

Bylaws
The Professional Environmental Management Association of
Southern California
(PEMA)

Article I. Offices

Section 1.01

The Professional Environmental Marketing Association, dba Professional Environmental Management Association, of Southern California, herein referred to as PEMA, is a non-profit, mutual benefit corporation organized under the laws of the State of California. The principal office of PEMA shall be the business address of PEMA's management office, or such other location within the State of California as designated by the Board of Directors. The official address of PEMA shall be determined at the beginning of each business year and announced in the first luncheon meeting notification of the business year if a change occurs.

Definitions

Section 1.02

Approved – Means an item that is proposed and accepted by the Board with a vote of a simple majority.

Board – Refers directly to the Board of Directors of the Professional Environmental Management Association.

Article II. Purpose

Section 2.01

PEMA is an organization comprised of individuals involved in business development, sales, marketing, management, and other related professional and promotional activities in the environmental field. The purpose of PEMA is to encourage the education, interaction, foster business, and professional skill development of our membership through activities that enhance our members' success. More specifically, PEMA will strive to achieve the following objectives:

1. Foster the development of environmental marketing and management excellence;
2. Encourage and carry on education for the benefit of environmental marketing and management professionals and concerned professionals in all fields related to the environmental industry;
3. Improve communication and advance state-of-the-art techniques among people who provide professional marketing and business development services;
4. Provide an arena for the professional development of individual members; and,
5. Encourage and promote information exchange among the environmental marketing and management profession.

Article III. Members

Section 3.01

PEMA shall have three (3) classes of members as follows: Individual Members, Emerging Environmental Professionals and Sponsoring Organization (Corporate Sponsors) Representatives.

Qualifications for Members

Section 3.02

Individual Members shall be persons who are involved in the environmental industry, and/or provide service to the environmental professionals and whose functions are directed toward environmental management, marketing and development of business and who subscribe to the objectives and purposes of PEMA. Individual Members shall be entitled to all membership privileges including voting, and eligibility for election as an Officer or Director. Neither the membership in PEMA nor any rights in the membership may be transferred or assigned for value or otherwise.

Section 3.03

Sponsoring Organizations (also known as Corporate Sponsors) shall be public, municipal, government, or private organizations that provide public benefit, or professional management services to the environmental industry, market to related public and private environmental clients and which subscribe to the objectives of PEMA. These sponsors are entitled to the rights and benefits as outlined in PEMA's membership program. A Sponsoring Organization shall be allowed to designate two (2) persons as the Sponsoring Organization's Representatives. Two representatives shall be entitled to all privileges of membership, including voting and eligibility for election as an Officer or Director.

Section 3.04

Emerging Professionals shall be persons who are currently enrolled on a full time basis in a program or undergraduate taking courses toward a degree in a related environmental field, or are a professional within the environmental industry with 3 years of experience or less. Emerging Professionals shall not have voting rights.

Admission to Membership

Section 3.05

Any person qualified for membership under Section 3.02 of these Bylaws, or any sponsoring organization qualified for membership under Section 3.03 of these Bylaws, may be admitted to membership upon receipt of an application and payment of the first annual dues, and approval of the Board of Directors. Transfer of membership will be determined by the membership category. Individual memberships shall follow the individual member, regardless of

company affiliation. Corporate memberships shall remain with the sponsor company regardless of a change in an individual's status or employment with the company.

Termination of Membership

Section 3.06

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

1. The voluntary resignation of a member, at which time no refund shall be granted unless a majority of the board approves;
2. The death of a member;
3. The dissolution of a sponsoring organization;
4. Judgment rendered against the member for fraud or deceit;
5. Misrepresentation by the Member about PEMA or the member's participation in PEMA;
6. Willful or malicious misconduct or gross negligence causing liability or a claim against PEMA; and,
7. The nonpayment of dues or assessments.

Effect of Termination

Section 3.07

All rights of a member in PEMA and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues or assessments, or fees, arising from contract or otherwise. PEMA shall retain the right to enforce any such obligation damages for its breach. Members may be subject to termination, censure, and suspension upon seventy-five percent (75%) vote of the members to trigger to hold a board hearing and 2/3 of the votes from the Board to remove the member after the hearing.

Article IV. Meetings

Section 4.01

Meetings of PEMA shall be held at such locations within the State of California as may be designated from time to time as agreed to by a Board majority.

Regular Meetings of Members

Section 4.02

The members may conduct a general meeting which shall be noticed to the members through the regular correspondence of PEMA. The notice shall state the place, date, and time of the meeting. The notice shall be addressed to the member at the address appearing on the membership roster of PEMA. The December meeting is designated as the Annual Business Meeting.

Board of Directors Meetings

Section 4.03

The Board of Directors meetings shall be conducted in person or through other electronic means as deemed necessary by the Board. The notice shall state the place, date, and time of the meeting. A quorum of half the board total of Directors is required at each Board of Directors meeting. The Board shall meet a minimum of eight (8) times per calendar year. If the board cannot make the minimum meeting requirement the board will notify the membership as to inform them of the delinquency.

Special Meetings

Section 4.04

Special meetings of members or of the Board of Directors shall be called by the Board or upon petition by one-third of the membership and held at such places within the State of California as is provided in Section 4.01 of these Bylaws. The notice will contain the purpose and location of the special meeting. A quorum for a special member meeting is one member more than one-half of the voting members. A quorum for a special Board of Directors meeting is four Directors. Written notice of every special meeting of members shall be mailed to each member by first-class, United States Postal Service mail, postage prepaid, at least ten (10) calendar days before the date of the meeting, or no later than two (2) days if sent via email or facsimile prior to the special meeting.

Voting of Membership

Section 4.05

Each Individual Member and Sponsoring Organization's Representative is entitled to one vote on each matter submitted to a vote of the members. Voting shall be done by electronic means or via physical delivery. This sixty (60) day process shall consist of thirty (30) days of notification prior to the election followed directly by a thirty (30) day voting period. This process will take place in the fourth quarter of each calendar year as decided by the Board of Directors.

Record Date of Membership

Section 4.06

The record date for the purpose of determining the members entitled to notice of any meeting of members is thirty (30) days before the date of the meeting of the Board of Directors on behalf of the membership. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of the members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is thirty (30) days prior to such other action.

Proxy Voting

Section 4.07

Members entitled to vote shall not be permitted to vote or act by proxy.

Article V. Directors/Officers and Elections

Number of Directors/Officers

Section 5.01

The Directors of PEMA shall include five (5) Officers and five (5) Directors, and five (5) at large board members. The Officers shall consist of President, Vice President, Secretary, Treasurer and Immediate Past President. There shall be Directors of: Membership, Programs, Marketing/PR and Branch Managers (Event Coordination), and Golf. Additional Director at Large positions shall be determined by the current board each year.

Qualifications

Section 5.02

The Directors shall be Individual Members or Sponsoring Organization's Representatives in good standing with the organization. A member in good standing for purposes of chapter voting shall be defined as a member whose dues are current according to chapter records.

Prequalification to be eligible for an Officer role:

1. At least 1 year serving as a PEMA board member in good standing

Prequalification for President and VP:

1. Minimum of 2 years serving as a PEMA Board member in good standing.
2. For Board presidency: Must have a minimum amount of industry experience, as determined by the Board, as a prequalification

Terms of Office

Section 5.03

Each Officer shall hold office for one year. Each Director shall hold office for one year. The terms for Officers and Directors shall begin at an installation meeting in January. Each Office and Director may elect to run for a second term of office. Every effort should be made that no member may hold the same position for more than two terms unless otherwise approved and extended by the board of directors.

Compensation of Directors

Section 5.04

The Directors shall serve without compensation.

Powers of Directors

Section 5.05

General corporate powers: are subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws. All corporate powers of PEMA shall be exercised by or under the authority of the Board of Directors.

Specific powers: Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

1. Prescribe such powers and duties for the officers as may not be inconsistent with law, the Articles of Incorporation, or the Bylaws.
2. Conduct, manage, and control the affairs and business of PEMA, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws.
3. Set the annual dues of the classes of members and contributions from sponsoring organizations.
4. Set the fees for events such as seminars or other fund raising events.

Duties of Officers

Section 5.06

The Officers shall have the following duties and responsibilities:

1. **President:** The President shall be the general manager and chief executive officer of PEMA and shall, subject to the approval of the Board of Directors, have supervision, direction and control of the business and affairs of PEMA. The President shall preside at all meetings of the Board of Directors. Such officer shall perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation of PEMA, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President may appoint committees, for approval by a majority vote from the Board of Directors, as may be needed to conduct the business of PEMA.
2. **Vice-President:** In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall be involved in selected projects and provide leadership and guidance to the rest of the board and membership. The responsibilities of the Vice-President include management of the PEMA scholarship program. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.
3. **Secretary:** The Secretary shall keep or cause to be kept at the principal office of PEMA, or such other place as the Board of Directors may order, a book of minutes and record policies of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

The Secretary shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Secretary shall also keep, or cause to be kept, a record of PEMA members giving their names and addresses and the class of membership held by each. The minutes shall be kept in

typewritten form. Such books and records shall be kept in either written form or in any other form capable of being converted into written form and shall be made available to members for inspection within one week from receipt of request. The secretary may delegate the record keeping responsibilities to a committee or to a paid agent with the approval of the Board of Directors. The Secretary shall have the custody of PEMA seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

4. **Treasurer:** The Treasurer of PEMA shall keep and maintain in written form, or in any other form capable of being converted into written form, adequate and correct books and records of account of all properties and official business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and records of account shall at all times be open to inspection by any Director of PEMA. The Treasurer shall disburse the funds of PEMA as ordered by the Board of Directors, and shall render to the President and the Directors, on request, an account of all such officer's transaction as Treasurer, and of the financial condition of PEMA. The Treasurer may also delegate record keeping duties to others but ultimately is required to have final review and approval of the before mentioned records. The Treasurer shall perform such other and further duties as required by law or as may be prescribed by or required from time to time by the Board of Directors or these Bylaws.

Section 5.07 Advisory Board Members

Advisory Board members shall serve for a term of 2 years and be of prominent positions within the industry. The main purpose is for them to provide the board with advice, guidance, and strategic insights. Advisory Board members will not have a vote on any matters put before the board including and not limited to elections. All other duties and responsibilities will be agreed upon by the board.

Section 5.08 Attendance of Board Meetings/Absenteeism

All board members shall be fully active and involved at least in one task force with functional and measurable contributions and actions. The Board shall have the right to remove board members whom are not active and not fulfilling their assigned duties. In addition, all board members shall be held to the following board meeting attendance record requirements:

5.08.1 The President and Vice-President shall not miss more than two consecutive and three non-consecutive board meetings, unless excused by illness and or other family emergencies.

5.08.2. All other officers and Directors shall not miss more than 3 consecutive and 4 non-consecutive board meetings, unless excused by illness and or other family emergencies.

Nomination
Section 5.09

Any person qualified to be a Director under Section 5.02 of these Bylaws may be nominated by a nominating committee or Officer or Board member or member in good standing selected in July by the Board of Directors. A sixty (60) day process shall consist of thirty (30) days of notification prior to the election (in September) followed directly by a thirty (30) day voting period (in October). Candidates will have the opportunity to submit a candidate statement (maximum of 150 words) in support of the candidacy. The election results will be announced by November 30. This process will take place in the second half of each calendar year as decided by the Board of Directors.

Elections
Section 5.10

The 14 Directors (excluding immediate Past President) in accordance with Section 5.03, shall be elected by a written ballot of the membership immediately following the November monthly meeting. The candidates receiving the highest number of votes shall be elected. Subsequently, the Board will organize itself to select its officers and committee chairs. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they meet the qualifications as provided in Section 5.02 of these Bylaws.

Inspectors of Election
Section 5.11

In advance of any election or meeting of members, the Board shall appoint three (3) members, other than candidates for office, as Inspectors of Election, or utilize the services of an independent entity as approved by the Board to conduct the Election. These members can include past presidents not running for office, a general member not running for a board position, and any other individual not running for a board position including the current executive administrator of the PEMA organization.

Duties of Inspectors of Elections
Section 5.12

The Inspectors of Election shall perform the following duties:

1. Determine the number of eligible voting members, the number of votes received, and the verification of the ballots.
2. Receive ballots;
3. Hear and determine all challenges and questions in any way arising in connection with the right to vote; and/or election results in accordance with Section 5.14
4. Count and tabulate all ballots;
5. Determine when the polls shall close;

6. Determine the result; and
7. Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, as expeditiously as is practical and in accordance with these Bylaws.

Report and Certificate

Section 5.13

The Inspectors of Election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report made by the Inspectors shall be prima facie evidence of the facts stated therein. Such report shall be filed, for thirty days at the principal office of PEMA and shall be made available for review upon the request of members.

Appeal of Election Results

Section 5.14

The results of elections held pursuant to the provisions of this article may be appealed within thirty (30) days by submission of a written petition to the President signed by one-half of the membership plus one member. Such petition shall state the reasons for the appeal and provide evidence substantiating the appeal. The Board shall review the appeal at a regular or special Board meeting and shall uphold or deny the appeal and report its findings at the next regular membership meeting. If the appeal is upheld, the election results will be overturned and a new election conducted. If the appeal is denied, the election results will stand. The action of the Board shall be final.

Resignation, Removal and Vacancies

Section 5.15

Any Director may resign at any time on written notice to the Board of Directors without prejudice to the rights, if any, of PEMA under any contract to which the Director is a party. Directors may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a two-thirds (2/3rds) majority of all of the Directors. Vacancy created by the death, removal, resignation, or disqualification of a Director of PEMA shall be filled by the Board of Directors. The replacement Director shall serve until the end of the vacated term.

Article VI. General Provisions

Indemnification of Officers, Directors and Other Agents

Section 6.01

To the fullest extent permitted by the Public Benefit Corporations Law, PEMA's Officers, Directors or agents (collectively the "Indemnitees"), shall have no exposure, risk or liability of any nature, character, kind, type or description whatsoever caused by any claims, expenditures and/or damages, all of which are the sole exposure, risk and liability of PEMA. Furthermore, PEMA hereby releases the Indemnitees from and waives any losses against Indemnitees, and shall indemnify, defend and hold harmless Indemnitees from, against any claims, suits, expenses, judgments, fines, settlements and other amounts actually and/or reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Director or an agent of PEMA.

Rules of Order

Section 6.02

Rules of Order as may be amended from time to time shall govern the Board meetings of members insofar as such rules, as regulated by the President of the Organization, are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of PEMA, the law, or rules governing agenda, motions, and related matters.

Amendments

Section 6.03

These Bylaws may be amended or repealed, or new Bylaws may be adopted, at any duly constituted meeting of the Board of Directors by affirmative vote of three fourths (3/4) of those qualified to vote.

Dissolution

Section 6.04

In the event of dissolution of PEMA, all recorded debts and obligations shall be paid from revenues controlled by the organization. In the event remaining revenues after payment of such debts and obligations shall be transferred to another non-profit, mutual benefit corporation organized under the laws of the State of California. The selection of the receiving organization shall be made by a majority vote of PEMA Board of Directors.

Policies and Procedures

Section 6.05

This corporation shall adopt and issue written policies and procedures to supplement these bylaws by unanimous vote of the board members.

Fiscal Year

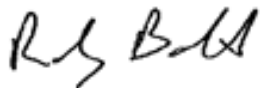
Section 6.05

The fiscal year for PEMA shall be from January 1st to December 31st

CERTIFICATE OF AUTHENTICITY

I certify that I am the President of PEMA, a California nonprofit mutual benefit corporation; that these bylaws, consisting of eleven (11) pages, are the bylaws of this corporation as adopted by the board of directors.

Executed on this 25th day of 2018 at Signal Hill, California.

A handwritten signature in black ink, appearing to read "Randy Balik". The signature is written in a cursive, somewhat stylized font.

Randy Balik,
PEMA President