board.

Each Subchapter shall elect or appoint one (1) representative to the Board, which representative shall have one (1) vote in all matters pertaining to the Board. The Subchapter Representative shall not be one of the At-large Board Members elected from the general membership. The term of office of the Subchapter Representative shall be at least one (1) year, and no more than three (3) years.

VIII B. Student Chapters

Individuals currently enrolled in undergraduate and/or graduate majors related to the environment may join together to establish Student Chapters within the NTAEP geographical area, under the direction of a Faculty Advisor. The purpose of these Student Chapters will be to encourage members in their pursuit of environmentally related careers and to foster personal and professional development of its members. Membership in the Association is not required for members of the Student Chapter, but each Student Chapter will be sponsored by a Subchapter in its area, which will oversee its activities. Approval of a Student Chapter's request for affiliation with the Association will require a majority vote of the Board. The Constitution, Bylaws, or Articles of the Student Chapter must adhere to the Code of Ethics and Standards of Practice of the Association. All changes to Bylaws/Articles, Faculty Advisor, or other governing policies will require the approval of a majority of the Board.

IX. DIRECTORS

IX A. GENERAL

The business affairs of the Association shall be managed by the Association Board. The number of Directors comprising the Board may vary according to the tasks to be performed, or the activities to be conducted, during a fiscal year. A Director shall hold office for the term of which he/she is elected and qualified or until such Director's resignation or removal. The Directors newly elected to the Board shall begin their term immediately following their election. The Board shall elect the Officers from among the Directors and such Officers shall hold office until their successors are elected and qualified. Each Director shall be elected for a term of two (2) years. Terms shall be staggered with the periods of service for the respective Directors terminating at the Special Meeting of the Association Board following annual elections. A Director may serve an unlimited number of terms; provided, however that not more than two terms may be served consecutively.

IX B. NATIONAL REPRESENTATIVE

One Director shall be appointed by the Association Board as the Association's National Representative.

IX C. ELECTION OF DIRECTORS

The Association Board shall be elected by a majority of the voting members of the Association, qualified for membership, and present and voting at a general membership meeting. Nominations for the Association Board may be made by any member of the Association. The Board shall, at least three months before the annual election, appoint three members of the Association, at least one of whom shall be a Director, to constitute a Nominating Committee which shall nominate the candidates who will be elected to serve as Directors for the ensuing term. Nominees shall be voting members of the Association in good standing.

The ballot for electing the Association Board shall contain two (2) blank spaces for write-in nominations. A ballot containing the names of the nominees shall be mailed to each voting member of the Association and shall be returned to the Secretary no later than thirty-one (31) days after the date of mailing. The Officers of the Association shall canvass and certify the ballots received no later than fifteen (15) days thereafter and shall notify all persons nominated within fifteen (15) days, by mail, of the results of the election. The two or three candidates, as appropriate, with the largest number of votes shall be considered as duly elected to the Board. In the event of a tie in the number of votes, a run-off ballot with the names of the tied candidates shall be mailed to each voting member of the Association within seven (7) days of the certification of the vote. The run-off ballots shall be returned to the Secretary no later than thirty-one (31th) days thereafter.

IX D. MEETINGS OF DIRECTORS

The Directors may hold their meetings at such times and in such place or places within or without the State of Texas as a majority of the Directors may from time to time determine. Meetings of the Association Board may be called at any time by the President or Secretary or by a majority of the Directors. A minimum of four (4) meetings shall be held each year, one in each calendar quarter, including the Annual Meeting of the Association Board which shall be held in January of each year. The Directors shall be notified by the Secretary in writing of the time, place and purposes of all meetings of the Board at least seven (7) days prior to the dates scheduled for said meeting.

IX E. QUORUM

Two-thirds ($\frac{2}{3}$) of the Directors of the Board shall constitute a quorum for the transaction of business. A vote of the majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Association Board. An action may be taken by the Board without a meeting if all Directors consent thereto in writing. The written consent shall be filed with the Minutes of the Board.

IX F. COMPENSATION

No member of the Association shall receive any salary or compensation for services as a Director or an Officer of the Association.

IX G. SEPARATIONS FROM DIRECTORSHIP

A Director or Officer may be removed from the Board or from office, for cause, by a unanimous vote of a quorum of the Association Board. The seat of a Director or Officer so removed may then be filled by the nomination of an individual and a vote of the remaining Directors.

IX H. ATTENDANCE

All meetings of the Association Board or of any committee shall be open to attendance by any voting member of the Association in good standing. Nothing shall prevent the Directors or any committee, by resolution, from convening in private session for the consideration of any matter but all votes shall be taken in open session.

IX I. VACANCIES

A vacancy in the Board may be filled by a majority vote of the remaining Directors on the Association Board. The duly appointed Director shall fill the term of vacancy.

IX J. MINUTES AND RECORDS

Complete minutes of all business transacted at Board meetings shall be maintained in an orderly typewritten manner and shall be certified as to accuracy by the Secretary, and shall be maintained in a place accessible to the membership upon reasonable request. Minutes of each Board meeting shall be approved by a majority vote of those present at the next Board meeting.

X. OFFICERS

X A. GENERAL

The Officers of the Association shall be President, Vice-President, Secretary, and Treasurer, whose duties and obligations shall be as set forth below. The Officers shall be duly elected by and from the Association Board. The Association shall purchase an annual membership in NAEP for ~~each Officer~~ the President and Vice-President.

X B. TERM OF OFFICE

The term of office for each Officer shall be ~~one (1) year~~ two (2) years which term shall begin when the first Association Board meeting of the fiscal year is called to order, whereupon the prior term of office shall end. Any Officer may succeed his/her self upon election.

X C. REIMBURSEMENT

Any Officer may receive reimbursement of reasonable expenses incurred on behalf of the Association only when the same were pre-approved by the Board by a majority vote.

X D. PRESIDENT

The President shall be the chief executive officer of the Association and, during a recess of the Board, shall have the general control and management of the Association's business and affairs, subject, however, to the right of the Board to delegate any specific power to any other Officer or Officers. The President shall be a voting member of the Board and shall preside at all meetings of the Board and at all meetings of the membership unless otherwise determined by a majority of the membership.

X E. VICE-PRESIDENT

The Vice-President of the Association 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 membership and of the Board during the absence of the President.

X F. SECRETARY

The Secretary of the Association shall keep and maintain a complete set of minutes and records of the business of the Association, with the exception of accounting records and budgets which shall be prepared and maintained by the Treasurer of the Association.

X G. TREASURER

The Treasurer of the Association shall keep and maintain a complete set of financial records of the Association; shall receive, deposit and disburse Association funds; shall keep and maintain financial records using a bookkeeping system with vouchers and receipts; shall establish and close bank account(s) in the name of the Association and sign checks and other negotiable instruments to pay for goods purchased or services rendered or to pay other debts and obligations of the Association which have been approved by the Board, and shall prepare all budgets and financial reports for the Association membership and the Board. The Treasurer shall prepare an annual income statement for the preceding fiscal year for presentation to the Board at its first meeting each year.

X H. VACANCIES

A vacancy in any office may occur due to resignation, removal, disqualification or other reasons. Should the office of President be vacant, the Vice-President shall automatically become President and shall serve in such office for the remainder of the term. All other vacancies shall be filled by the Board at the earliest opportunity.

XI. MEETINGS

XI A. GENERAL

General meetings of the Association membership, for all purposes necessary and incidental to the orderly performance Association functions, shall be held on a regular basis at a time and place to be set by a vote of the Association membership at the first organizational meeting of the Association. A minimum of one General meeting shall take place each year.

XI B. SPECIAL

Special meetings of the Association membership may be called as deemed necessary by a quorum of the Board. Ten (10) days prior written notice of such Special meeting shall be mailed to all voting members in good standing. Such written notification shall set forth the time, place, and specific purpose of each Special meeting. Any matters not specified in the notice shall not be voted on by the membership present at such meeting.

Special meetings of the Subchapter membership may also be called at the written request of at least one-quarter (1/4) of the Association membership. Such written request shall be made to the President or the Secretary and shall specify the purpose of the Special meeting. The Vice-President shall arrange the time and place of the meeting within thirty (30) days or receipt of the request by the Secretary. Ten (10) days prior, written notice of such meeting shall be mailed to all voting members in good standing. Such written notification shall set forth the time, place, and specific purpose of such Special meeting. Any matters not specified in the notice shall not be voted on by the membership present at such meeting.

XI C. EMERGENCY

Emergency meetings of the Association membership may be called by a unanimous vote of the Board. 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 Association. Such notification shall specify the time, place, and specific purpose of such Emergency meeting and no additional business shall be transacted at such meeting.

XI D. QUORUM

A quorum for the purpose of transacting business at any General, Special or Emergency meeting shall consist of two-thirds (2/3) of the membership of the Association in good standing.

XI E. VOTING

All actions at the General or Special meetings that require a vote of the membership for enactment shall be approved by a simple majority of those present and voting at such meetings, unless specified otherwise in other provisions of these Articles. Each member is entitled to one vote on any matter submitted to a vote at the General, Special or Emergency meeting. The votes shall be cast orally unless the majority of members present and entitled to vote at said meeting shall determine that the vote shall be in writing. A proxy from one member to another shall be considered valid for the purposes of voting provided that such proxy shall state the absent member's name, be signed and be submitted in writing to the Secretary prior to the vote being called. Whenever the Board shall decide that any question shall be presented to the membership for decision, the Secretary shall prepare the question for vote during the next General meeting. Whenever twenty-five (25%) percent of the General Members of the Subchapter request in writing to the Board that a question be submitted to a vote of the membership, the Board shall direct the Secretary to prepare the question for vote during the next General meeting.

XII. SEPARATIONS FROM MEMBERSHIP

XII A. EXPULSIONS; DISCIPLINARY PROCEEDINGS

A member may be expelled or subjected to other disciplinary action for cause such as the violation of any of the provisions of these Articles or the *Code of Ethics and Standards of Practice for Environmental Professionals* or for any conduct which in the opinion of the Board is improper and prejudicial to the best interests of the Association or National. The Board shall consider proceedings looking toward the expulsion or discipline of any member (a) upon the recommendation of National's Committee on Standards and Procedures, or (b) upon the written request of ten (10) or more voting members. Prior to its consideration of any such case, the Board shall advise the member in writing of the charges, shall notify the member of the time and place of the 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 reply to the charges. The final action of the Board present shall be by ballot at a meeting of the Board. In case of expulsion, the Board shall notify the expelled member and shall drop his/her name from the roll of the Association.

After consideration of all evidence presented at the meeting of the Board at which the case is considered, the Board 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 may at its discretion direct the suspension of the member or other disciplinary action.

A finding that the charges against a member have been sustained or proven shall require the affirmative vote of a majority of the entire Board. If the majority vote is less than two-thirds (2/3), disciplinary action shall be restricted to a letter of admonition. Affirmative votes of not less than eighty percent (80%) of the entire Board 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 membership in the Association. Service on Association committees, at all levels, shall be denied to a person expelled or suspended from the Association.

The Board shall inform the National Board of any disciplinary actions or expulsions that have taken place within thirty (30) days of taking such action.

XII B. RESIGNATIONS

Any member of the Association in good standing may resign from membership by written communication to the Secretary, who shall present it to the Board. Acceptance of any resignation shall be by majority vote of the Board. A member whose dues are not in arrears and against whom no complaint or charge is pending shall be considered in good standing.

XII C. REINSTATEMENTS

A former member of the Association dropped from the roll because of nonpayment of dues may be reinstated by submission of application for reinstatement and payment of all or part of the current year's dues, depending upon the month of reinstatement, and payment of dues for the sixty (60) days for which dues were in arrears. A former member of the Association separated because of resignation may be reinstated through submission of application for reinstatement and payment of the current year's dues. Former members of the Association separated by expulsion proceedings or by voluntary resignation following charges of alleged unethical conduct shall not be reinstated to membership.

XIII. FINANCES

XIII A. LOCAL CONTROL

The Association shall have full and complete control over all funds received by Association from all sources, including allocations to the Association which may be made by National from time to time. The Association shall not be liable in any manner for National's debts or obligations. Conversely, National shall not be liable in any manner for Association debts or obligations.

XIII B. PROCEDURES

All fiscal policies and procedures of the Association shall reasonably conform to National's fiscal policies and procedures.

XIII C. DISBURSEMENTS

All checks drawn on Association bank accounts shall be accounted for in the financial records of the Association.

XIII D. TAX STATEMENTS

Annual tax statements shall be prepared and filed by the Treasurer and the Secretary. One copy of each filed tax return shall be placed in the Minutes of the Board and one copy shall be sent to National.

XIII E. AMENDMENTS TO ARTICLES

These Articles of Association may be amended by a two-thirds majority of those present at any General or Special meeting of the membership, only if such proposed amendments are mailed or otherwise delivered to all voting members no later than the fifteenth (15th) day preceding such meeting.

XIII F. DISSOLUTION

In the event of dissolution of the Association all assets (following settlement of all Association liabilities) shall become the property of the Association members in good standing. Dissolution of the Association shall require a two-thirds (2/3) vote of all voting members present at a Special meeting called for the purpose of considering dissolution.

XIII G. AFFILIATION WITH NATIONAL

Dual membership criteria, national affiliation, dues sharing, and other joint agreements may be reviewed by National and the Association at such meetings as the respective Boards thereof may deem appropriate.

XIV. CERTIFICATION

This is to certify that the undersigned are the duly elected President and Secretary of the Association and that these Articles were adopted at a General meeting by the voting members of the Association in good standing as the Articles of Association of NTAEP.

President _____ Secretary

Code of Ethics and Standards of Practice for Environmental Professionals

The objectives of Environmental Professionals are to conduct their personal and professional lives and activities in an ethical manner. Honesty, justice and courtesy form moral philosophy which, associated with a mutual interest among people, constitute the foundation of ethics. Environmental Professionals should recognize such a standard, not in passive observance, but as a set of dynamic principles guiding their conduct and way of life. It is their duty to practice their profession according to this Code of Ethics.

As the keystone of professional conduct is integrity, Environmental Professionals will discharge their duties with fidelity to the public, their employers, clients, with fairness and impartiality to all. It is their duty to interest themselves in public welfare, and to be ready to apply their special knowledge for the benefit of mankind and their environment.

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 manmade, 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 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 accept fees wholly or partially contingent on the client's desired result where that desired result conflicts with my professional judgment
6. not engage in conduct involving dishonesty, fraud, deceit, or misrepresentation.
7. be committed to upholding a positive environment that reflects equality and inclusion, and mutual respect.
8. NAEP has zero tolerance for discrimination or harassment. NAEP will not tolerate, condone, or ignore unethical conduct and is committed to enforcing these standards at all levels.

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, economical, 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 that 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. be prohibited from lobbying in the name of the National Association of Environmental Professionals.
4. advertise and present my services in a manner that avoids the use of material and methods that may bring discredit to the profession.

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