

**STATEMENT OF ORGANIZATION
MONTEREY BAY – SILICON VALLEY CHAPTER
ASSOCIATION OF ENVIRONMENTAL
PROFESSIONALS**

November 5, 2018

Statement 1. THE MONTEREY BAY – SILICON VALLEY CHAPTER

1.1. NAME AND CORPORATE AFFILIATION

The name of the chapter shall be the Monterey Bay – Silicon Valley Chapter (hereinafter “Chapter”) of the Association of Environmental Professionals. The Chapter shall be a local vehicle of the Association of Environmental Professionals, Inc. (hereinafter “State AEP”).

1.2. NON-PROFIT NATURE OF ASSOCIATION

AEP is a non-profit organization. Its income shall be used only for the corporation’s purposes, and no part of any net earnings shall inure to the benefit of any member or other individuals, except where the corporation may pay reasonable compensation for services rendered, and to make payments and/or distributions in furtherance of AEP's purposes.

1.3. OBJECTIVE AND PURPOSES

The objectives and purposes of the Chapter shall be to enhance, maintain, and protect the quality of the natural and human environment; encourage and carry on research and education for the benefit of the public and concerned professionals in all fields related to environmental planning, analysis, and management; improve communication among people who are engaged in professions or interests regarding environmental planning, analysis, and management; and improve public awareness and involvement in environmental planning, analysis, and management.

This Chapter shall serve to carry out the objectives and purposes of the organization in a manner consistent with the Articles of Incorporation and Bylaws of the State AEP and shall act as a local vehicle for maximum membership involvement in the affairs of the State AEP. This Statement of Organization is intended to be consistent with, and not to supersede any Article, Bylaw, or other measure duly enacted by the State AEP Board of Officers and Directors on file with the California Secretary of State.

1.4. CODE OF ETHICS

The following is the code of ethics that all members of AEP strive to follow:

1.4.1. Conduct yourself and your work in a manner that will uphold the honor,

- integrity, and dignity of the profession.
- 1.4.2. Uphold the stated intent, as well as the letter, of environmental policies, laws, and regulations that are adopted by governmental bodies or agencies.
 - 1.4.3. Do not engage in, encourage, or condone dishonesty, fraud, deceit, discrimination, or misrepresentation in the solicitation, preparation, or use of work prepared by you or under your direction.
 - 1.4.4. Fully disclose to your employers and prospective clients any economic or ethical interests that could reasonably be interpreted as a conflict of interest by them or by other affected parties with regard to your professional work.
 - 1.5.5. Ensure a good faith effort at full disclosure, technical accuracy, sound methodology, and objectivity in the collection, analysis, interpretation, and presentation of environmental information by you or under your discretion.
 - 1.6.6. Achieve the highest level of professional competency for yourself and for those you supervise.

1.5. AREA OF SERVICE

The Chapter consists of all State AEP members residing or employed in the counties of Monterey, Santa Cruz, San Benito, and Santa Clara County California as identified in the State AEP postal code list, or those State AEP members that make specific request to the State AEP Administrative Agency to be included in this Chapter's membership roster.

Statement 2. CHAPTER BOARD AND OFFICERS

2.1. ELECTIONS

The chapter members shall elect a local board of directors consisting of those officers whom the members deem necessary. However, at a minimum, the Monterey Bay-Silicon Valley chapter shall have a chapter director, president, treasurer, and secretary, and must set forth in the chapter statement of organization/bylaws the names of the officers, their functions, their terms of office, the nominating process, vacancy procedures, election dates, and the chapter's service area. Anyone nominated for a chapter officer must be a member of AEP at the time of nomination.

2.2. ROLES AND RESPONSIBILITIES

The elected Officers of the Chapter Board shall be Director, President, Vice President(s) of Programs, Vice President of Membership, Treasurer, Secretary, Legislative Liaison, Workshop Coordinator (C E Q A / N E P A), and Member-at-Large. Appointed, or non-elected, Officers may include, but are not limited to, Director of Communications and Student Liason. The roles of elected and appointed Chapter Officers constitute the Chapter Board and are hereinafter collectively referred to as "Chapter Officers."

The Chapter Officers shall act to promote the Chapter, encourage participation and membership, advocate the discussion of current environmental issues, and

advance professionalism within the environmental community. Each Chapter Officer shall preside over their Office in a manner consistent with the State AEP Bylaws. Each elected or appointed Chapter Officer shall have one vote on the Chapter Board. Any member in good standing may hold up to two elected positions during times of necessity or periods of transition. Chapter Officers shall be members of the Association of Environmental Professionals and remain members in good standing throughout the duration of their term of office.

2.3. ELECTED OFFICERS

2.3.1. DIRECTOR

The Director is responsible for representing the Chapter's interests before the State AEP Board of Officers and Directors. The Director shall attend each State AEP Board of Officers and Directors meeting and communicate the substance of those meetings to Chapter Officers and members; provide clear and timely communication between the Chapter and the State AEP Board; protect State AEP Board interests in Chapter affairs; submit the yearly budget to the State Treasurer at the State AEP Board of Officers and Directors meeting at which the annual budget is adopted; and work closely with the CEQA Workshop Coordinator to establish workshop dates, locations, speakers, and overall event coordination. In the event that the Director is unable to attend a State AEP Board meeting, the Director shall inform the President and assist in the selection of an alternate representative. Any other Chapter Officer or a third party may hold the Office of Director.

2.3.2. PRESIDENT

The President is responsible for conducting the overall management of the Chapter. The President shall preside over Chapter Officer meetings and Chapter membership meetings; represent the Chapter before and act as liaison to other professional organizations; oversee program, financial and other administrative programs; and represent the Chapter before interested media and public events. Any other Chapter Officer, with the exception of the Treasurer and Secretary, or a third party may hold the Office of President.

2.3.3. VICE PRESIDENT OF PROGRAMS

The Vice President of Programs is responsible for coordinating Chapter programs and special events. The Vice President of Programs shall negotiate arrangements for program and special event locations; act as point of contact for Chapter members to reserve a seat at events; prepare written descriptions and summaries of programs and distribute announcements to the Director of Communications; develop a program of events and timeline for electronic notifications to be delivered to the membership; supervise the planning and logistics of programs and special events; and ensure that program topics reflect the various interests

of the interdisciplinary membership of the Chapter. A quorum vote may allow for additional Vice President of Programs to be elected in accordance with the entirety of Statement 2.2. Any other Chapter Officer or a third party may hold the Office of Vice President of Programs.

2.3.4. VICE PRESIDENT OF MEMBERSHIP

The Vice President of Membership is responsible for acting as liaison between current and potential members and the Chapter. The Vice President of Membership shall maintain an accurate and complete list of Chapter members; inform, in a timely manner, the Newsletter Editor and Electronic Communications Coordinator of any revision to the membership roster affecting the distribution of any Chapter correspondence; actively develop new memberships; respond to inquiries regarding membership; receive and present questions or concerns from members to the Chapter Board for discussion; and coordinate with the Regional Director to assist in the establishment of new chapters. Any other Chapter Officer or a third party may hold the Office of Vice President of Membership.

2.3.5. TREASURER

The Treasurer is responsible for the management of Chapter finances. The Treasurer shall keep a full and complete record of Chapter finances; prepare the quarterly and annual financial reports for the State AEP Board; prepare and provide other financial information in accordance with State AEP financial policies; prepare a budget by November of each year for the following calendar year and submit it to the Chapter Director prior to the Winter State AEP Board of Officers and Directors meeting; and supervise the collection of funds at Chapter functions. Financial statements are to be filed with the State Financial Vice President. The Chapter bank account shall be held jointly between Chapter Treasurer and two other Chapter Officers as determined by quorum of all active Chapter Officers. Any other Chapter Officer, with the exception of the President and Secretary, or a third party may hold the Office of Treasurer.

2.3.6. SECRETARY

The Secretary is responsible for maintaining a written or electronic record of the Chapter's proceedings. The Secretary shall keep a full and complete written or electronic record of the meetings, programs, and election results of the Chapter; prepare and distribute, in a timely manner, draft meeting minutes to Chapter Officers for review, incorporate revisions into the draft minutes, and present revised minutes for approval at the next Chapter Officers meeting; coordinate and negotiate arrangements for the location of Chapter Officers meetings; and supervise all Chapter correspondence not authored by the President. Any other Chapter Officer, with the exception of the President and Treasurer, or a third party may hold the Office of Secretary.

2.3.7. LEGISLATIVE LIAISON

The Legislative Liaison is responsible for monitoring legislation falling within the purview and scope of the organization. The Legislative Liaison shall identify new or pending legislation that involve amendments to CEQA or the California Endangered Species Act (hereinafter “CESA”), impact the application of CEQA or CESA, or affect the business practice of environmental professionals; and prepare and deliver reports on such legislation on an as-needed basis at Chapter meetings and through newsletter articles. The Legislative Liaison can also organize a legislative committee to make position recommendations on pending legislation and report that position to the State AEP Legislative Committee in accordance with Statement 5.2. Any other Chapter Officer or a third party may hold the Office of Legislative Liaison.

2.3.8. WORKSHOP (CEQA/NEPA, etc.) COORDINATOR

The Workshop Coordinator is responsible for the planning of the Fall, Winter, Spring, and Summer Association of Environmental Professionals CEQA and NEPA and other Workshops. The Workshop Coordinator shall identify and negotiate the arrangements for the workshop location; reserve qualified speakers to present on sections of the workshop relative to their field of expertise; and supervise the planning and logistics of the workshop. Any other Chapter Officer or a third party may hold the Office of Workshop Coordinator.

2.3.9. MEMBER-AT-LARGE

An officer in this position is responsible for assisting other officers on an as-needed basis. The member-at-large shall be an elected office. The member-at-large is a voting chapter officer. This role can be used to recruit new members.

2.4. APPOINTED (NON-ELECTED) OFFICIALS

2.4.1. DIRECTOR OF COMMUNICATIONS

The Director of Communications is responsible for all electronic communication with the Chapter membership and public. The Director of Communications shall work closely with the Vice President of Membership to maintain a current distribution list of the Chapter membership; promote and encourage members to receive Chapter notifications through email and the Chapter website; update content on the Chapter website; implement the Chapter’s Social Media Strategy and work closely with the Vice President of Programs to develop a program of events and timeline for electronic notifications to be delivered to the membership. Any other Chapter Officer or a third party may hold the Office of Director of Communications.

2.4.2. STUDENT LIASON

Student Volunteer Representatives promote the organization on their respective campus, build student membership, and advertise Chapter events to students. There is no limit on the number of Student Volunteer Representatives. A Student Volunteer Representative shall be a part-time or full-time undergraduate or graduate student at a college or university within the Chapter's service area and be a State AEP member.

Statement 3. CHAPTER PROCEDURES

3.1. MEMBERSHIP SERVICES

The Chapter will provide full membership services to its service area. This will include an invitation to Chapter meetings featuring various speakers discussing topics of interest, voting privileges to determine Chapter Officers, invitation to special Chapter events, a quarterly newsletter and meeting announcements.

3.2. CHAPTER OFFICER MEETINGS

Regular meetings of the officers shall be held not less than quarterly to conduct the business and affairs of the chapter. Reasonable notice of the time and place of the meeting shall be provided to all officers. The chapter president shall be responsible for such notification unless otherwise delegated. Chapter business shall be conducted in a professional manner, including adequate notice of board meetings, distribution of agendas, and proper record of chapter business (i.e., meeting notes and accounting records). A quorum, defined as consisting of a simple majority of elected Chapter Officers, is required to conduct the meeting; an informal discussion with no binding actions can be held in the event a quorum is not met.

3.3. MEMBERSHIP MEETINGS

The chapter officers shall hold regular membership program meetings. The chapter officers shall make a good faith effort to hold eight program meetings per year, including meetings, workshops, field trips, and social activities. The chapter officers shall endeavor to increase the professional competence of environmental professionals by producing workshops and educational programs that include updates on the California Environmental Quality Act, participation in the statewide AEP conference, and other programs produced by AEP or in association with other organizations (including meetings, workshops, field trips, and social activities).

3.4. CHAPTER WEBSITE ADVERTISING RATES

The Chapter Board shall establish the rates for advertising on the Chapter Website at the first Chapter Officer meeting of the calendar year at which a quorum is met. The rates shall be recorded in the meeting minutes.

Statement 4. ELECTIONS, APPOINTMENTS, AND TERMS OF OFFICE

4.1. NOMINATION OF ELECTED CHAPTER OFFICERS

A request for Chapter Officer nominations for all eligible elected Chapter Offices, in accordance with Statement 2.1, shall be included in an email during the fourth quarter. The voting members of the Chapter shall nominate Chapter Officers for the following year at the last general meeting of the year and/or in an email sent to the Chapter email account. Written and electronic nominations can be received up to this date.

4.2. ELECTION OF CHAPTER OFFICERS

The voting members of the Chapter shall elect by written or electronic ballot all elected Officers of the Chapter. Election shall be by simple majority of all ballots cast for all candidates to each Office. The election shall be completed prior to December 31st, with terms to begin January 15th of the next calendar year. Ballots shall be distributed to each member by mail or email with reasonable notice of the last day to return ballots. Ballots shall be sent out by electronic mail to all members of the Chapter that have an email address on record with the Director of Communications.

The following rules shall apply: Members must have an email address to vote. Members shall electronically send their ballot to the two email addresses of the Chapter Officers shown on the ballot. The two recipients of the ballots shall not be the President and shall be selected by a quorum vote. The two recipients of the ballots shall tabulate all email votes independently before confirming the results with the other vote-counting Chapter Officer. If either Chapter Officer determines a discrepancy in the voting results, the President and one other Chapter Officer shall be contacted to view the emailed results and assist in resolving disputed ballots. No election shall be final until all votes sent in by email by the voting deadline date shown on the ballot are counted and confirmed by the Chapter Board.

4.3. APPOINTMENT OF CHAPTER OFFICERS

Appointed, or non-elected, Chapter Officers shall be individuals qualified to serve consistent with the roles and responsibilities of the respective Office as nominated and appointed by a quorum vote.

4.4. TERMS OF OFFICE

The terms of office for all Chapter Officers, except the Chapter Director, shall be one year or until their successors are elected and qualified. The term of office for the Chapter Director shall be two years, with no limit on the number of terms. Officers and Directors may be elected to succeed themselves in office. Each officer is expected to offer support to their successors for a period of two months following the election.

4.5. APPOINTMENT OF VACANCY

In the event of a vacancy of a Chapter Office by resignation, removal or any other cause, a quorum vote of the remaining Chapter Officers shall appoint a qualified successor to serve the remaining portion of the unexpired term of the predecessor.

4.6. REMOVAL OF OFFICER

A Chapter Officer may be removed from Office for cause by quorum vote of the other Chapter Officers or by petition of the Chapter membership. The Office shall then be filled pursuant to Statements 4.3 or 4.5, as applicable.

Statement 5. RELATIONSHIP TO OTHER ORGANIZATIONS

5.1. RELATIONSHIPS AND AFFILIATIONS

The Chapter acknowledges that the State AEP Board of Directors has authority over any issue that potentially could impact the entire State AEP.

The Chapter acknowledges that the State AEP, and therefore this Chapter, is affiliated with the National Association of Environmental Professionals (hereinafter “NAEP”); the form of this affiliation is the sole responsibility of the State AEP Board and the Officers of NAEP.

5.2. LOCAL LEGISLATIVE ISSUE POSITION

Prior to issuing a formal position on any local legislative issue, the President or Legislative Liaison(s) shall contact the State AEP Legislative Committee Chair, to confirm 1) the issue is appropriate for a local chapter to comment on, and 2) that the position taken is consistent with active State AEP position. If it is determined that the issue or the position is inappropriate, the Chapter shall not issue a position. However, the Chapter reserves the right to appeal to the entire Board of Officers and Directors of the State AEP. During the time of this appeal, and in the event that the entire State AEP Board of Officers and Directors determines either the issue or the position is inappropriate, the Chapter shall not issue a formal or informal position.

Statement 6. STATEMENT OF ORGANIZATION

6.1. AMENDMENT OF CHAPTER STATEMENT OF ORGANIZATION

This Statement of Organization may be amended or repealed and replaced by a new Statement of Organization by a quorum vote and approved by the State AEP Board of Officers and Directors.

STATEMENT OF ADOPTION

This Statement of Organization has been revised and adopted by a quorum of the AEP Monterey Bay – Silicon Valley Chapter Board e-vote on November 5, 2018 and by the State AEP Board of Officers and Directors vote on this date, **INSERT DATE**.