

**MIDWESTERN STATES ENVIRONMENTAL
CONSULTANTS ASSOCIATION, INC.**

BYLAWS

ARTICLE I NAME AND LOCATION

Section 1. **Name.** The name of this organization shall be the “Midwestern States Environmental Consultants Association, Inc.” (the “Association”), a non-profit corporation incorporated under the laws of the State of Indiana. Where an abbreviation is proper, the abbreviated name of the association shall be “MSECA”.

Section 2. **Location.** The principal office of the Association shall be located in Indianapolis, Indiana, and/or in such other locations as may be determined by the Board of Directors.

ARTICLE II PURPOSE & OBJECTIVES

Section 1: Purpose: This Association is organized and shall at all times be operated exclusively to advance the profession of environmental consulting in the Midwest.

Section 2: Objectives:

The objectives of the Association shall be:

- To advance the professional competence of members through education and dissemination of information related to technical developments, regulations, training, and codes, all pertaining to environmental protection.
- To enhance the performance of member firms, through development of a code of ethics and through encouragement of adherence to this code.
- To cooperate with State and Federal regulatory agencies in the preparation and refinement of rules and guidance related to environmental protection.
- To promote, in all lawful ways commensurate with public interest, the business development and economic welfare of members of the association.

ARTICLE III MEMBERSHIP

Section 1. **Consultant Members.** The voting members of the Association shall be known as “Consultant Members,” and shall consist of corporations, partnerships, sole proprietors, individuals, and other entities that are engaged in the business of providing environmental consulting, science, and/or engineering services. Consultant Members are those companies or persons whose primary interest in membership in the Association is for the purpose of professional education and advancement in all areas of environmental consulting. Other companies or persons may become Consultant Members of the Association only as approved by the Board of Directors.

Section 2. **Associate Members.** Associate Members are non-voting members of the

Association and shall consist of corporations, partnerships, sole proprietors, which provide products and/or services to environmental consultants and whose primary interest in membership arises from areas other than professional education. (rev 11/16/2023)

Section 3. **Non-Voting Members.**

(a.) **Regulator Members.** Regulator agencies, government entities, or individuals who are employed by a government agency, as determined by the Board of Directors, shall be eligible to join as a company or individual non-voting member with such benefits as shall be determined by the Board. (rev 4/27/2023)

(b.) **Student Member.** Any full time student, or within one (1) year of graduation, shall be eligible to join as an individual non-voting member with such benefits as shall be determined by the Board.

Section 4. **Honorary Members.** Any person who has rendered exemplary services to the environmental industry, and who is not otherwise eligible for consultant or associate membership, may be elected to the Honorary Membership by a unanimous vote of the Board. Honorary Members shall be non-voting members of the Association and shall not be required to pay dues.

Section 5. **Eligibility and Admission.** The Board of Directors may from time to time adopt such other qualifications for membership in the Association that it deems necessary or desirable for the continued existence and operation of the Association in accordance with its purposes. Applicants shall be required to submit an application for membership in the form prescribed by the Board of Directors. The Board of Directors may from time to time establish procedures for membership applications and approvals and delegate such tasks to one or more committees, officers or employees of the Association. All applicants accepted for membership in the Association shall be deemed to have accepted and agreed to abide by these Bylaws, the Articles of Incorporation and any other additional terms and conditions of membership as established by the Board of Directors from time to time, including without limitation, all ethical standards and codes of conduct adopted by the Board of Directors. All decisions of the Board of Directors regarding the eligibility criteria and qualifications for membership in the Association shall require a two-thirds vote of all of the members of the Board of Directors.

Section 6. **Resignation.** Any member may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the member so resigning from the heretofore accrued and unpaid dues and/or assessments.

Section 7. **Reinstatement.** Former members who have been involuntarily suspended or terminated or who have resigned, may be reinstated by the Board, upon payment of all dues owed at the time of termination without discount, and after fulfilling any other obligations prescribed by the Board.

ARTICLE IV DUES

Section 1. **Establishment of Dues.** Dues for all categories of membership shall be established by the Board of Directors.

Section 2. **Dues Year.** Membership dues shall be paid for one (1) year in advance, and shall become payable each year on or before January 1. First-year dues for new members shall be one (1) full year's dues. The first year shall begin on the first day of the month following the month in which the new member is approved. The second year of dues will be prorated based on the number of months remaining in the calendar year from the end of the first year's twelfth month. Thereafter, membership dues shall be paid for one (1) year in advance, and shall become payable each year on or before January 1.

Section 3. **Termination for Nonpayment of Dues.** Any member of the Association who is delinquent in dues for a period of thirty (30) days after final notice shall be notified of such delinquency and suspended from further services.

Section 4. **Refunds.** All dues shall be non-refundable.

ARTICLE V MEETINGS

Section 1. **Annual Meeting.** The annual meeting shall be held at such date, time, and place as determined by the Board of Directors. Those Consultant Members present at a properly called meeting of the Association shall constitute a quorum. Such other meetings shall be held as determined by the Board of Directors.

Section 2. **Voting.** At all meetings of the Association, each Consultant Membership shall have one (1) vote, and in the case of a company membership the voting individual must be an employee of the member company. All votes shall be in person only. Unless otherwise specifically provided by these Bylaws, a majority vote of those voting members present and voting shall govern.

ARTICLE VI OFFICERS

Section 1. **Officers.**

(a.) **Positions.** The officers of this Association shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer.

(b.) **Election.** The President-Elect shall be elected at the annual meeting by a vote of the voting members. The Treasurer shall be elected from the current Board of Directors by a majority vote of the Board of Directors at the first meeting following the annual meeting of the members. The Executive Director shall serve as the Secretary of the Association as an ex-officio officer.

(c.) **Terms.** The term of office for the President shall be determined by the Board of Directors no later than before the annual election. The term of the President-elect and the Immediate Past President shall be the same as the President's term. The Treasurer shall serve for a one-year term. The Secretary's term shall be indefinite and at the discretion of the Board. All officers except Secretary

shall serve until their successors shall have assumed office at the end of the calendar year in which their term expires.

(d.) **Eligibility.** Only Consultant Members of the Association are eligible to be officers of the Board. There shall not be more than one (1) officer elected from the same company.

(e.) **Succession.** There is no automatic ascension to the office of President-Elect or to any other office of the Association, with the exception of the offices of the President and the Immediate Past President. Upon the expiration of his or her term, the President-Elect shall automatically assume the office of President and the President shall automatically assume the office of Immediate Past President.

Section 2. **Duties.** The duties of the officers shall be such as their titles by general usage would indicate, or as the Board of Directors from time to time may prescribe.

Section 3. **Vacancies and Removal.** A vacancy in any elective office except President shall be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting of such Board. The Board of Directors, in its discretion, by a two-thirds vote of all of its members, may remove any officer from office. In the event the President is unable to complete his/her term of office for any reason, the President-Elect shall automatically assume the office of the President for the remainder of that term and shall thereafter continue to serve as President during the subsequent term.

ARTICLE VII BOARD OF DIRECTORS

Section 1. **Composition.** The Association shall have a Board of Directors consisting of the President, the President-Elect, the Immediate Past President, the Treasurer (while serving his/her Board term concurrently), not less than two (2) nor more than twelve (12) Consultant Member Directors, between one (1) and two (2) Associate Member Directors, and between one (1) and two (2) Regulator Member Directors. (rev 4/27/2023)

The Board of Directors or Members may from time to time increase or decrease the number of Directors within the variable range set forth in this section, provided that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. If the number of Directors is increased, then the new Directors elected to fill the open seats on the Board of Directors created by the increase shall serve until the next Annual Membership Meeting.

Section 2. **Authority.** The government and management of this Association shall be vested in the Board of Directors. Board duties shall include, but not be limited to, the establishment of policy for the Association.

Section 3. Manner of Election and Term of Directors.

(a). Consultant Member Directors shall be elected at the annual meeting by a vote of the voting members for a term of two (2) years. Before elections, the Board of Directors may shorten any Director's term as may be necessary to stagger the terms of the Directors so that the term of no more

than 50% of the then serving Directors shall expire in any given year.

(b). Associate Member Director(s) shall be elected by a majority vote of the Board of Directors at the first meeting following the annual meeting of the members, and shall serve a term of two (2) years. If there are two (2) Associate Member Directors, the term of one (1) Associate Member Director shall expire at the end of each calendar year. Associate Member Directors are not eligible to be elected as officers of the Association. (rev 4/27/2023)

(c). Regulator Member Director(s) shall be elected by a majority vote of the Board of Directors at the first meeting following the annual meeting of the members, and shall serve a term of two (2) years. If there are two (2) Regulator Member Directors, the term of one (1) Regulator Member Director shall expire at the end of each calendar year. Regulator Member Directors are not eligible to be elected as officers of the Association. (added 4/27/2023)

Section 4. **Meetings.** The Board of Directors shall meet at least three times a year at such time and such place as the Board of Directors may prescribe. Notice of all such meetings shall be given to the directors not less than fifteen (15) days before the meeting is held. Special meetings of the Board of Directors may be called by the President or at the request of any three (3) members of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

Section 5. **Voting.** Voting rights of a Director shall not be delegated to another nor exercised by proxy.

Section 6. **Quorum.** A majority of the entire Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 7. **Board Attendance.** Board members are required to notify staff in advance of their attendance or non-attendance at each and every duly called meeting. Any member of the Board of Directors who misses two (2) meetings within a twelve (12) month period shall be dismissed from the Board of Directors and notified thereof provided, however, that the Board of Directors Executive Committee by a majority vote of the votes cast at a duly constituted meeting may waive this provision as to any particular Director. A letter will be sent to the member stating that he/she has been removed from the Board in accordance with this provision. Vacancies shall be filled as provided by the Bylaws and Articles of the Association.

Section 8. **Vacancies.** Vacancies among the Board of Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election.

ARTICLE VIII COMMITTEES

The Association shall have an Executive Committee, Finance Committee, and Nominating Committee. Other standing or special committees, or subcommittees thereunder, may be appointed by the President, with the concurrence of the Board of Directors, to complete the work of the Association.

Section 1. **Nominating Committee.** A Nominating Committee shall be appointed by the

President and confirmed by the Board of Directors not less than sixty (60) days prior to each Annual Meeting. The Nominating Committee shall be comprised of a Past President, who is an Consultant Member of the Association, who shall serve as Chair, a Member of the Board of Directors, and one (1) at-large Consultant Member. The membership shall be notified of the nominees proposed by the committee not less than thirty (30) days prior to the date of the annual meeting. The nominations made by the Nominating Committee shall be uncontested unless nominations are made from the floor at the annual election meeting by any Consultant Member.

Section 2. **Finance Committee.** The President shall appoint a Finance Committee which shall be responsible for the finances of the Association. The Finance Committee shall consist of the Treasurer, who shall serve as chair, the President-Elect, a member of the Board of Directors other than an officer, up to two (2) at-large voting members, and the Secretary as an ex-officio member of the committee. The Finance Committee shall submit a proposed budget to the Board of Directors no less than sixty (60) days prior to the end of the fiscal year.

Section 3. **Executive Committee.** The Executive Committee shall consist of all officers of the Association. They may exercise the powers of the Board of Directors for ratification of actions taken at its next succeeding meeting. Three (3) members shall constitute a quorum for the transaction of business. Meetings may be called by the Chair, who shall be the President, or by two (2) members thereof.

ARTICLE IX EXECUTIVE DIRECTOR AND STAFF

The Board of Directors may employ staff or may contract to provide staff assistance. The chief staff officer shall be known as the "Executive Director" and perform such duties as prescribed by the Board of Directors. In such case, the executive director shall serve as the secretary, in a non-voting capacity, but may not serve in any other elected office.

ARTICLE X FINANCE

Section 1. **Fiscal Period.** The fiscal period of the Association shall be January 1 through December 31 of each year.

Section 2. **Budget.** In advance of the fiscal period, the Board of Directors shall adopt an annual operating budget covering activities of the Association. The Treasurer shall furnish the membership with a financial report for the year just completed at the annual meeting and any other times as the Board may direct.

Section 3. **Audit.** The accounts of the Association shall be audited or reviewed periodically by a Certified Public Accountant who shall be employed by, and report to, the Board of Directors.

ARTICLE XI INDEMNIFICATION

To the full extent authorized by law and permitted by the Association's resources, the Association shall indemnify for any financial loss, including the cost of any defense arising out of a claim predicated upon the conduct of their official duties, all Officers, members of the Board of Directors, committee chairs and members, and employees of the Association made a party in a civil or criminal action proceeding by reason of one of the aforementioned positions. The Association shall have the option of purchasing insurance to protect, or securing counsel to represent, each of the aforementioned persons to satisfy its obligation hereunder.

ARTICLE XII TRADEMARK USAGE AND LICENSING

Section 1. **Trademarks.** MSECA trademarks (including service marks) shall be the sole property of the Association and may not be used by any member, business, person or entity without the written permission of the MSECA Executive Director and prior approval by the Board of Directors. The name, logo, and all other trademarks of MSECA may not be used for any commercial purpose without the written permission of the Executive Director and prior approval by the Board of Directors.

Section 2. **Partnerships.** The Executive Director, with prior approval by the Board of Directors, is authorized to enter into any affinity partnerships and agreements with reputable vendors or businesses as he/she deems appropriate, provided such partnerships may be terminated upon reasonable notice to the vendor or business, and that such agreements are consistent with the mission of MSECA and sound judgment.

ARTICLE XIII AMENDMENTS

These Bylaws may be amended or restated by a two-thirds vote of the Board of Directors present and voting at any regular or special meeting of the Board called for that purpose. Notice of such changes must be sent in writing to the directors at least fifteen (15) days before such meeting. Amendments may be proposed by a committee appointed for that purpose, or by any three (3) Consultant Members, if submitted in writing to the Board.