

Bylaws of The American Academy of Environmental Engineers and Scientists

As Revised and Adopted January 6, 2022

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NOTE

Policies, procedures and criteria that amplify the Bylaws and are to be used in carrying out the business of the Academy are found in the Policies and Procedures Manual (PPM). The PPM should be consulted for further information.

ARTICLE I: CORPORATION

Section 1.1 Name

The name of this Corporation is the American Academy of Environmental Engineers and Scientists as amended in its articles of incorporation under the General Corporation Law of the State of Delaware. The approved abbreviation of the name shall be AAEEES.

Section 1.2 Definitions of Environmental Engineering and Environmental Science

The professional discipline of environmental engineering is defined as the application of engineering principles to improve and maintain the environment for the protection of human health, for the protection of nature's beneficial ecosystems, and for environment-related enhancement of the quality of human life. The professional discipline of environmental science is defined as the application of scientific principles to improve and maintain the environment for the protection of human health for the protection of nature's beneficial ecosystems, and environment-related enhancement of the quality of human life.

Section 1.3 Offices

Consistent with the General Corporation Law of the State of Delaware, and these Bylaws, the Executive Committee (EC) shall designate a registered agent and legal address for corporate purposes in the State of Delaware and an office and location for the purposes of conducting the business of the Academy.

Section 1.4 Vision, Mission, and Objectives of the Academy

The Vision of the Academy is:

Leadership and excellence in environmental engineering and science (EES).

The Mission of the Academy is to:

Promote continual improvement in EES education and practice.

The Objectives of the Academy are to support the Mission by:

- a) Ensuring the quality of and creating pathways for future EES professionals.
- b) Providing continuing education for all EES professionals.
- c) Certifying advanced professionals; provide public recognition of outstanding individuals and practices.
- d) Harnessing the technical expertise of our members to advise decision-makers and the public on the use of EES to improve and maintain the environment.

Section 1.5 References

All references herein to the Academy shall mean the American Academy of Environmental Engineers and Scientists and all references to the Board, or BOT, shall mean the Board of Trustees of the Academy.

ARTICLE II: MEMBERSHIP

Section 2.1 Membership and Membership Rights

Section 2.1.1 Fees

Membership fees for all membership classes shall be established by the BOT.

Section 2.1.2 Rights of Membership

All members (other than Honorary and Student) shall have the following rights:

- a) elect Trustees-at-Large and Officers as provided in Article V and to vote in any referendum submitted to the membership-at-large;
- b) amend the Certificate of Incorporation;
- c) receive copies or electronic transmissions of the Academy's magazine and other Academy publications normally distributed without charge;
- d) approve the merger or consolidation with another corporation;
- e) sale, lease, or exchange of all or substantially all Academy assets;
- f) approve dissolution of the Academy;
- g) inspect for any proper purpose, during the usual hours for business, the Academy's ledger, list of members, and other books and records of the Academy upon written demand under oath stating the purpose thereof, and .
- h) bring an action (i.e., lawsuit) to compel the Academy to enforce a corporate right that, for one reason or another, the Academy has refused to assert (e.g., a breach of fiduciary duty action against the Trustees for negligence, mismanagement, self-dealing, or waste of Academy assets).

Section 2.1.3

All members (other than Honorary and Student) shall hold and enjoy equal rights and privileges, except as may be otherwise set forth in these Bylaws.

Section 2.2 Membership Categories

Section 2.2.1

The following membership categories are established:

- a) **Student Member:** Any student enrolled and pursuing a course of study leading to a degree in environmental engineering or environmental science, or any other engineering or scientific field acceptable to the BOT.
- b) **Member:** Any individual that the Academy recognizes:
 1. who holds a degree in environmental engineering or environmental science or any other engineering or scientific field acceptable to the BOT; and

2. who is employed or teaching in the environmental engineering or environmental science field at the time of joining the Academy.

c) **Board Certified Environmental Engineer:** Any individual that the Academy recognizes:

1. who holds a degree in environmental engineering or any other engineering field acceptable to the BOT;
2. who is employed or is teaching in the environmental engineering field at the time of certification;
3. who has a minimum of eight (8) years of demonstrated environmental engineering and/or teaching experience following receipt of an engineering degree, four of which are in responsible charge;
4. who has taken and passed an examination prescribed by the Academy; and
5. who holds a valid license, or a valid certificate of registration, to practice engineering issued by a lawfully constituted registration board of any state, territory, possession or district of the United States, or from a foreign country. In the latter case, the BOT shall verify that the license or certificate meets the Academy's minimum standards.

d) **Board Certified Environmental Engineering Member:** is any individual that the Academy recognizes:

1. who holds a degree in environmental engineering or any other engineering field acceptable to the BOT;
2. who is employed or is teaching in the environmental engineering field at the time of certification; and
3. who meets the requirements of Section 8.5.2 of these Bylaws and is certified by Eminence.

Board Certified Environmental Engineering Members certified prior to 2013, who may have been certified by examination, shall retain their certification as long as they continue to satisfy all conditions required to retain their certification.

e) **Board Certified Environmental Scientist:** is any individual that the Academy recognizes

1. who holds a degree in environmental science or any other scientific field acceptable to the BOT;
2. who is employed or is teaching in the environmental science field at the time of certification;

3. who has a minimum of eight (8) years of demonstrated environmental science and/or teaching experience following receipt of a science degree, four of which are in responsible charge; and
4. who has taken and passed an examination prescribed by the Academy.

f) **Honorary Member:** is any individual that the Academy recognizes

1. who has attained a place of eminence in the environmental field, or has made a singular noteworthy contribution for a sustained contribution to the advancement of environmental engineering or environmental science; or
2. who has rendered outstanding service over a relatively long period of time in the advancement of the affairs of the Academy.

Section 2.2.2

Individuals granted membership in the Academy may use the following designations following their names and signatures in accordance with their respective qualifications:

Student Member: Student Member AAEES;

Member: Member AAEES, M. AAEES, or Mbr. AAEES;

Board Certified Environmental Engineering Member: Board Certified Environmental Engineering Member AAEES, or BCEEM AAEES;

Board Certified Environmental Engineer: Board Certified Environmental Engineer AAEES, or BCEE AAEES ;

Board Certified Environmental Scientist: Board Certified Environmental Scientist AAEES or BCES AAEES.

Diplomate: Those members awarded certification as a Diplomate prior to 2006 may use the designations of those for Board Certified Environmental Engineer or Diplomate AAEES, or DEE AAEES; and

Honorary Member: Honorary Member AAEES

For All Classes of Membership: The use of the AAEES after the membership category is optional.

Section 2.3 Roster

The Academy shall maintain and publish annually a roster of members of the Academy in good standing as of January 31 each year. Publication of this roster shall be in a form determined by the BOT.

ARTICLE III: BOARD OF TRUSTEES (BOT)

Section 3.1 Powers

The Board shall have full power to conduct, manage, and direct the business and affairs of the Corporation as provided in the Corporation charter and the General Corporation Law of the State of Delaware, including the power to borrow money and purchase, sell, lease, or otherwise dispose of real estate, and all powers of the Corporation, except those specifically reserved to the members by statute or as limited herein by these Bylaws. The BOT exclusively may delegate to an Executive Committee (EC) any of its duties and powers. Only those duties and powers so delegated may be exercised by the EC or as limited herein by these Bylaws.

Section 3.2 Executive Committee (EC)

Section 3.2.1 Authority

Consistent with direction from the BOT, the EC shall be responsible for budget control, operations, and management of the Academy, and through the President, shall provide direction to the Executive Director (ED). The EC is authorized to act on all Academy activities and affairs, except for electing officers and directors, establishing budgets and membership fees, conducting audits, establishing policies and procedures, amending these Bylaws, or exercising any power reserved by law exclusively for the BOT or members or as excluded herein by these Bylaws.

Section 3.2.2 Composition

- a) The EC shall consist of the President, President-Elect, Vice President, Treasurer, most recent available Past-President, one At-Large-Trustee and one Sponsoring Organization Trustee. The ED shall be a member ex officio of the EC, but shall not have voting rights.
- b) The EC At-Large and Sponsoring Organization Trustees shall be appointed by the President and approved by the BOT.

Section 3.2.3 Closed Meetings

The EC, in its discretion, may conduct business in executive session on personnel matters, pending or anticipated litigation, or other matters that, if discussed in open session, would violate lawful privilege or disclose information protected by law. The proceedings and minutes of all executive sessions shall be confidential. No votes shall be taken during such sessions. Final action on matters discussed in executive session shall be taken at an open meeting.

Section 3.2.4 Quorum

Two thirds of the EC members then in office shall constitute a quorum.

Section 3.3 Annual Audit

The BOT shall appoint an outside auditor to review or audit the finances and general operations of the Academy on an annual basis. A copy of the review or audit shall be made available to any BOT member upon written request. A full audit shall be scheduled on at least a biennial basis.

Section 3.4 Number, Terms, Qualifications, and Elections

Section 3.4.1 Number

The BOT shall consist of the following members:

- a) The President, President-Elect, Vice President, Treasurer, and the most recent available Past-President;
- b) The Trustees representing the Sponsoring Organizations (SOs); and
- c) Six Trustees-at-Large.

Section 3.4.2 Terms of Office

- a) The terms of office for President, President-Elect, and Vice President shall be one year; shall coincide with the Academy's fiscal year; and shall begin on January 1 of the fiscal year immediately following the annual meeting of the BOT in which they are inducted into office. Those serving in these officer positions may serve one additional consecutive one-year term, provided he or she is nominated and elected.
- b) The term of office for the Treasurer shall be three years; shall coincide with the Academy's fiscal year; and shall begin on January 1 of the fiscal year immediately following the annual meeting of the BOT in which she/he has been inducted into office. The Treasurer may serve one additional consecutive three-year term.
- c) The terms of office for all Trustees shall be staggered terms of three years with 1/3 being elected or appointed each year; shall coincide with the Academy's fiscal year; and shall begin on January 1 of the fiscal year immediately following the annual meeting of the BOT in which they are inducted into office.
- d) Those serving as Trustees-at-Large may serve one additional consecutive three-year term, provided he or she is nominated and elected.
- e) Sponsoring Organization Trustees may serve one additional consecutive three-year term upon the request of the Sponsoring Organization to the President and with his or her concurrence.
- f) A Trustee who has been appointed or elected to complete an unexpired term of another Trustee shall, upon completion of such unexpired term, be eligible for election or appointment for a succeeding full term of three (3) years.
- g) Each Trustee shall serve until his or her successor is elected or appointed or until the office is declared vacant.

Section 3.4.3 Trustee Qualifications

- a) All Sponsoring Organization Trustees shall be Board Certified by AAEEES.
- b) Trustees need not be residents of the State of Delaware

- c) Trustee-at-Large candidates shall be Board Certified by AAEEES and shall serve on an Academy Committee or Working Group from the time of their nomination through the end of their term as a Trustee.
- d) The number of BCEEMs serving as Trustees shall not exceed five (5).

Section 3.4.4 Election of BOT Members

- a) Elections shall be conducted in accordance with the procedures specified in Article V.
- b) One third of the Trustees-at-Large shall be elected each year.
- c) The BOT shall accept as the Trustee representing a Sponsoring Organization the designee of such organization. Designations by Sponsoring Organizations shall be submitted in writing to the President and ED at least sixty (60) days prior to the date of the Annual Meeting of the BOT.
- d) The terms of office shall coincide with the Academy's fiscal year and shall begin on January 1 of the fiscal year immediately following the annual meeting of the BOT in which they are inducted into office.
- e) At least two thirds of the BOT shall consist of members who were either elected by the general membership or selected by the Sponsoring Organizations.

Section 3.5 Duties of Trustees

Duties, roles and responsibilities of Trustees shall be provided in the Policies and Procedures Manual.

Section 3.6 Deputy Treasurer

Immediately following the Annual Meeting of the BOT, the EC will appoint a Deputy Treasurer to perform the duties of the Treasurer as the Treasurer may direct. The Deputy Treasurer will not serve as a member of the EC nor of the BOT. The Deputy Treasurer shall serve for one year and may be reappointed with no limitation on the number of terms.

Section 3.7 Annual Meetings of the BOT

An Annual Meeting of the BOT shall be held in each calendar year at such time and place as the BOT shall determine to transact such business as may properly be brought before the BOT.

Section 3.8 Special Meetings of the BOT

Special meetings of the BOT may be called at any time by the President with the concurrence of the EC, or by at least one-third of the members of the BOT. Such meetings may require attendance of BOT members and/or may be conducted by electronic or telephonic means consistent with the Corporate Laws of the State of Delaware.

Section 3.9 Notice of BOT Meetings

Except as otherwise expressly required by law or hereinafter provided, notice of each BOT meeting shall be sent by US Postal Service and/or e-mail to each member of the BOT. Notice shall be addressed to his or her last known post office and/or e-mail address, not less than thirty (30) days before the date of the meeting.

Section 3.10 Quorum

At all meetings of the BOT, a number greater than 50 percent (50%) of the BOT members then in office present in person or by telephonic means constitutes a quorum for the transaction of business.

Section 3.11 Voting

The BOT members present at any meeting of the BOT shall each be entitled to vote on any matter requiring a vote of the BOT. At all meetings of the BOT, all matters, except those upon which the manner of deciding is otherwise expressly regulated by law, by the Certificate of Incorporation or by these Bylaws, shall be decided by a majority vote of the members of the BOT present and voting. Voting may also be conducted by mail or e-mail ballot where there is a single issue to be decided, in which case the matter in question shall be decided by a majority of the votes cast by the members of the BOT, provided that the total number of votes cast is not less than two thirds of the total number of the members of the BOT.

Section 3.12 Vacancies**Section 3.12.1**

The BOT may declare vacant the office of a Trustee:

- a) if a newly-elected Trustee does not accept such office in writing within thirty (30) days after notice of election, or does not attend the next regularly scheduled meeting of the BOT; or
- b) if a Trustee fails to attend two (2) successive annual meetings of the BOT; or
- c) for any other proper cause as determined by the BOT upon the affirmative vote of two thirds of its members present and voting at a regular or special meeting or upon affirmative vote of two thirds of those voting by letter or e-mail ballot, provided that the total number of votes cast by letter or email is not less than two thirds of the total number of the members of the BOT.

Section 3.12.2

Upon notice of the designation of an individual as a Trustee by a Sponsoring Organization, the ED shall contact the appointed Trustee and confirm the appointment and request a written or e-mail acceptance letter.

Section 3.12.3

Any vacancy in the position of Trustee-at-Large shall be filled by a two thirds affirmative vote of its members present and voting at a regular or special meeting or upon affirmative vote of two thirds of those voting by letter or e-mail ballot, provided that the total number of votes cast by letter or email is not less than two thirds of the total number of the members of the BOT.

Section 3.13 Resignations

Any Trustee may resign at any time by giving written notice to the President. Such resignation shall take effect on the date of such notice or at any later date specified therein. Unless otherwise specified, the Board's acceptance of such resignation shall not be required to make it effective.

ARTICLE IV: OFFICERS OF THE ACADEMY

Section 4.1 Titles and Qualifications

Section 4.1.1

The officers of the Academy shall be a President, President-Elect, Vice-President, Past President, Treasurer, and ED. All elected officers and candidates for elected officer positions shall be Board Certified by AAEEES.

Section 4.1.2

Officers need not be residents of the State of Delaware.

Section 4.1.3

Candidates standing for a position as an elected officer and Treasurer of the Academy, at any election, shall have served at least one term as either a Trustee, a chairperson of an Academy committee or as the Treasurer. It shall be the responsibility of the Nominating Committee to determine the eligibility and qualifications of any candidates presented to the membership for election.

Section 4.2 Duties of Officers

The duties of the President, President-Elect, Vice President, Past President, and Treasurer shall be prescribed in the *Policies and Procedures Manual*.

Section 4.3 Elections

- a) Elections shall be conducted in accordance with procedures specified in Article V.
- b) The President-Elect and Vice President shall be elected annually by the members of the Academy.
- c) The Vice President shall be offered as the candidate for election to the position of President-Elect in the subsequent year.
- d) The President-Elect shall succeed to the office of President at the close of the latter's term.
- e) The Past President shall serve for a period of one year immediately following completion of his/her term as President.
- f) The term of office of new officers shall begin on January 1 of the fiscal year following their induction into office which shall take place during the Annual Meeting of the BOT.

Section 4.4 Removal

Any officer of the Academy may be removed either for or without cause by the BOT, whenever in the judgment of the BOT the best interests of the Academy will be served thereby, upon the affirmative vote of two thirds of its members present and voting at a regular or special meeting or upon affirmative vote of two thirds of those voting by letter or e-mail ballot provided that the total number of votes cast by letter or email is not less than two thirds of the total number of the members of the BOT.

Section 4.5 Resignations

Any officer may resign at any time by giving written notice to the President of the BOT or to the ED. Any such resignation shall take effect as of the date of such notice or at any later date specified therein; and unless otherwise specified, BOT acceptance of such resignation shall not be necessary to make it effective.

Section 4.6 Vacancies and Appointments

- a) If the President fails to complete a term, the succession in office shall be the President-Elect and the Vice President, each in such succession acting in his/her stead following failure of the successor to accept the office of President.
- b) If the President-Elect fails to complete a term, the Vice President shall succeed to the office of President-Elect.
- c) If the Vice President fails to complete a term, nominees for the position of Vice President shall be submitted by the Nominating Committee and elected by the affirmative vote of two thirds of the BOT members present and voting at a regular or special meeting; or upon affirmative vote of two thirds of those voting by letter or e-mail ballot, provided that the total number of votes cast by letter or email is not less than two thirds of the total number of the members of the BOT. The new Vice President shall assume office immediately upon such election.
- d) If the Treasurer fails to complete a term, the President, with the approval of the Executive Committee, shall appoint a Treasurer and such new Treasurer shall assume office immediately upon such appointment.
- e) If the Past President fails to complete a term, the most recent available Past President shall succeed to the office of Past President.
- f) In the event of a vacancy not provided for by this Section, such vacancy shall be filled as the BOT may prescribe.

ARTICLE V: ELECTION OF OFFICERS AND TRUSTEES-AT-LARGE

Section 5.1 Date of Election

Elections shall be held as set forth in elsewhere in these Bylaws.

Section 5.2 Nominating Committee

Section 5.2.1

The Nominating Committee shall be appointed by the President and shall consist of:

- a) the three most recent available Past Presidents;
- b) one Trustee-at-Large who has served on the BOT for at least two years;
- c) one Sponsoring Organization Trustee who has served on the BOT for at least two years;
- d) a chairperson from one of the technical sub-committees of the Development and Upgrading of Examinations Committee; and

Section 5.2.2

The committee chair shall be the most recent available Past President. If there are less than three available Past Presidents, the President shall fill any vacancy on the Nominating Committee by appointment from the membership of the Academy.

Section 5.3 Responsibilities of the Nominating Committee

It is the responsibility of the Nominating Committee to identify and select nominees that meet the requirements specified in the Academy Bylaws.

Section 5.4 Candidates by Board Certified Members' Action

In addition to the candidates selected by the Nominating Committee, the membership-at-large may nominate candidates for one or more of these offices by means of a petition signed by at least fifty (50) Board Certified by AAEEES members. The petition must be submitted to the ED no later than March 1 of an election year.

Section 5.5 Election of Treasurer**Section 5.5.1**

The Nominating Committee shall nominate at least one (1) candidate for the office of Treasurer when a vacancy has occurred or will occur in that position.

Section 5.5.2

As needed at any Annual Meeting or a Special Meeting of the BOT, after certifying the election and appointment of Trustees, the BOT will elect a Board Certified by AAEEES member to be Treasurer for a term of three years. No Treasurer may serve more than two consecutive three-year terms.

Section 5.6 Balloting

Elections shall be either by electronic or mailed paper ballot.

Section 5.7 Tellers

The ED shall appoint three (3) tellers who are Board Certified by AAEEES to record the results of the balloting.

Section 5.8 Nominees Elected

- a) The Vice President nominee receiving the highest number of votes of those voting shall be declared elected.
- b) The two nominees for Trustee-at-Large receiving the highest number of votes of those voting shall be declared elected.
- c) In the event of a tie in the voting for Vice President or the Trustees-At-Large, the BOT shall choose from those candidates receiving tie vote(s) immediately after the results are made known to the BOT. The Tellers shall oversee the process in the event of a tie.

ARTICLE VI: EXECUTIVE DIRECTOR (ED)

Section 6.1 Appointment

The BOT shall appoint an Executive Director (ED) who will serve at the pleasure of the BOT and will serve as Chief Operating Officer of the Corporation, full or part time, with or without compensation.

Section 6.2 Responsibilities

- a) The ED shall:
 - 1. serve under the direction of the President; and
 - 2. serve as Secretary of the Corporation, the BOT, and its EC; and
 - 3. keep and prepare minutes of all meetings of these bodies as Secretary.
- b) The ED shall not be required to be a member and shall not have voting rights on the BOT or EC.
- c) The ED shall be bonded at the expense of the Academy for the faithful discharge of assigned duties in a sum to be determined by the BOT.
- d) An employment contract, or position description, shall define the arrangements between the Academy and the ED.
- e) The duties, responsibilities, authorities, and employment contract, or position description, of the ED shall be provided in the Policies and Procedures Manual.

ARTICLE VII: SPONSORING AND AFFILIATED ORGANIZATIONS

Recognizing the interdisciplinary nature of environmental engineering and environmental science, the Academy shall encourage close working relationships with professional and technical organizations whose goals and objectives are compatible with those of the Academy.

Section 7.1 Sponsoring and Affiliated Organizations

Section 7.1.1

Sponsoring and Affiliated organizations (SOs and AOs) shall be professional and technical organizations that, in the opinion of the BOT, have goals and objectives compatible with the goals and objectives of the Academy.

Section 7.1.2

SOs shall designate a member of their organization who is also Board Certified by AAEEES to serve as the SO's Trustee on the BOT.

Section 7.1.3

The BOT shall approve the affiliation of an SO or an AO.

Section 7.1.4

The roles and responsibilities of Sponsoring and Affiliated Organizations shall be specified by the BOT. When an SO is succeeded or replaced by a new organization with goals and objectives compatible with those of the Academy, such new organization may, with the approval of the BOT, become a Sponsoring Organization.

Section 7.2 New Sponsoring and Affiliated Organizations

A professional or technical organization with no formal ties with the Academy may become a Sponsoring or Affiliated Organization upon approval by majority vote of the BOT if, in the opinion of the BOT, the goals and objectives of the organization are compatible with those of the Academy.

Section 7.3 Withdrawal of a Sponsoring or Affiliated Organization

Any Sponsoring or Affiliated Organization may withdraw from the Academy upon providing written notice thereof to the President of the Academy.

Section 7.4 Activities with SOs and AOs

The Academy and SOs and AOs may develop joint cooperative programs that further each organization's goals and objectives. The BOT shall approve such cooperative programs and the necessary arrangements between the parties to implement the cooperative program.

ARTICLE VIII: CERTIFICATION**Section 8.1 Definitions of Environmental Engineering and Environmental Science**

For the purpose of evaluating the qualifications of candidates for certification, the professional disciplines of environmental engineering and environmental science shall be as defined in Section 1.2.

Section 8.2 American Academy of Environmental Engineers Certification Board (AAEECB)

The American Academy of Environmental Engineers Certification Board is independently empowered to, in its discretion, grant and issue to any citizen of the United States or citizen of a foreign country found to be entitled to receive the same, a Certificate of Special Knowledge, in any of the specialty fields of environmental engineering designated by the BOT. The powers of the AAEECB are strictly limited to the above described certification actions. The certification actions of the AAEECB may not be modified or rescinded by the BOT.

Section 8.2.1 Composition of the AAEECB

The AAEECB shall consist of seven members recommended by the EC and approved by the BOT. Each member of the AAEECB shall be a BCEE and shall, at the beginning of his or her term, have been a BCEE for a minimum of five years and shall have served on and been a contributing member of an Academy Committee or Working Group.

Section 8.2.2 Officers of the AAEECB

The President shall appoint a Chairperson of the AAEECB and a Vice-Chair of the AAEECB to serve in the Chairperson's absence or incapacity to serve. Officers of the AAEECB shall serve a one-year term coincident with the calendar year.

Section 8.2.3 Terms of Office, Duties, Annual Meetings, Notice, Quorum, Voting, Vacancies, and Resignations

The AAEECB shall be governed by the same provisions as BOT Trustees as defined in Article III in respect to Terms of Office (Section 3.4.2 parts c, f & g) (except that the terms of the first AAEECB Trustees will be one, two, and three years), Duties (Section 3.5), Annual Meeting (Section 3.7), Notice (Section 3.9), Quorum (Section 3.10), Voting (Section 3.11), and Resignations (Section 3.13). In applying these provisions to the AAEECB, in each of the aforementioned sections in Article III, references to Trustees shall be interpreted as referring to members of the AAEECB and references to BOT shall be interpreted as referring to the AAEECB. Vacancies in the AAEECB may be declared by the BOT for the same reasons as contained in Section 3.12.1. Vacancies may be filled by the BOT using the same procedures as described in Section 3.12.3. If recommended by the EC and approved by the BOT, members of the AAEECB may serve one additional three-year term.

Section 8.2.4 Special Meetings

Special meetings of the AAEECB may be called at any time by the Chairperson of the AAEECB. Such meetings may require attendance of AAEECB members and/or may be conducted by electronic or telephonic means consistent with the Corporate Laws of the State of Delaware.

Section 8.3 American Academy of Environmental Scientists Certification Board (AAESCB)

The American Academy of Environmental Scientists Certification Board is independently empowered to, in its discretion, grant and issue to any citizen of the United States or citizen of a foreign country found to be entitled to receive the same, a Certificate of Special Knowledge, in any of the specialty fields of environmental science designated by the BOT. The powers of the AAESCB are strictly limited to the above described certification actions. The certification actions of the AAESCB may not be modified or rescinded by the BOT.

Section 8.3.1 Composition of the AAESCB

The AAESCB shall consist of seven members recommended by the EC and approved by the BOT. Each member of the AAESCB shall, at the beginning of his or her term shall have been a BCEE, BCEEM, or BCES for a minimum of five years and shall have served on and been a contributing member of an Academy Committee or Working Group.

Section 8.3.2 Officers of the AAESCB

The President shall appoint a Chairperson of the AAESCB and a Vice-Chair of the AAESCB to serve in the Chairperson's absence or incapacity to serve. Officers of the AAESCB shall serve a one-year term coincident with the calendar year.

Section 8.3.3 Terms of Office, Duties, Annual Meetings, Notice, Quorum, Voting, Vacancies, and Resignations

The AAESCB shall be governed by the same provisions as BOT Trustees as defined in Article III in respect to Terms of Office (Section 3.4.2 parts c, f & g) (except that the terms of the first AAESCB Trustees will be one, two, and three years), Duties (Section 3.5), Annual Meeting (Section 3.7), Notice (Section 3.9), Quorum (Section 3.10), Voting (Section 3.11), and Resignations (Section 3.13). In applying these provisions to the AAESCB, in each of the aforementioned sections in Article III, references to Trustees shall be interpreted as referring to members of the AAESCB and references to BOT shall be interpreted as referring to the AAESCB. Vacancies in the AAESCB may be declared by the BOT for the same reasons as contained in Section 3.12.1. Vacancies may be filled by the BOT using the same procedures as described in Section 3.12.3. If recommended by the EC and approved by the BOT, members of the AAESCB may serve one additional three year term.

Section 8.3.4 Special Meetings

Special meetings of the AAESCB may be called at any time by the Chairperson of the AAESCB. Such meetings may require attendance of AAESCB members and/or may be conducted by electronic or telephonic means consistent with the Corporate Laws of the State of Delaware.

Section 8.4 Procedure for Obtaining a Certificate of Special Knowledge

The application and admission procedures to obtain certification by the Academy shall be determined by the BOT and provided in the Policies and Procedures Manual.

Section 8.5 Requirements for Certification

The AAEECB and AAESCB, as appropriate, upon the affirmative vote of two thirds of its members present and voting at a regular or special meeting or upon affirmative vote of two thirds of those voting by letter or e-mail ballot, provided that the total number of votes cast by letter or email is not less than two thirds of the total number of the members of the AAEECB or AAESCB, as appropriate, may certify an applicant provided such applicant meets the necessary qualifications. Provided further, all admissions approved by letter or e-mail ballot shall be reviewed by the AAEECB or AAESCB, as appropriate, at its next meeting.

Section 8.5.1

Every engineer or engineering member to whom the AAEECB grants a certificate shall be designated as a BCEE (licensed engineer) or BCEEM (unlicensed engineering member) and a member of the Academy. Every environmental scientist to whom the AAESCB grants a certificate shall be designated as a BCES and a member of the Academy.

Section 8.5.2 Certification by Eminence

At its discretion, the AAEECB may certify eminent candidates as environmental engineers or environmental engineering members. The AAESCB may, at its discretion, certify eminent candidates as environmental scientists.

- a) In addition to meeting the general requirements, the eminent engineer, engineering member, or scientist candidate shall have had at least 20 years of environmental engineering or environmental science experience, respectively, acceptable to the AAEECB or AAESCB, as appropriate, in one or more of the specialty fields of environmental engineering or environmental science and be

recommended by the Eminence Committee in accordance with procedures and criteria established by the BOT to test for eminence.

- b) An eminent candidate for engineer, engineering member, or scientist being considered for certification under this section shall not be required to take formal examinations, but must meet the test of eminence documented under criteria and procedures established by the BOT.

Section 8.6 Issuance of Certificates

Upon satisfactory completion of the applicable examinations and approval of supporting documentation filed by the applicant that he/she meets the prescribed standards, the AAEECB or AAESCB, as appropriate, shall issue a suitable certificate. This certificate, which shall be signed by an appropriate officer(s) of the AAEECB or AAESCB and shall have the seal of the Academy affixed, remains the property of the AAEECB or AAESCB. The person to whom it is issued is entitled to its possession unless and until it is revoked. The effective date of the certificate shall be the date when the applicant was certified and such date shall be noted on the certificate when issued.

Section 8.7 Certification Renewal

The recertification of a Certificate of Special Knowledge shall be required each year as specified by the BOT.

Section 8.8 - Revocation of Certificates

A Certificate of Special Knowledge shall be revoked by an authorizing vote of two-thirds of the members of the AAEECB or AAESCB, as appropriate, present and voting at a regular or special meeting, or upon an authorizing vote of two thirds of those voting by letter or e-mail ballot provided that the total number of votes cast by letter or email is not less than two thirds of the total number of the members of the AAEECB or AAESCB, when appropriate evidence sustains such action. The AAEECB or AAESCB, as appropriate, shall act as the final arbiter on appeals of revocation decisions.

ARTICLE IX: COMMITTEES, WORKING GROUPS, AND STATE REPRESENTATIVES

Section 9.1 Committees, Working Groups, and State Representatives

The Academy shall have Management Committees, Committees, and Working Groups as needed to carry out the objectives of the Academy. In addition, the Academy shall establish a state/regional program to address local, regional and state issues of interest to the Academy.

Section 9.2 Appointment of Chairs, Members, and State Representatives

Unless otherwise provided, Management Committee, Committee and Working Group Chairs and members and State Representatives shall be appointed by the President.

Section 9.3 Formation of Management Committees, Committees, and Working Groups

The formation of management committees shall be approved by a majority vote of a quorum of the BOT and listed in the Policies and Procedures Manual. Formation of new committees and working groups shall be approved by the Executive Committee.

ARTICLE X: AWARDS PROGRAM

The Academy shall have an Awards Program to recognize individuals and organizations for their contributions to environmental engineering and environmental science and/or public health/environmental protection. Nominees will be considered annually. The BOT shall establish new award programs or terminate existing awards as circumstances dictate by a majority vote of a quorum of the BOT. The Policies and procedures for all awards shall be approved by the BOT. The awards are listed in the *Policies and Procedures Manual*.

ARTICLE XI: ADMINISTRATION AND MANAGEMENT OF THE ACADEMY

Section 11.1 Policies and Procedures Manual

A *Policies and Procedures Manual* shall exist to incorporate the policies and procedures deemed necessary and approved by the BOT for the operation and management of the Academy. These policies and procedures shall be consistent with the Articles of Incorporation and Bylaws and established as specified in this Manual. All members and staff shall be bound by these established policies and procedures.

Section 11.2 Fiscal Year

The fiscal year of the Academy shall begin on January 1 and close on December 31 of each year.

Section 11.3 Academy Seal

The seal of the Academy shall be of such design as designated and approved by the BOT and shall be used only for official business purposes. The Academy emblem may not be used on the letterhead or other stationery of members.

Section 11.4 Indemnification and Insurance

Any person who is or was an officer, Trustee, employee, or agent of the Academy shall be indemnified by the Academy in accordance with the provisions of the General Corporation Law of the State of Delaware and the Certificate of Incorporation. In addition, the Academy shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover him/her against any liability asserted against that person and incurred by him/her in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this section.

ARTICLE XII: MEETINGS OF MEMBERS

Members may hold meetings at such time, place, and intervals as may be determined by the EC or the BOT. The EC may cooperate with Sponsoring and Affiliated Organizations or other organizations in the programming of special meetings concerned with the interests of the Academy. Meetings shall be held in compliance with the provisions of these Bylaws.

ARTICLE XIII: PARLIAMENTARY PROCEDURE

At all meetings of the members of the Academy, its BOT, AAEECB, AAESCB, and any committees thereof, the latest edition of Roberts Rules of Order shall govern as to parliamentary procedures if not in conflict with procedures provided in the General Incorporation Law of the State of Delaware, in the Certificate of Incorporation, and these Bylaws.

ARTICLE XIV: AMENDMENTS TO THE BYLAWS

The Bylaws of the Academy may be altered, amended, or repealed in any particular, and new Bylaws may be adopted in each case, not inconsistent with any provision of law or the Certificate of Incorporation, by affirmative vote of two thirds of the members of the BOT who are present and voting at a regular meeting or at a special meeting, the notice of which shall include the form of the proposed alteration, amendment, or repeal of the Bylaws or a summary thereof.

ARTICLE XV: DISSOLUTION OF THE ACADEMY

If upon dissolution of the Academy there shall remain any property or other assets after satisfaction of all indebtedness, such property and assets shall not be distributed among the members of the Academy, but shall be given or transferred to one or more non-profit corporations, associations, or institutions having objectives generally similar to those of the Academy. Such recipients shall be selected by an authorizing vote of a majority of the members of the BOT present and voting, a quorum being present, at an annual or special meeting. Such dissolution of the Academy shall be in accordance with laws of the State of Delaware and the directives of relevant Federal statutes dealing with not-for-profit organizations.

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