



BYLAWS OF THE AMERICAN COUNCIL OF ENGINEERING COMPANIES

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BYLAWS OF THE AMERICAN COUNCIL OF ENGINEERING COMPANIES

ARTICLE I. THE COUNCIL

A. *Definition.* American Council of Engineering Companies is a national federation of State and regional associations (Member Organizations) representing engineering firms. ACEC is incorporated under the laws of the State of New York as a nonprofit corporation. Hereinafter American Council of Engineering Companies may be referred to as "The Council."

B. *Abbreviation.* The approved abbreviation of the name of the Council shall be ACEC. This abbreviation shall be the logo of the Council.

C. *Emblem.* The design and specification of the emblem of the Council shall be as prescribed by the Board of Directors.

D. *Seal.* The Board of Directors have had prepared a suitable corporation seal. This seal shall be in the charge of the Secretary, who shall be responsible for affixing the seal to appropriate official documents.

E. *Consulting Engineer.* A consulting engineer is a licensed or registered professional engineer within a Member Firm who performs one or more of the disciplines of professional engineering services for clients on a fee basis. Consulting engineers are qualified by education, ability and experience to provide competent engineering services and must be licensed or registered as professional engineers in each state where they practice. Consulting engineers have no affiliations which prejudice or subordinate their professional or ethical judgment.

F. *Land Surveyor.* A land surveyor is a licensed or registered professional surveyor within a Member Firm who performs land surveying for clients on a fee basis. Land surveyors are qualified by education, ability and experience to provide competent land surveying services and must be licensed or registered in each state where they practice. Wherever the words "engineer" or "engineering" appear herein, it is intended that the words "land surveyor" or "land surveying" may be substituted.

G. *Principal.* A principal is an individual designated by a Member Firm, who is a sole proprietor, partner, officer or manager (a) having an ownership interest, or (b) exercising management or key responsibility for technical or business decisions.

ARTICLE II. MEMBERSHIP

A. *Classes of Membership.* The classes of membership of the Council shall have the qualifications described below.

1. *Member Organizations* shall

- a. be state, area or regional in nature;
- b. have purposes consistent with those of the Council;
- c. have bylaws and policies which do not conflict with those of the Council, and
- d. have 10 or more Member Firms

e. require all firms joining a Member Organization after the date of recognition as a Member Organization (or later date as designated by the Executive Committee) to become Member Firms and members of the Council, except as noted in section 7.4, 8.4 and 9.4 below.

f. require Member Firms of the Member Organization who were Member Firms of ACEC prior to admission of the Member Organization into the Council to maintain membership in the Council as a condition of membership in the Member Organization.

2. Member Firms shall be limited to those individual firms, parent firms, branch offices, divisions or subsidiaries whose resident principals (proprietors, partners, officers, or managers) furnish independent engineering services, and shall:

a. maintain offices for the practice of engineering, as (i) sole proprietorships; (ii) as partnerships; or (iii) as corporations; or (iv) as an engineering department, division or subsidiary of a private, non-engineering company when the parent company is not eligible to be a Member Firm, provided the component offers professional knowledge and professional services to clients other than the parent, and provided that component managers are professionally licensed. In all cases, member benefits shall accrue only to the component that is accepted for membership.

b. have one or more principals registered or licensed professionally in accordance with the laws of the states in which they practice;

c. belong to a Member Organization, except in the case of land surveying firms in Member Organizations that do not admit such firms to membership;

d. practice engineering in accordance with ACEC Professional and Ethical Conduct Guidelines

e. practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate independent professional judgment to other considerations.

3. Member Firms-at-Large shall be limited to firms located in the United States or territories, whose principals furnish independent engineering services, and meet the qualifications required for Member Firms described in Article II, A, 2, but are not eligible to become members because no ACEC Member Organization exists in their geographic location, and shall cease to be Member Firms-at-Large if they become eligible to join a Member Organization.

4. Members shall be principals of Member Firms or Member Firms-at-Large.

5. Life Members shall be fully retired from active practice, be not engaged in any field of activity that would have rendered them ineligible for membership in the first instance, have been a Member for at least 10 years (including time as a member of AICE or as a principal of a derivative member of CEC/US), and shall request to their Member Organizations to become Life Members and, as long as they remain inactive, may so continue without payment of dues.

6. College of Fellows and Life Fellows. The qualifications of membership requirements for College of Fellows and Life Fellow statuses are described in the ACEC Rules of Policy and

Procedure.

7. Affiliate Member Firms

7.1 Authorization. An Affiliate Member Firm category may be created or maintained by a Member Organization, and shall be created and maintained by ACEC. The ACEC Affiliate Member Firm category shall be established in accordance with applicable requirements contained in the ACEC Bylaws and Rules of Policy & Procedure; the M.O. Affiliate Member Firm category shall be in accordance with the eligibility requirements in 7.2 and 7.3 of this section, and any other applicable criteria established by the Member Organization.

7.2 Criteria. ACEC Affiliate Member Firms shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries, and/or organizations that support the goals of ACEC and provide professional services or products used by Member Firms.

7.3 Eligibility. Only firms judged not eligible for ACEC or Member Organization membership as a Member Firm or Member Firm-at-Large are eligible to become Affiliate Member Firms. Affiliate Member Firms shall not be eligible to vote on ACEC business, hold office in ACEC nor serve as chair of an ACEC committee.

7.4 Membership. Affiliate Member Firms may belong to: (a) a Member Organization only, provided it has created such a category; (b) ACEC only, after vetting by the Membership Committee and full consultation with the Member Organization; or (c) both ACEC and a Member Organization if the applicant firm so desires and meets applicable eligibility requirements.

B. Rights of Member Organizations. The Council shall have no jurisdiction over the internal affairs of a Member Organization except in enforcement of the requirement that its bylaws and policies shall not conflict with those of the Council, and except in the case of disciplinary action against a member in any class and then only as provided in Article III, B, 2.

ARTICLE III. ADMISSION AND SEPARATION

A. Members of each class who are qualified as defined in Article II shall be admitted as follows:

1. Member Organizations

1.1 Application. An organization shall make a written application for membership. The application shall be referred to the Executive Committee for investigation and recommendation to the Board of Directors. An affirmative two-thirds vote of the total eligible voting power cast by the Board of Directors is required for acceptance.

1.2 Service Area. The geographical service area of each Member Organization shall be determined by the Executive Committee at the time of affiliation with ACEC. Any change in jurisdiction must be agreed to by all Member Organizations concerned before approval by Board of Directors. Disputes concerning geographical service areas shall be resolved by the Executive Committee.

2. Member Firms. A prospective member firm must apply to the appropriate Member Organization for acceptance as a Member Firm. Each Member Organization shall have full rights to establish procedures and to determine eligibility of Member Firm applicants

provided that qualifications for membership are no less stringent than those of ACEC. When the application is approved, the applicant shall become a Member Firm of both the Member Organization and the Council.

3. Member Firms-at-Large. An engineering firm that is ineligible to become a Member Firm because no Member Organization exists in its geographic location may apply to the Council for acceptance as a Member Firm-at-Large. The Executive Committee shall determine the firm's eligibility and shall approve or reject membership.

4. Members. All individual principals of Member Firms and Member Firms-at-Large, become Members when the firm becomes a Member Firm of ACEC. They shall cease to be Members when the firm ceases to be a Member Firm or Member Firm-at-Large of ACEC.

5. Life Members. Members who desire to maintain Life Membership shall apply to the appropriate Member Organization and the Member Organization shall notify the National Council in writing upon approval of a Life Member. The Council will carry all individual Life Members on the Life Member rolls without further dues obligation.

6. College of Fellows and Life Fellows. The nomination procedures for College of Fellows and Life Fellows statuses are described in the ACEC Rules of Policy and Procedure.

6.1 Nominations. Individuals meeting the qualifications for College of Fellows membership may be nominated for election to such status by ten or more members and/or Fellows, who are not members of the Executive Committee or Committee of Fellows. The procedure for the nomination is presented in the "Guidance Manual for Committee of Fellows."

6.2 Election. Approval by the Committee of Fellows, with no more than one negative vote, constitutes election to Fellow status.

6.3 Nominations Not Approved. An individual whose nomination is not approved may be renominated.

6.4 Limitations. The number of ACEC Fellows shall not exceed five percent of the number of individual Members of the Council exclusive of those Fellows who were members of AICE at the time of consolidation. The number of Fellows elected in any one year shall not exceed one percent of the number of Members of the Council.

7. Affiliate Member Firms. Such entities as conform to the requirements of Article II (A) (7.2) and (7.3), may apply to ACEC for acceptance as an Affiliate Member Firm. The Executive Committee, or a committee designated by the Chair [Chairman] of the Board, shall establish the procedures to determine an applicant's eligibility. The Executive Committee shall serve as the final arbiter of any disputes regarding membership in the ACEC Affiliate Member Firm category.

B. Separation from the Council of a member of any class may come about either through resignation or expulsion.

1. Resignation. A member of any class may resign from the Council upon written notice to the Council in the case of a Member Organization and Member Firms-at-Large or to the appropriate Member Organization in the case of other classes of members. Resignations shall be effective upon fulfillment of all obligations to the date of resignation.

2. Expulsion. A member of any class may be expelled from membership on the grounds that the member's conduct or policy is prejudicial to the interests of the Council. A member of any class also may be expelled if the member ceases to fulfill the qualifications for membership as defined in Article II or if the member neglects or declines to furnish such information as to the member's professional conduct or practices as may be required by the Council to determine whether or not such qualifications are met. A member of any class may be expelled from membership if said member intentionally misrepresents such information necessary to establish eligibility for membership or the appropriate level of annual dues.

A member may not be expelled until after the member has had the opportunity to be heard by a Hearing committee designated by the Executive Committee. The findings and recommendations of the Hearing Committee shall be forwarded in writing to the Executive Committee, to the Board of Directors and to the member concerned. Expulsion, if approved by the Board of Directors, shall require an affirmative two-thirds vote of the total eligible voting power cast. The action of the Board of Directors shall be final.

Provided, however, that the Council shall, without prior notice, forthwith and without the requirement of any vote by the Board of Directors, expel from membership any member organization that does not certify to the Council, in writing, prior to midnight of January 31 of each year, the following:

(Name of Member Organization)

hereby certifies that it does not have in effect nor seek adherence to any code of ethics, statement of principle, policy statement, rule, bylaw, guideline, standard, or collective statement which has the purpose or effect of suppressing, restraining, or discouraging its members from entering into design competitions, providing free services, or providing services on a continuing basis, nor does it pursue any other collective course of action which has the purpose or effect of suppressing or eliminating competition based upon designs, free services, or contingent arrangements.

The member organization shall also be required, annually to submit to the Council copies of all current codes of ethics and professional conduct guidelines and directories. Each member of any class waives any claim for libel or slander against the Council, the Board of Directors, the Executive Committee or any member, officer or employee of the Council resulting from any action in good faith, hearing or expulsion procedure under this subsection.

3. Termination. Upon resignation or expulsion from the Council, a member of any class shall lose all rights and interest in any funds or other assets of the Council.

ARTICLE IV. RESPONSIBILITY OF MEMBERSHIP

A. Responsibility. Member Organizations, Members- at-Large, Fellows, and ACEC Affiliate Member Firms are bound by properly enacted Council rulings and actions. Member Firms and Life Members are bound by properly enacted rulings of their Member Organization and the Council. M.O. Affiliate Member Firms are bound by properly enacted rulings and actions of their Member Organization.

B. Certification. Annually, each Member Firm shall certify its number of employees, that it continues to meet membership criteria requirements and that it intends to continue to comply with all lawful provisions of the Code of Ethics and Professional Conduct Guidelines established

by the Council. Annual certification shall occur at the time of submitting information for the annual Membership Directory on forms provided by the council.

ARTICLE V. DUES AND ASSESSMENTS

A. Determination of Annual Dues and Special Assessments

1. Annual Dues.

a. Annual dues, which may be determined on a multi-year basis, shall be payable only by Member Firms, ACEC Affiliate Member Firms, Member Firms-at-Large, and Fellows. Dues shall be assessed at the beginning of the Council's fiscal year and at the beginning of each quarter (October 1, January 1 and April 1) thereafter.

b. Dues shall be established based on each Member Firm's average total of principals and employees (including those based in Home Office, Branch Offices and Subsidiaries) both inside and outside of the United States. Branch offices or subsidiaries, whose eligible parent firm is not a member of a Member Organization, shall determine their dues based on the average total of principals and all employees based in that branch office or subsidiary.

(i) Average total principals and employees for each existing Member Firm's Home Office, Branch Office and Subsidiaries shall be as reported to the ACEC Headquarters Office during the annual ACEC Directory update. Said average shall be the basis upon which the succeeding fiscal year's dues is set.

(ii) The computation of dues payable by Member Firms shall be based on the following method: 1 employee = \$290; 2 employees and above equal number of employees $\wedge (1/1.75)$ (\$215); Over 2,140 employees = \$17,200 + \$.50/employee for all employees over 2,140.

Beginning July 1, 2009, the dues cap will be adjusted from 2,140 to 5,000 and subject annually to whatever inflation factor is applied to dues of all member firms. The new dues schedule will be implemented over a three year period, one-third each year in FY 2010, FY 2011, and FY 2012.

Each firm's dues shall be determined based on its average total principals and employees both inside and outside the United States; for a Member Firm which is an engineering component of a non-engineering company (as defined in Article II-A-2-a (iv) above) average total shall include all licensed design professionals working in the built environment, plus all the staff that supports them.

c. In the case of a multi-office Member Firm with locations in more than one Member Organization region, the firm may:

(i) have its ACEC dues established and collected individually for each branch office, division or operating subsidiary that becomes a member of an ACEC Member Organization; or may

(ii) pool its total employee count (as defined in V-A-1-b above) for all branch offices, divisions or operating subsidiaries, both inside and outside the U.S. that are eligible for membership, and designate one Member Firm office for billing purposes. In this event, the membership may be in the name of the parent firm,

and any additional individual branch offices, divisions or operating subsidiaries that may join a Member Organization will be considered to have prepaid their ACEC dues.

Given the considerable range of corporate and company organizational structures that are possible, the ACEC Executive Committee by two-thirds vote, if requested by a Member Organization, shall have the authority to set the annual dues for any Member Firm based upon a review of its organization structure. Whether a multioffice firm chooses (i) or (ii) above, only those branch offices, divisions or operating subsidiaries for which annual dues are paid current shall have access to and receive benefits from ACEC programs and services.

Average total principals and employees for each member shall be reported to ACEC headquarters' office during the annual ACEC Directory update. Said average shall be the basis upon which the succeeding fiscal year's dues are based.

d. The Board of Directors, by affirmative two-thirds vote of the eligible voting power cast at its 1999 annual meeting, herewith establishes effective the fiscal year 2001-2002 that the dues of each Member Firm and Member Firm-at-Large shall be determined annually by multiplying the firm's dues, adjusted to reflect the current number of employees, times the Consumer Price Index (CPI) adjusted Dues Factor. The CPI adjusted Dues Factor for the succeeding year shall be determined by multiplying the current Dues Factor by one plus the percentage change of the U.S. Department of Labor's Bureau of Labor Statistics CPI for the Washington Standard Metropolitan Statistical Area. The Board of Directors, by a voice vote of the eligible voting power cast at its 2004 annual meeting, established for the FY 2005 – FY 2007 budget cycle that the dues revenue index factor shall be equal to the CPI for the Washington Metropolitan Area plus 1.9%. The Board of Directors, by a unanimous vote of the eligible voting power cast at its 2007 annual meeting, established for the FY 2008 – FY 2010 budget cycle that the dues rate shall be equal to the CPI plus 1.9%. ACEC program budgets shall be reviewed and approved by a two-thirds vote of the Board of Directors at intervals not exceeding three (3) years. In the event that ACEC's net Assets (Net Worth or Reserve) exceeds 40% of its operating budget at the end of the fiscal year, no CPI adjustment will be made. The Board of Directors, by greater than an affirmative two-thirds vote of the eligible voting power cast at its 2010 annual meeting, established for the FY 2011-2013 budget cycle a suspension of the CPI plus 1.9 percent factor in computing member dues for the first year, offsetting the revenue (\$360,000) with an equal allotment from the Reserve fund. A decision on continued suspension of the CPI plus 1.9 percent factor in the second and third years was delegated to the Executive Committee.

e. The annual dues for Fellows shall be established by the Committee of Fellows with the advice and approval of the ACEC Executive Committee.

f. The dues structure for the Affiliate Member Firms shall be established by the Board of Directors and shall thereafter be kept current through appropriate modification by the Executive Committee.

g. The Board of Directors may, upon special request, adjust an annual dues level that has been determined on a multi-year basis by an affirmative two-thirds vote of the total eligible voting power cast at the annual meeting.

2. Special Assessments

- a. The Board of Directors shall be empowered to levy special assessments, in amounts determined by an affirmative two-thirds vote of the total eligible voting power cast.
- b. Special assessments shall be levied only on Member Firms and Member-Firms-at-Large.

B. Payment

1. Dues of Member Firms and Member Firms-at-Large shall be payable annually or quarterly, in advance.
2. Dues of Fellows shall be payable annually at the beginning of the fiscal year for existing Fellows or beginning with the first quarter following a national meeting at which his/her election is announced.
3. A person or firm elected to membership in the Council in any one quarter shall pay dues starting with the next following quarter.
4. Payments shall be made by Member Firms, except Member Firms having membership in more than one Member Organization, to the Member Organization to which they belong. Invoices and the listing of Member Firms shall be sent to each Member Organization on the first of each calendar quarter. Member Organizations will collect and forward dues together with a statement of account to the Council within 30 days after the beginning of each quarter.
5. Payments may be made direct to the Council by Member Firms having membership in more than one Member Organization per Article V-A-1-c above, and shall be made by Member-Firms-at-Large and Fellows.
6. In order to encourage membership growth, the Executive Committee may, upon application by a Member Organization, modify the terms of payment for any new Member Firm applying for membership.
7. All classes of members shall be liable for the payment of all dues until their membership shall have been terminated, unless they shall have been relieved from payment by the Executive Committee.
8. Dues of ACEC Affiliate Member Firms shall be payable directly to the Council annually at the beginning of the fiscal year for existing members or pro-rated beginning with the first quarter after joining ACEC.

C. Delinquency of Payment. Failure on the part of a member of any class to pay dues or assessments within six months shall be accepted as notice of resignation in accordance with Article III, B, 1.

D. Adjustments

1. Dues payment from Member Organizations may be adjusted quarterly to reflect changes in new Member Firms, resignations, or terminations of membership. In no event shall national dues be adjusted for more than the current and previous calendar quarter.

2. Quarterly adjustments to dues payments to reflect changes in Member Firm employee counts shall only be permitted upon establishment of a “hardship” in accordance with ACEC Rules of Policy and Procedure.

E. Reinstatement. Former Member Firms and Affiliate Member Firms rejoining within two years from the date membership was discontinued shall be obligated to pay any dues owed at the time of termination.

ARTICLE VI. GOVERNMENT OF THE COUNCIL

A. Directors

1. Board of Directors shall consist of one Director from each Member Organization, the Chair [Chairman] of the Board, the Chair [Chairman]-elect of the Board, Vice Chairs [Chairmen] of the Board, and the Treasurer.
2. Each Member Organization shall appoint one Director and one Alternate Director. The Alternate Director shall assume all the duties, rights and obligations of the Director in the absence of the Director.
3. The Director shall be a Member or a Fellow in good standing and should serve for a minimum term of two (2) years which will commence on July 1, any unexpired portion of which shall be filled by the Director’s replacement. Each Director shall serve on an ACEC Committee during his term. Each Alternate Director, when feasible, should also serve on an ACEC Committee during his term and shall meet the other eligibility requirements of a Director.
4. If the Director and Alternate Director of a Member Organization do not attend a Board meeting, the Board of Directors may seat another officer of said Member Organization or a paid member of the executive staff of said Member Organization as the official voting representative of that Member Organization.

B. Voting Power

1. A Member Organization, current in its payments, shall have voting power in the Board of Directors and for elections to office in proportion to the Member Firm dues obligation to the Council for the current fiscal year in accordance with the following table:

Annual Dues Paid Dollars	Number of Votes
1,000 and under	1
1,000 to 2,500	2
2,501 to 5,000	3
Over 5,000 *	

* One additional vote for each additional \$5,000 or any part thereof.

1a. The Chair [Chairman] of the Board, the Chair [Chairman]-elect of the Board, Vice Chairs [Chairmen] of the Board, and the Treasurer shall each have a voting power of one in the Board of Directors.

2. A Member Organization’s voting power shall be voted as a unit. Votes of the Board of Directors shall always be by voting power, and may be expressed orally by unchallenged

voice votes or by roll call.

3. Directors may vote by written proxy to another Director or to a member of the Executive Committee.

4. Dues paid for branch or subsidiary offices of Member Firms shall be credited proportionately for voting power to the Member Organizations, if any, within which the branch or subsidiary is located.

C. Determination of Voting Eligibility and Voting Power

1. Voting eligibility and voting power shall be determined by the Secretary immediately prior to each Board of Directors meeting and shall be announced by the Secretary at the opening business session of each meeting. National dues must be paid for the quarter immediately prior to each Board of Directors meeting to qualify the Director and/or Alternate Director of a member Organization to be seated.

2. At the discretion of the Executive Committee, Member Organizations may be regarded as having eligibility to vote if minor obligations are outstanding. Member Organizations having Member Firms which pay National ACEC dues directly, shall not be deprived of voting eligibility because of the failure of any such firms to have paid National ACEC dues on a current basis. However, such delinquency will reduce the voting power of the Member Organization.

D. Quorum. The presence of a majority of the Board of Directors and the voting power in person and not by proxy shall constitute a quorum for the transaction of business.

E. Mail Voting. At the discretion of the Board of Directors or the Executive Committee, the Directors may vote on any matter by mail.

F. Voting Action. For the transaction of business a simple majority of the votes cast at a meeting in person or by proxy or received by mail ballots shall constitute action of the Board of Directors except as otherwise provided in the Certificate of Incorporation or these Bylaws.

G. Rules of Policy and Procedure. The Board of Directors shall adopt Rules of Policy and Procedure for the government of the Council, consistent with the Certificate of Incorporation and these Bylaws. The Rules of Policy and Procedure may be amended by an affirmative majority vote of the total eligible voting power cast by the Executive Committee. The Secretary shall notify the Directors of any amendments.

ARTICLE VII. OFFICERS

A. Titles and Terms of Service.

1. Officers of the Council, who shall not be Directors or Alternate Directors, shall be a Chair [Chairman] of the Board, a Chair [Chairman]-elect of the Board, six Vice Chairs [Chairmen] of the Board, a Treasurer, a President, and a Secretary, of whom no two shall be from the same M.O. or the same member firm, except that the Chair [Chairman]-elect of the Board may be from any M.O., regardless of whether an individual from the same M.O. is already serving as an Officer of the Council.

2. The Chair [Chairman] of the Board, the Chair [Chairman]-elect of the Board, the Vice

Chairs [Chairmen] of the Board and the Treasurer shall be elected from among the Members and Fellows of the Council. The President and the Secretary shall be appointed by and shall serve at the pleasure of the Board of Directors and may or may not be the same individual.

3. The terms of office of the elective officers shall be as follows:

Chair [Chairman] of the Board	One Year
Chair [Chairman]-elect of the Board	One Year
Vice Chairs [Chairmen] of the Board	Two Years
Treasurer	Two Years

A term of office shall begin at the close of old business at the annual meeting at which the officer is elected and shall continue until a successor is elected and qualifies.

B. Eligibility for Office.

1. Chair [Chairman] of the Board. The Chair [Chairman] of the Board succeeds to the office from the office of the Chair [Chairman]-elect of the Board.

2. Chair [Chairman]-elect of the Board. A Member or Fellow of the Council shall be eligible to hold the office of Chair [Chairman]-elect of the Board provided he or she shall have served as the President of a Member Organization, a member of the ACEC Executive Committee, a member of the CEC/US Executive Committee, a member of the AICE Council or an ACEC Director. Vice Chairs [Chairmen] of the Board and the Treasurer shall be eligible to hold the office of Chair [Chairman]-elect of the Board in a subsequent term.

3. Vice Chairs [Chairmen] of the Board and Treasurer. A Member of the Council shall be eligible to hold the office of Vice Chair [Chairman] of the Board or Treasurer provided he or she shall have been an officer or director of a Member Organization, a National Director, a member of an ACEC National Committee or an officer of a Special Interest Committee.

C. Nominations for Office.

1. Not later than January 15 of each year, all members will be notified by the Secretary of vacancies for office that will occur, and that qualified nominations from each Member Organization to fill such vacancies are in order. The names of candidates for all vacancies shall be submitted by the respective Member Organization to the Nominating Committee Chairman not later than two weeks prior to the Annual Convention.

2. In addition to candidates submitted by Member Organizations, the Nominating Committee may seek and consider other eligible candidates for the office of Chair [Chairman]-elect of the Board and other elected officers. The deadlines in Article VII(C)(1) above shall not apply to this provision.

3. Not later than November 25 of each calendar year, the Nominating Committee shall nominate candidates for the elective offices, and shall seek their willingness to serve.

4. In the event that nomination for any office shall not be made as stipulated, the Executive Committee shall select a nominee for that office.

D. Election to Office.

1. Balloting. Not later than December 10 of each year the Secretary shall mail an election ballot containing the names of the nominees to the National Director of each Member Organization, who shall cast the ballot for the Member Organization. Copies of the ballot and biographical information on the nominees shall be forwarded to the President and Executive Director of each Member Organization for information purposes. The election ballot also shall include provisions for write-in candidates. Completed ballots shall be validated by the signature of the Director. The election ballot shall be delivered to the Secretary by the close of business the Wednesday immediately preceding January 15 and votes of the Member Organizations shall be counted on or before January 15. The nominee receiving the largest number of valid votes cast for an office shall be declared elected.

2. Announcement of Election Results. The Secretary shall announce the names of the officers elected in the next issue of the official publication of the Council.

E. Succession of Officers. Any elected officer of the Council shall continue to serve until a successor is elected and qualifies.

1. A vacancy occurring in an elective office of the Council during the term of an officer shall be filled for the unexpired term as follows:

a. Chair [Chairman] of the Board. When the office of Chair [Chairman] of the Board is vacated, the Chair [Chairman]-elect of the Board may, at his or her discretion, fill the remainder of the preceding Chair's term. In the event the Chair [Chairman]-elect of the Board declines, the Senior Vice Chair [Chairman] of the Board may, at his or her discretion, fill the remainder of the term. In the event the Senior Vice Chair [Chairman] of the Board declines, the Executive Committee shall appoint a Chair [Chairman] of the Board Pro Tempore to fill the remainder of the term, and this appointment shall be subject to ratification at the next meeting of the Board of Directors.

b. Chair [Chairman]-elect of the Board, Vice Chairs [Chairmen] of the Board and Treasurer. By nomination and election in the same manner as provided in Sections C and D of this Article, except that the Executive Committee shall set the dates for receipts of nominations and ballots. When the office of Chair [Chairman]-elect of the Board is vacated, the Senior Vice Chair [Chairman] of the Board shall serve as Chair [Chairman]-elect of the Board Pro Tempore until a new Chair [Chairman]-elect of the Board can be elected. In the event a vacancy in the office of Chair [Chairman]-elect of the Board occurs less than 90 days before the annual meeting, the nomination and election shall be for the office of Chair [Chairman] of the Board and the person elected shall upon election assume the office of Chair [Chairman] of the Board, at the Annual Meeting.

2. In the case of the disability of any officer of the Council, or neglect in the performance of duty, the Executive Committee shall have power to declare the office vacant.

3. In the temporary absence or disability of the Chair [Chairman] of the Board, the Senior Vice Chair [Chairman] of the Board selected by the Executive Committee shall discharge the duties of the Chair [Chairman] of the Board.

4. A Chair [Chairman] of the Board, Chair [Chairman]-elect of the Board, Vice Chair [Chairman] of the Board or Treasurer of the Council having served a full term in the

office to which elected, shall be ineligible for re-election to successive terms in the same office.

ARTICLE VIII. EXECUTIVE COMMITTEE

A. Composition. The Executive Committee, authorized in the Certificate of Incorporation, shall consist of the Chair [Chairman] of the Board, Chair [Chairman]-elect of the Board, Vice Chairs [Chairmen] of the Board, the Treasurer, the President, and a representative from NACECE. The President and representative from NACECE shall be non-voting members. NACECE shall designate one of its members to serve as its representative on the Executive Committee. The Executive Committee shall have immediate supervision of the financial affairs of the Council, and shall advise the Board of Directors on all financial matters.

B. Regular Meetings. Meetings of the Executive Committee shall be held at least four times each year, two of which shall immediately precede the annual and semi-annual meetings of the Board of Directors.

C. Special Meetings. Special meetings of the Executive Committee may be held as determined by the Chair [Chairman] of the Board or by any two or more other members of the Executive Committee. At least ten days notice of any such special meeting shall be given by the Secretary to members of the Executive Committee. Notice of a special meeting shall state its purpose and no other business shall be considered.

D. Insurance Against Defalcation. The Executive Committee shall maintain in force an insurance policy indemnifying the Council with respect to any defalcation by any officers or employees of the Council.

E. Quorum. The presence at a meeting of at least 5 of the voting members of the Executive Committee in person and not by proxy shall constitute a quorum for the transaction of business.

F. Voting Action. For the transaction of business a simple majority of the votes cast at a meeting shall constitute action of the Executive Committee.

ARTICLE IX. MANAGEMENT

A. Duties and Responsibilities.

1. Board of Directors. The Board of Directors shall seek to fulfill the purpose of and manage the affairs of the Council in accordance with the laws under which the Council is organized and within the provisions of the Certificate of Incorporation and Bylaws. It shall direct the investment and care of the funds of the Council, adopt an annual budget and make appropriations for specific purposes; act upon applications for membership and transfer; take measures to advance the practice of consulting engineers and the interests of the Council; designate the appointive officers; perform the specific duties required of it by the Bylaws and generally direct the business of the Council.

2. Executive Committee. Between meetings of the Board of Directors, the Executive Committee shall exercise full powers of the Board of Directors in matters which in the judgment of the Executive Committee must be acted upon before the next regular meeting of the Board of Directors, except as provided for in the Certificate of Incorporation, and all actions taken by the Executive Committee shall be in accordance with the general policies of the Board of Directors and shall be reported to the Board of Directors at its next meeting.

3. Chair [Chairman] of the Board. The Chair [Chairman] of the Board is empowered by the Board of Directors to be the chief elected officer of the Council and shall, subject to authority of the Directors: have responsibility for the management oversight of the Council's affairs; act as the primary spokesperson for the Council; preside over all meetings of the Council, the Board of Directors and of the Executive Committee; assign administrative responsibility for committees to other members of the Executive Committee; be an ex-officio member of all committees; and serve as the primary Council representative in national and international associations interacting with ACEC. He or she may designate other Council officers to preside at meetings in his or her stead. The Chair [Chairman] of the Board shall not be counted in determining the presence of a quorum for the transaction of business by any committee.

4. Chair [Chairman]-elect of the Board. The Chair [Chairman]-elect of the Board shall prepare for the next year as Chair [Chairman] of the Board, be assigned duties by the Chair [Chairman] of the Board and be a member of the Budget and Finance Committee.

5. Vice Chairs [Chairmen] of the Board. Each Vice Chair [Chairman] of the Board may be assigned duties including the administration of committees and may preside at any meeting of the Council, the Board of Directors or the Executive Committee at the request of the Chair [Chairman] of the Board.

6. Treasurer. The Treasurer serves ex-officio as a member of the Budget and Finance Committee and shall review each annual financial report and report thereon to the Board of Directors; be responsible for the collection of all moneys due to the Council and for the transfer of such moneys to the appropriate bank accounts; have charge of the books of account of the Council and exercise all customary managerial functions with regard to the financial transactions of the Council; sign all documents relating to transactions in securities; present annually to the Board of Directors a balance sheet of the Council's books, as of April 30; furnish such other financial statements as may be required; and be responsible to invest, on the recommendation of the Executive Committee, funds not needed for current disbursements.

7. President. The President is the chief staff officer of the Council, engaged by the Executive Committee with Board approval to perform the daily operations of the Council, and acts as the spokesperson for the Council in day-to-day matters concerning issues with the national government and its agencies, with domestic trade associations, and with international trade associations. The President is empowered by the Board and Executive Committee to act as chief executive officer reporting directly to the Chair [Chairman] of the Board. He or she shall be paid a salary and enjoy fringe benefits in such amounts as shall be determined by the Executive Committee; attend all meetings of the Board of Directors and Executive Committee; be responsible for preparing the Annual Report and such other reports as may be prescribed by the Board of Directors or Executive Committee; supervise the work of the Secretary and other employees of the Council, have charge of all Council properties; and with the assistance of the Secretary, if a separate individual, conduct and maintain full records of the correspondence of the Council. In the absence of the Secretary, the President shall serve as Secretary. As a non-voting member of the Executive Committee, the President provides advice on all policy matters that come before the Council. As such, the President provides continuity in the implementation of the Council's Strategic Plan and ensures that policy matters and operations remain consistent with the objectives of the Council.

8. **Secretary.** The Secretary shall: sign legal papers and other documents as appropriate; attend all meetings of the Board of Directors and Executive Committee; be responsible for the preparation of the agenda and the official records of the proceedings of the Board of Directors and Executive Committee meetings; and be responsible for maintaining the official records and documents of the Council.

9. **Legal Counsel.** The Board of Directors may retain legal counsel for itself and the National Headquarters staff. All requests for legal services and advice shall be submitted to the Executive Committee. The Council shall not be responsible for payment of fees or legal services or advice required by Members or Member Organizations, unless specifically approved in advance by the Executive Committee.

B. Budget and Accounting.

1. Budget.

a. Multi-year dues and projected budget estimates, not to exceed three years, shall be adopted by an affirmative two-thirds vote of the total eligible voting power cast by the Board of Directors at an annual meeting.

b. The fiscal year of the Council shall be from July 1 to June 30.

c. Except by consent of an affirmative majority vote of the total eligible voting power cast by the Board of Directors, all requests for budget funds shall be submitted to the Budget and Finance Committee at least 60 days prior to the annual meeting at which the Board of Directors would consider the request.

d. **Budget Adjustments.** The Executive Committee may approve adjustment of individual line items of the multi-year projected budget estimates. Such adjustments shall not result in total expenditures in excess of the total budget approved by the Board of Directors nor shall such adjustments affect Council dues in any way. The Executive Committee shall have authority to apply excess receipts to activities and programs of the Council, or to reserve investment or savings accounts of the Council.

2. Payment of Bills.

a. The Treasurer or the Secretary shall draw checks as directed by the Executive Committee to meet expenditures authorized by the budget.

b. All checks, except as in "c" below, shall require the signatures of two of the following: the President or the Secretary or an Assistant, and the Chair [Chairman] of the Board or a Vice Chair [Chairman] of the Board or the Treasurer.

c. Checks for payment of office operating expenses, as defined by the Executive Committee, may be signed by any one of the following: the President, the Secretary or an Assistant, the Chair [Chairman] of the Board, a Vice Chair [Chairman] of the Board or the Treasurer.

3. Audit. An annual certified financial audit of the Council's operations shall be prepared at the close of the fiscal year by an independent Certified Public Accountant appointed by the Executive Committee. A copy of the annual Auditor's Report shall be sent promptly each year to all Member Organizations through their Directors, and shall be made available to members of all other classes on request.

ARTICLE X. CONFERENCES OF THE COUNCIL AND MEETINGS OF THE BOARD OF DIRECTORS

A. Annual Conventions. The ACEC Annual Convention shall be held during the second quarter of each calendar year in conjunction with the annual meeting of the Board of Directors at a time and location to be determined by the Executive Committee. New officers shall be installed during the convention. The convention shall provide an opportunity for the exchange of ideas among members and for presentations and discussions concerned particularly with the operation of a consulting engineering firm.

B. Annual Membership Conferences. The ACEC Membership Conference shall be held in conjunction with the Fall Meeting of the Board of Directors. The Conference shall be concerned with the operations of the Council and the relationships of ACEC with Member Organizations, Member Firms, and members, and with other associations.

C. Board of Directors.

1. Regular Meetings. Two meetings of the Board of Directors shall be held each year. One meeting shall be held at the time of the annual convention and the other meeting shall be held in the Fall at a time and place recommended by professional staff and approved by the Executive Committee.

2. Special Meetings. Special meetings of the Board of Directors may be held as determined by the Board of Directors or Executive Committee. Special meetings may also be initiated by petition signed by at least ten Directors. At least 30 days' notice of any such special meeting shall be given by the Secretary to members of the Board of Directors. Notice of a special meeting shall state its purpose, and no other business shall be considered.

3. Procedure. The rules of procedure for meetings shall be as established by the Board of Directors, or in the absence of specific Bylaws or Rules of Policy and Procedure, Robert's Rules of Order, Revised. Only Directors, and Alternate Directors, when acting for Directors, shall make and second motions. The Chair [Chairman] of the Board at his discretion may recognize others for discussion purposes during meetings of the Board of Directors.

ARTICLE XI. COMMITTEES

A. Creation and Classification.

1. Open Committees. Committees designated by the Executive Committee as open committees shall be open to membership upon request by any ACEC Member in any class of national ACEC membership.

2. Appointed Committees. Committees whose compositions are specified under the Bylaws or Rules shall be designated as appointed committees.

3. The Chair [Chairman]-elect of the Board shall annually designate the chairpersons and outline the duties of all open committees. The Chair [Chairman]-elect of the Board shall annually appoint the members, designate the chairpersons, and outline the duties of all appointed committees except the Nominating Committee, the Chairmen Emeritus Committee and the Committee of Fellows. The Chair [Chairman]-elect of the Board shall

direct the development of the open and appointed committees' purposes, goals and action plans consistent with the current ACEC Vision and Strategic Plan and after consultation with the President, outgoing Chair [Chairman] of the Board, and committee chairs. Committees shall report to the Board of Directors and the Executive Committee in accordance with the Rules of Policy and Procedure governing committee operations.

4. The Executive Committee may discontinue any committees, excepting Standing Committees, and may appoint other committees from time to time, from its own membership, or otherwise.

5. The Nominating Committee each year shall be composed of the most recently available Chairman Emeritus (or past President until 2001) of ACEC, his most recently available predecessor Chairman Emeritus (or past President until 2002) as chairperson, the seated National Director from each Member Organization ineligible to have a member elected to any office except that of Chair [Chairman]-elect of the Board, and three additional members who have served on the ACEC Executive Committee. Said three additional members shall be appointed by the Chair [Chairman] of the Board with the consent of the Executive Committee.

6. The Chairmen Emeritus Committee shall be composed of all living Past Presidents having served before 2001, and Chairmen Emeritus of ACEC, AICE, and CEC/US with the immediate Past President of ACEC or Chairman Emeritus as Chairperson.

7. The Committee of Fellows shall consist of twelve (12) Fellows elected by the College of Fellows, subject to approval by the Executive Committee. Members of the Committee of Fellows shall serve three (3) year terms with the terms of four (4) members expiring at the close of the Annual Meeting of the Council each year.

B. *Standing Committees.* The following shall be Standing Committees:

1. Planning Cabinet
2. Nominating
3. Tellers
4. Chairmen Emeritus
5. Bylaws and Resolutions
6. Budget and Finance
7. Professional Conduct
8. Committee of Fellows

C. *Quorum.* Any number of members who take part in a meeting of the full committee in person or by conference call shall constitute a quorum for purposes of being able to hold the meeting, except in the case of the Nominating Committee, for which two thirds of the members must be present. Formal committee action shall require the consent of a simple majority of the entire committee. In the event that a simple majority is not present at a committee meeting at which formal committee action is proposed, notice of the action shall be sent to the full committee and committee members shall have at least two business days within which to vote on the action. Notification and voting may be conducted by any reasonable means.

ARTICLE XII. AMENDMENTS TO CERTIFICATE OF INCORPORATION AND BYLAWS.

A. *Amendments.* The Certificate of Incorporation and these laws may be amended by the following procedures:

1. Initiation of Amendments. Amendments may be initiated by any of the following:

- a. petition, signed by at least ten Directors;
- b. an affirmative majority vote of the total eligible voting power cast by the Board of Directors at any meeting or by mail ballot;
- c. an affirmative majority vote of the total eligible voting power cast by the Executive Committee; or
- d. a majority vote of the whole Bylaws and Resolutions Committee.

2. Review. Any proposed amendment shall be reviewed by the Executive Committee which shall refer it with its recommendation to the Bylaws and Resolutions Committee which in turn shall prepare a Draft Amendment for approval by the initiators and action by the Board of Directors.

3. Notice. The Secretary shall send a copy of the proposed amendment to the Director for each Member Organization at least 30 days prior to the voting date in the case of an amendment to the Bylaws and at least 45 days prior to the voting date in the case of an amendment to the Certificate of Incorporation.

4. Vote. Amendments to the Certificate of Incorporation and the Bylaws shall require an affirmative two-thirds vote of the total eligible voting power cast by the Board of Directors, and shall become effective immediately unless stated otherwise in the amendment.

5. Mail Vote. If it is deemed necessary by the Executive Committee, a mail ballot may be used for voting on amendments, if the other requirements as set forth above are met.

B. Trial Waivers. The Bylaws and Rules of Policy and Procedure may be waived on a trial basis for the limited purpose of testing or piloting programs, policies, and procedures, provided:

1. the test or pilot is approved by the Executive Committee upon an affirmative action by a two-thirds vote;
2. the approved test or pilot shall be reported within one week of its approval to all the members of the Board of Directors and if the Board wishes to take action to modify or terminate the pilot, it may do so by mail vote or at a future meeting;
3. the test or pilot is for no more than three years from the date of its application and, in order for it to continue, would require the Board to enact the appropriate changes to the Bylaws;
4. the test pilot furthers the ACEC vision statement and its reasonable implications; and
5. the test or pilot is executed within the existing budget of the organization.

ARTICLE XIII. USE OF COUNCIL NAME AND EMBLEM

Members of all classes shall be authorized to use the name of the Council or its approved abbreviation ("ACEC") after their names, and also to use the official Council emblem, name or abbreviation on stationery, business cards, brochures, job signs and as otherwise prescribed in

the Council Rules of Policy and Procedure. The Council name, abbreviation or emblem shall not be imprinted upon drawings, reports, specifications, calculations or other instruments of service prepared or used by Members. Any use of the Council name, abbreviation or emblem shall only be made to signify affiliation with the Council and shall not be made in any manner that could reasonably suggest that the Member necessarily represents, or is, the Council.

ARTICLE XIV. OFFICIAL PUBLICATION

Except as otherwise required by law or by any provision of the Certificate of Incorporation or these Bylaws, notices and announcements relating to the Council published in the ACEC Last Word and sent to all members shall be deemed to have been brought to the attention of all members of the Council.

ARTICLE XV. INDEMNIFICATION

The Council may, by resolution of the Board of Directors, provide for indemnification by the Council of any and all of its current or former officers, Directors, staff or committee members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been an officer, Director, staff or committee member, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct