

30 certification to individuals based upon thorough examination and review of such person's
31 educational and scientific knowledge, training, and experience, in both the public and private sector.
32 CPESC, Inc. has develops and maintains standards and procedures for certifying persons who are
33 qualified to practice in the fields of erosion and sediment control.

34 ARTICLE III

35 **REGISTRANTS, FEES AND MEETINGS**

36 **Section 1. Registrants.** A person who (1) successfully completes the requirements for certification
37 established by CPESC, Inc. (2) remains current in his/her requirements for Professional
38 Development Units (PDUs), (3) remains current in paying all fees associated with such certification
39 and renewal, and (4) subscribes and adheres to the purposes and policies of CPESC, Inc. shall
40 receive certification as being a "Certified Professional in Erosion and Sediment Control" and shall
41 be listed by CPESC, Inc. as a Registrant in good standing. Registrants in good standing of this
42 nonprofit organization are entitled voting privileges in connection with CPESC, Inc. activities that
43 are brought before the Registrants.

44 **Section 2. Fees.** The CPESC, Inc. Council shall establish fees for applicants seeking certification
45 by CPESC, Inc. and a schedule of annual renewal fees for Registrants who have been previously
46 certified. Certification of a Registrant shall be suspended if required fees are not paid within 30 days
47 from the due date of such notice. Any Registrant whose certification has been so suspended may be
48 reinstated by the CPESC, Inc. Council upon completion of payment of fees and any other terms
49 provided by the Council in accordance with their policies and procedures.

50 **Section 3. Meetings.** There shall be an Annual Meeting of Registrants. This meeting shall be the
51 last meeting of the Council each Fiscal Year. At the Annual Meeting the Registrants in good
52 standing who are in attendance shall have the right to submit matters to the Council for review and
53 discussion.

54 ARTICLE IV

55 **CPESC COUNCIL**

56 **Section 1. General Powers.** The business and affairs of CPESC, Inc. shall be managed by the
57 CPESC, Inc. Council, who shall function as a board of directors for this nonprofit corporation. The
58 Council Executive Committee shall have authority to make operational, management, and policy
59 decisions on behalf of the Council between meetings of the Council in accordance with these By-
60 laws.

61 **Section 2. Members and Terms.**

62 A. The CPESC, Inc. Council membership shall consist of Regional Representatives, Elected
63 Officers, and At-Large members.

64 B. The CPESC, Inc. Council shall consist of not less than nine (9) nor more than eighteen
65 (18) members. The number of members of the Council shall be determined by the Council from time
66 to time.

67 C. The term of office for members of the Council shall be three (3) years. Members of the
68 Council may serve no more than two (2) consecutive terms but may be re-elected after an absence of
69 at least one year thereafter.

70 D. The immediate past Chair of the CPESC, Inc. Council whose membership on the Council
71 otherwise would have come to an end, shall be a member of the Council until such time as there is a
72 new immediate past Chair.

73 E. At-Large members are CPESC registrants in good standing who are nominated by other
74 organizations that have an interest in the purpose and mission of CPESC, Inc. under a Memorandum
75 of Agreement. At-Large members must be accepted by vote of the Council and shall be non-voting
76 unless otherwise approved by Council.

77 **Section 3. Election of Regional Council Members.** The Registrants in each CPESC Region shall,
78 through procedures established by the Council, elect one person as Regional Representative every
79 three (3) years to represent their region on the CPESC, Inc. Council, to serve for a term of three (3)
80 years. The boundaries of the CPESC, Inc. Regions shall be established by the Council so as to align
81 political, social, or geographic groups of Registrants with similar interests that will help to advance
82 the purpose and mission of CPESC, Inc. The boundaries of the Regions may be adjusted from time
83 to time at the discretion and vote of the Council.

84 **Section 4. Removal.** CPESC, Inc. Council members may be removed from the CPESC, Inc.
85 Council with cause by a vote of the two thirds of the majority of the CPESC, Inc. Council members.

86 **Section 5. Vacancies.** A vacancy of a Regional Representative position may be filled by a majority
87 vote of the remaining Council members and shall serve the unexpired term for that Region.

88 **Section 6. Chair.** There shall be a Chair of the CPESC, Inc. Council who shall be elected by the
89 Council members at the Annual Meeting of the Council. The term of office of the Chair of the
90 Council shall be two (2) years. The Chair shall preside at all meetings of the Council and shall
91 perform such other duties as may be directed by the Council.

92 **Section 7. Special Meetings.** Special meetings of the CPESC, Inc. Council may be called by or at
93 the request of the Chair, at the request of any two (2) Council members, or at the request of the
94 Executive Director of CPESC, Inc. and one (1) Council member. Special meetings may be held at
95 any location, either within or without the State of North Carolina, or by other means as noted in
96 Section 12 below.

97 **Section 8. Notice of Meetings.**

98 A. All meetings shall be held with advance notice of at least seven (7) days. Such notice
99 need not specify the purpose for which the meeting is being called. The Annual Meeting shall be
100 posted on the website sixty (60) days prior to the annual meeting date.

101 B. Attendance by a Council member at a meeting shall constitute a waiver of any deficiency
102 in the notice of such meeting.

103 **Section 9. Informal Action by Council.** Action taken by a majority of the CPESC, Inc. Council
104 without a formal meeting is nevertheless Council action if written consent to the action in question is
105 signed by all the Council members and filed with the minutes of the proceedings of the Council,
106 whether done before or after the action so taken.

107 **Section 10. Quorum.** A majority of the CPESC, Inc. Council members present at a meeting shall
108 constitute a quorum for the transaction of business with at least three (3) officers present with one (1)
109 of them being the Chair or Past Chair.

110 **Section 11. Voting.** Whenever a quorum is present at the time a vote is taken, the affirmative of the
111 majority of CPESC, Inc. Council members present shall be the act of the Council, except as other
112 wise noted in these By-laws. A Council member who is present at a meeting when action is taken is
113 deemed to have assented to the action unless the Council member objects at the beginning of the
114 meeting as provided herein, unless such Council member's descent or abstention is entered in the
115 minutes.

116 **Section 12. Meetings by Teleconferencing.** A special meeting of the CPESC, Inc. Council may
117 take place by means of telephone conference call and/or other electronic media, provided all notice
118 requirements are satisfied and provided all Council members participating can communicate with
119 each other.

120 **Section 13. Ex-Officio Members.** Those past Chairs of the CPESC, Inc. Council, beyond the
121 immediate Past Chair, the Executive Director of CPESC, Inc., the Director of Government Relations
122 and the Executive Director of EnviroCert International, Inc., shall be Ex-Officio members of the
123 CPESC Council and shall thereby be allowed to attend and speak at meetings of the Council but

124 shall not have a vote on matters brought before the Council.

125 **Section 14. Rules of Order.** The rules contained in the most recent edition of Robert’s Rules of
126 Order, Revised, shall govern all meetings of the CPESC, Inc. Council unless there is a specific
127 provision provided to the contrary within these By-laws.

128 **Section 15. Compensation.** Because this is a non-profit corporation, under IRS 501(c)(6), CPESC,
129 Inc. Council members shall not be compensated for their services on the Council, although they may
130 be reimbursed for travel expenses in connection with attending meetings of the Council or other
131 meetings for official CPESC, Inc. matters.

132 **ARTICLE V**

133 **OFFICERS**

134 **Section 1. Officers.** The officers of CPESC, Inc. shall consist of Chair, Administrative Vice-Chair,
135 Technical Vice-Chair, Financial Vice-Chair, and Past Chair. The same individual may not hold
136 more than one office.

137 **Section 2. Election and Term.** Officers shall be elected by the CPESC, Inc. Council at the Annual
138 Meeting of the Council that is the last meeting of the Fiscal Year. It is required that a candidate for
139 an officer shall be a member of the Council, excluding At-Large members. The term of office for all
140 officers shall be for two (2) years. Officers shall be elected on a rotating basis. The Chair and
141 Administrative Vice Chair shall be elected in even numbered years. The Financial Vice Chair and
142 Technical Vice Chair shall be elected in odd numbered years.

143 **Section 3. Vacancy.** Any vacancy occurring shall be filled by an election by the CPESC, Inc.
144 Council at a special meeting duly called for such purpose or at the Annual Meeting. Replacement
145 officers shall serve for the remainder of the term for the position to which they were elected.

146 **Section 4. Chair of the Council.** The Chair of the CPESC, Inc. Council shall also be the Chair of
147 the CPESC Executive Committee, and this person shall be the Chief Executive Officer of CPESC,
148 Inc. Subject to the control of the CPESC, Inc. Council Executive Committee, the Chair shall
149 supervise and control the management of CPESC, Inc. in accordance with these By-laws and in
150 conjunction with the Executive Director of CPESC, Inc.

151 **Section 5. Administrative Vice-Chair.** In the absence of Chair or Past Chair, the Administrative
152 Vice-Chair shall act as Chair. The Administrative Vice Chair shall be responsible for preparing and
153 distributing minutes of the meetings of the Council. The Administrative Vice-Chair shall further
154 have the responsibility of acting as Chair for the Ethics committee and working closely with the
155 Executive Director of CPESC, Inc. regarding ethics complaints and actions. The Administrative

156 Vice Chair shall perform the functions of a Secretary to the Council and shall keep accurate records
157 of the acts and proceedings of all meetings of the Council and the Council Executive Committee and
158 assure all notices are issued required by law and by these By-laws.

159 **Section 6. Technical Vice-Chair.** The Technical Vice-Chair shall oversee the technical activities
160 of CPESC, Inc. including without limitation, the educational activities, review courses, tutorials,
161 contents of examinations, credentials for instructors, information regarding courses and Professional
162 Development Units (PDUs). Council may reassign these responsibilities to Regions that are outside
163 the United States.

164 **Section 7. Financial Vice-Chair.** The Financial Vice-Chair shall function as the Treasurer of
165 CPESC, Inc. and shall have general charge of maintaining the corporate books and records and have
166 custody of all funds, financial investments, and securities belonging to CPESC, Inc. The Financial
167 Vice Chair shall be designated as the person by whose signature or authority, funds may be
168 disbursed or transferred. The Financial Vice Chair further shall oversee and have authority to prepare
169 a budget, audits, and to provide appropriate accounting for expenses, dues, taxes, compensation for
170 employees, fee structures, and all matters regarding the finances of CPESC, Inc.

171 **Section 8. Past Chair.** In the absence or disability of the Chair, the Past-Chair shall act as Chair.
172 The Past Chair shall perform such other duties that the Council may designate. The Past Chair will
173 prepare a written report to be included in the meeting minutes, within one year of taking the Past
174 Chair position, a report of the historical perspective for CPESC of all activities and progress during
175 his/her time as Chair. This report shall also include without limitation, information /
176 recommendations for improvements regarding policy, procedures, By-laws, organizational structure,
177 and legislative and regulatory languages and other significant events. The report shall be presented at
178 a formal meeting of the CPESC, Inc. Council.

179 **Section 9. Director of Government Relations** The Council Executive Committee shall appoint a
180 Director of Government Relations, who shall not be an officer but who shall be an Ex-Officio
181 member of the Council. This person shall serve at the discretion of the Council Executive
182 Committee. The responsibilities of the Director of Government Relations shall include, without
183 limitation: (a) advising the Council of proposed legislation at various levels of government that is
184 moving through the legislative process on issues that could impact CPESC, Inc. and its Registrants,
185 (b) recommending to the Council suggestions regarding comments or testimony on any such
186 proposed legislation, (c) working with legislative staff members on various levels on issues of
187 interest to CPESC, especially with staff members of U.S. Congressional committees, (d)
188 communicating with members and staff members of the U.S. congress in regard to issues of interest
189 to CPESC, with approval of the Council, (e) providing relevant information regarding programs,
190 policies, regulatory issues, budget issues, and other relevant issues to the CPESC Council, (f)

191 delivering testimony to U.S. Congressional committees or state legislative committees as a CPESC
192 witness when invited to do so with Council approval, (g) corresponding with members of the U.S.
193 Congress and U.S. Senate regarding positions and issues relevant to CPESC, (h) working with
194 USDA and other federal agencies on natural resource and conservation issues and other matters
195 dealing with issues of interest to CPESC, (i) communicating with U.S. Cabinet agencies and
196 representatives in regard to issues to CPESC and its Registrants, especially in regard to rules and
197 regulations on erosion and sediment issues, (j) reporting to the Council and registrants on issues of
198 interest to the profession, (k) recommending appropriate positions on various issues of interest to
199 CPESC for consideration by the council, (l) attend meetings of the CPESC Council and provide
200 information, within the limits of available travel budgets, and (m) perform other related functions as
201 appropriate and as directed by the Council.

202 **Section 10. Resignation and Removal.** An officer may resign at any time by delivering written
203 notice to the Council and it shall be effective on the date such notice is received by the Council or on
204 the date specified in the notice. The CPESC Council or the Council Executive Committee may
205 remove any officer, with cause, by at least a two-thirds majority vote of the members present when
206 there is also a quorum.

207 **Section 11. Compensation.** CPESC, Inc. Council officers shall not be compensated for their
208 services rendered in their capacities as officers of CPESC, Inc. although they may be reimbursed for
209 travel expenses in connection with attending Council approved meetings for official CPESC, Inc.
210 matters or meetings that would be expedient for the interests of CPESC, Inc. for them to attend.

211 **ARTICLE VI**

212 **COMMITTEES**

213 **Section 1. Generally.** The CPESC, Inc. Council may create such committees as are necessary from
214 time to time to assist the Council.

215 **Section 2. Minutes.** Each Committee shall keep a written record of minutes of each meeting.
216 Except for the Ethics Committee, the minutes of the Committee meeting, shall be distributed to all
217 members of the Board within 30 days after the conclusion of each meeting.

218 **Section 3. Executive Committee.** The CPESC Council will have five Council members constitute
219 a Council Executive Committee, which shall have and may exercise full and complete authority of
220 the CPESC Council in the management of the business and affairs of CPESC, Inc. during intervals
221 between CPESC Council meetings. The CPESC Council Executive Committee shall be the Council
222 Chair, the Past Chair, the Technical Vice Chair, the Administrative Vice Chair, and the Financial
223 Vice Chair. The Committee shall keep minutes of its proceedings and shall report to the CPESC
224 Council on actions taken. Minutes shall be prepared and formally kept with the records of the

225 CPESC Council.

226 **Section 4. Ethics Committee.** The purpose of this Committee is to periodically review the CPESC,
227 Inc. Code of Conduct and Ethics and to receive and act upon requests for investigations of violations
228 of the Code of Conduct and Ethics, and to oversee and conduct the formal review process for the
229 Council regarding registrants who may have violated the Code of Conduct and Ethics. The
230 Administrative Vice Chair shall chair this Committee with two additional Council members
231 appointed by the Chair.

232 **Section 5. Application Review Committee.** The purpose of this committee is to oversee and
233 conduct a formal review process for individuals who have made application to CPESC, Inc. to
234 become a Certified Professional in Erosion and Sediment Control. This Committee will consist of
235 three Council members appointed by the Council Chair.

236 **Section 6. Peer Review Committee.** This Committee consists of the Technical Vice Chair, who
237 will chair the Committee, and additional Council members to be appointed by the Chair of the
238 Council. This Committee will review the CPESC exam content, review course and tutorial material,
239 instructor credentials, and CPESC approved courses for Professional Development Units (PDUs).
240 The Peer Review Committee may, from time to time, solicit additional committee membership to
241 perform duties and roles assigned to them by the Chair of the Committee.

242 ARTICLE VII

243 ADMINISTRATIVE OPERATIONS

244 **Section 1. Generally.** Administrative staff support for CPESC, Inc. shall be provided by
245 EnviroCert International, Inc. through a signed and executed Operational Contract.

246 **Section 2. Executive Director.** CPESC, Inc. shall hire a person to serve as Executive Director for
247 CPESC, Inc. The CPESC Executive Director will serve under contract at the pleasure and under the
248 supervision of the CPESC Council Executive Committee. The CPESC Executive Director shall work
249 to coordinate and manage the affairs of CPESC in conjunction with support staff of EnviroCert
250 International, Inc. The CPESC Executive Director shall further participate in the formulation of the
251 purpose, mission, goals, objectives, and policies of the Council. He/She shall organize, coordinate,
252 direct and assist with programs and activities of the CPESC certification program and other
253 programs partnered with CPESC, Inc.

254 **Section 3. Program Support.** The CPESC Executive Director shall evaluate the administrative and
255 fiscal program support at CPESC, Inc. headquarters on a regular basis, and periodically at the
256 Regional, and Area levels. He/She shall recommend to the CPESC, Inc. Council policy and
257 procedures that will aid in program development and update and maintain the CPESC, Inc. Policy

258 and Procedures Manual. The CPESC Executive Director shall work with the Executive Director of
259 EnviroCert International, Inc. to coordinate CPESC program support.

260 **Section 4. Property and Equipment.** The CPESC Executive Director shall have responsibility over
261 all property and equipment that is purchased, donated or otherwise acquired by CPESC including but
262 not limited to all registrant files, applications, and records of business activities and actions
263 pertaining to CPESC, Inc. in accordance with Policy and Procedures as established by the CPESC
264 Council.

265 ARTICLE VIII

266 **CONTRACTS, LOANS, CHECKS, DEPOSITS**

267 Section 1. Contracts. The Council may authorize any officer or officers, agent or agents, to enter
268 into any contract or execute and deliver any instruments on behalf of CPESC, Inc. Such authority
269 may be general or confined to specific instance.

270 **Section 2. Loans.** No loans shall be contracted on behalf of CPESC, Inc. and no evidences of
271 indebtedness shall be issued in its name unless authorized by a resolution of the CPESC, Inc.
272 Council. Such authority may be general or confined to specific instances.

273 **Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money issued
274 in the name of CPESC, Inc. shall be signed by such officer or officers, agent or agents of the
275 Corporation and in such manner as shall from time to time be determined by resolution of the
276 CPESC, Inc. Council.

277 **Section 4. Deposits.** All funds of the corporation not otherwise employed shall be deposited from
278 time to time to the credit of CPESC, Inc. in such depositories, as the CPESC, Inc. Council shall
279 direct.

280 ARTICLE IX

281 **GENERAL PROVISIONS**

282 **Section 1. Seal.** The corporate seal of the Corporation shall consist of such seal as is impressed on
283 the margin hereof.

284 **Section 2. Fiscal Year.** Unless otherwise ordered by the CPESC Council, the fiscal year of the
285 corporation shall be from April 1 through March 31 of the following year.

286 **Section 3. Amendments.** These By-laws may be amended or repealed and new By-laws may be
287 adopted by the affirmative vote of a two-thirds majority of the CPESC, Inc. Council members at a
288 meeting of the Council, provided advance notice as to the repeal or amendments must be given to the

289 CPESC, Inc. Council members at least ten (10) days before the meeting.

290 **Section 4. Gifts and Donations.** Any gift or donation to CPESC, Inc. shall be subject to the
291 approval and acceptance by the CPESC, Inc. Council

292 ARTICLE X

293 **SECTION 501(C) (6) CORPORATION**

294 **Section 1.** This corporation is organized for non-profit purposes, as an association of persons having
295 a common business interest and desiring to promote such interest, under section 501(c)(6) of the
296 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal
297 Revenue Law).

298 **Section 2.** No part of the net earnings of the corporation shall inure to the benefit of or be
299 distributable to its Council members, trustees, officers, members or other private persons, except that
300 the corporation shall be authorized and empowered to pay reasonable compensation for services
301 rendered and to make payments and distributions in furtherance of the purposes set forth in the
302 Articles of Incorporation and as permitted by section 501(c)(6) of the Internal Revenue Code.

303 **Section 3.** The activities of this Corporation shall be directed to the improvement of the business
304 conditions applicable to the purposes of this Corporation set forth in the Articles hereof and in these
305 By-laws. Notwithstanding any other provision of these Articles, the corporation shall not carry on
306 any other activities not permitted to be carried on by a corporation exempt from federal income tax
307 under section 501(c)(6) of the Internal Revenue code of 1986 (or the corresponding provision of any
308 future United States Internal Revenue Law.

309 **Section 4.** Upon the dissolution of the corporation, the CPESC, Inc. Council members shall, after
310 paying or making provision for the payment of all of the liabilities of the corporation, dispose of all
311 of the assets of the corporation to such organization or organizations that are organized and operated
312 for non-profit purposes as closely aligned as possible to the purposes and objectives of this
313 Corporation which shall at the time qualify as an exempt organization or organizations organized
314 and operated under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding
315 provision of any future United States Internal Revenue Law). Any such assets not so disposed of
316 shall be disposed of by the Superior Court of the county in which the principal office of the
317 corporation is then located, exclusively for such purposes or to such organization or organizations, as
318 said Court shall determine, which are organized and operated exclusively for such purposes.

319

ARTICLE XI

320

INDEMNIFICATION

321 **Section 1.** Any person who at any time serves or has served as a Council member of the
322 Corporation shall have a right to be indemnified by the Corporation to the fullest extent permitted by
323 law against (a) expenses, including reasonable attorneys' fees, actually and necessarily incurred by
324 him or her in connection with any threatened, pending or completed action, suit or proceeding,
325 whether civil, criminal, administrative or investigative, whether formal or informal, and whether or
326 not brought by or on behalf of the Corporation, arising out of his or her status as such director, or his
327 or her status as an officer, employee or agent of the Corporation, or his or her service, at the request
328 of the Corporation, as a director, officer, partner, trustee, employee or agent of any other corporation,
329 partnership, joint venture, trust or other enterprise or as a trustee or administrator under an employee
330 benefit plan, or his or her activities in any of the foregoing capacities, and (b) any liability incurred
331 by him, including without limitation, satisfaction of any judgment, money decree, fine (including
332 any excise tax assessed with respect to an employee benefit plan), penalty or settlement, for which
333 he or she may have become liable in connection with any such action, suit or proceeding.

334 **Section 2.** The Council members of the Corporation shall take all such action as may be necessary
335 and appropriate to authorize the Corporation to pay the indemnification required by this By-Law,
336 including without limitation, to the extent necessary, (a) making a good faith evaluation of the
337 manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due
338 him or her and (b) giving notice to and obtaining approval by the shareholders of the Corporation.

339 **Section 3.** Expenses incurred by a director in defending an action, suit or proceeding may be paid
340 by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt
341 of an undertaking by or on behalf of the director to pay such amount unless it shall ultimately be
342 determined that he or she is entitled to be indemnified by the Corporation against such expenses.

343 **Section 4.** Any person who at any time after the adoption of this By-Law serves or has served as a
344 Council member of the Corporation shall be deemed to be doing or to have done so in reliance upon,
345 and as consideration for, the right of indemnification provided herein, and any modification or repeal
346 of these provisions for indemnification shall be prospective only and shall not affect any rights or
347 obligations existing at the time of such modification or repeal. Such right shall inure to the benefit
348 of the legal representatives of any such person, shall not be exclusive of any other rights to which
349 such person may be entitled apart from the provisions of this By-Law, and shall not be limited by the
350 provisions for indemnification in Section 55A-8-51 through 55A-8-56 or the North Carolina
351 Nonprofit Corporation Act or any successor statutory provisions. Any person who is entitled to
352 indemnification by the Corporation hereunder shall also be entitled to reimbursement of reasonable
353 costs, expenses and attorneys' fees incurred in obtaining such indemnification.

354

ARTICLE XII

355

PRECEDENCE

356

Section 1. In case any provision of these By-laws shall be inconsistent with the Articles of
357 Incorporation of Certified Professional in Erosion and Sediment Control, Inc., the Articles of
358 Incorporation shall govern.

359

ARTICLE XIII

360

CIVIL RIGHTS

361

Section 1. Non-Discrimination. Programs operated or conducted by Certified Professional in
362 Erosion and Sediment Control, Inc. will be in compliance with all requirements respective to non-
363 discrimination as contained in the United States of America Civil Rights Act of 1964, as amended;
364 SECTION 504 of the Rehabilitation Act of 1973; the Age Discrimination Act of 1975; and other
365 required laws and regulations pertaining to non-discrimination.

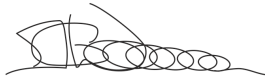
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Section 2. Equal Opportunity. No person shall, on the grounds of race, color, national origin;
367 religion, sex, age, physical handicap, or political affiliation be excluded from participation in, be
368 denied the benefits of, nor be subject to discrimination within any activity of CPESC Inc. or the
369 CPESC Council.

370

Dated the __ 15__ day of __July__, 2011.

371



372

David G. Walker

373

Administrative Vice Chair

374

Certified Professional in Erosion and Sediment Control, Inc.