



AMERICAN COUNCIL OF ENGINEERING COMPANIES

## **ACEC RULES OF POLICY AND PROCEDURE**

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# ACEC RULES OF POLICY AND PROCEDURE

## I. MEMBERSHIP

### 1. Member Organizations

#### 1.1 Minimum Standards for Recognition

- a. Member Firms of a Member Organization shall meet the requirements of Bylaws Article II, A.
- b. A majority of the Member Organization Governing Board must be Members or Fellows of ACEC.
- c. The ACEC Director and Alternate Director from the Member Organization must be Members or Fellows of ACEC, elected or appointed by the Member Organization. However, the Board of Directors may seat a Member Organization's paid executive as Acting Director if the Director and Alternate Director are unable to attend a specific Board of Directors Meeting.
- d. ACEC services from the national office are available only to those members of the Member Organization who are members of the ACEC.

### 2. Member Firms

#### 2.1 Qualifications

- a. Bylaws Article II. The Bylaws set forth membership qualifications and refer to "independent engineering services."
- b. Interpretation. "Independent" service is usually considered to be free from "conflict of interest." The circumstances which might cause a conflict of interest cannot be defined precisely. In as much as it represents the business interests of *firms*, ACEC does not attempt to define what may constitute a conflict on the part of an individual professional, nor interfere in the relationship between a professional and his or her licensing or registration board. As they apply to a *firm* however, any of the following circumstances, may indicate conditions that might potentially cause a conflict of interest:
  - (1) A majority of voting ownership of the engineering firm is held by persons other than legally qualified design professionals or by other business entities.
  - (2) The engineering firm (or component of a non-engineering company) does not make and implement engineering decisions independently.
  - (3) The engineering firm does not offer professional knowledge and services as an end product predominantly to clients other than those connected to it through ownership affiliation.
  - (4) The engineering firm has an interest, direct or indirect, in manufacturing or sales of products specified by the engineering firm.
- c. Certification. Whenever any of the above circumstances exist with respect to a prospective or existing Member Firm, a determination will be made by the Member Organization as to whether there is, in fact, sufficient conflict of interest to jeopardize independent practice of engineering. To

facilitate this determination, each prospective Member Firm shall certify to the Member Organization that the existence of any of the above circumstances does not cause a conflict of interest. To assist Member Organizations, ACEC will provide a model certification letter. Member Firms-at-Large shall make their certification to ACEC for determination. As a part of the annual membership renewal process, each Member Firm and Member Firm-at-Large shall recertify whether any of these circumstances exist. The existence of circumstances that would appear to make a Member Firm or Member Firm-at-Large ineligible for continued membership may be reported at any time, by any Member or Member Firm, to the appropriate Member Organization or to ACEC. If such circumstances exist, the appropriate Member Organization governing body or the ACEC Executive Committee may, by an affirmative two-thirds vote of the total eligible voting power cast, after adequate investigation of the specific situation, determine that the circumstances do not cause conflict of interest with the independent practice of engineering, and that the engineering firm is independent. All such determinations must be reviewed and renewed at least annually.

- d. Bylaws Article II-A-2-a (iv). This section specifies that, under certain circumstances, engineering components of non-engineering companies may be eligible to be Member Firms. Some examples might include, but not necessarily be limited to, engineering departments/ divisions/ subsidiaries of contractors, or of architectural, industrial, accounting, or general management firms. Changing firm circumstances that might render a component no longer eligible for continued membership may be reported to the appropriate Member Organization or to ACEC, and the same process noted above may be followed to reevaluate membership eligibility.

**3. Branch Office Membership.** The Council encourages the membership of branch offices of Member Firms in Member Organizations serving the geographical service areas where branch offices are located.

**4. Life Members.** All Life Members shall receive the Last Word, Membership Directory and such other publications, privileges and services as may be directed by the Executive Committee.

**5. Affiliate Member Firms.**

- a. The Executive Committee, or a committee designated by the Chair [Chairman] of the Board for this purpose in accordance with the Bylaws, shall establish an application by which prospective members may apply to the ACEC Affiliate Member Firm category. Said application should indicate the eligibility requirements set forth in the Bylaws under Article II.
- b. The precise procedures and criteria to judge an applicant shall be established by the Executive Committee or a designated committee. Recommendations for induction as an ACEC Affiliate Member Firm shall be determined by said committee. The Executive Committee will resolve any disputed membership issues with respect to ACEC Affiliate Member Firms. Affiliate Member Firms shall annually recertify their eligibility for membership. Invitations to renew membership shall be issued annually to each ACEC Affiliate Member Firm at the sole discretion of the Executive Committee.
- c. Some examples of Affiliate Member Firms may include, but not necessarily be limited to, architects, archeologists, biologists, botanists, environmental scientists, testing labs, planners, computer engineers, other engineering not requiring a PE, construction management firms; firms providing insurance, banking, accounting, legal services and management consultants; equipment suppliers and software vendors.

- d. ACEC Affiliate Member Firms may be members of ACEC's coalitions when eligible. Coalition members ineligible for ACEC membership shall become ACEC Affiliate Member Firms in accordance with the rules and procedures established by the Executive Committee.
- e. Except as noted in Bylaws Article II, ACEC Affiliate Member Firms shall receive The Last Word, Membership Directory, and such other publications, privileges, and services as may be directed by the Executive Committee.

**6. Member Firm Dues Adjustments.** Quarterly adjustments to reduce dues payments to reflect changes in a member firm's dues, as computed from information submitted annually for the ACEC Directory, shall only be granted based upon the establishment of a "hardship" in accordance with the following requirements:

- 6.1 A request for said "hardship" consideration shall be submitted by the member firm to its Member Organization. This request shall include a written statement explaining the reason for the requested adjustment, and a summary of the Member Organization's action and recommendation. If approved in writing by the Member Organization, the request shall be forwarded to ACEC for final review and disposition, along with the quarterly dues payment. For purposes of granting the authority to evaluate and approve said request on behalf of the Council.
- 6.2 Said "hardship" test may take into account such situations as: the death or disability of a key principal, the dissolution or break-up of a member firm, the sale of a portion of the firm, significant reductions in personnel or revenues, or other similar circumstances deemed by the Member Organization, and the ACEC Treasurer to warrant special consideration for dues reductions.
- 6.3 Dues adjustments based on "hardship" as submitted by a member firm, shall not be granted for more than the current and immediate previous calendar quarter, and in no case shall it be granted more than one time in any given fiscal year.

## II. NATIONAL ACEC OFFICER AND STAFF VISITS TO MEMBER ORGANIZATIONS

National ACEC Officer and Staff visits to Member Organizations contribute to effective communications with the Officers, committees, staff executives and the membership. Such visits facilitate personal communication on the programs and concerns of ACEC members and allow exchange of information and ideas. ACEC funds for officer and staff travel are limited, and must be allocated on the basis of some rational policy. This statement sets forth the policies and procedures governing assignment of national officers and staff executives to Member Organization meetings.

- 1. **Basic Policy.** ACEC will accommodate Member Organization requests for national officer and staff participation in meetings to the extent permitted by funds available for this purpose. This will permit at least one visit annually with each Member Organization by either an officer or staff executive. More than one visit by a national officer or staff executive may be authorized, under special circumstances, by the Chair [Chairman] of the Board or President, or in cases where the Member Organization is willing to meet the costs of attendance.
- 2. **Assignment.** Each national officer is assigned primary responsibility for liaison and communications with several Member Organizations. At the beginning of each year, the President will advise the Member Organizations accordingly. As a rule, ACEC representation at Member Organization meetings will be provided by the assigned officer.

3. **Invitation Procedure.** Invitations or requests for ACEC officer or staff participation in meetings should be submitted in writing as far in advance of the meeting date as possible to the assigned officer, with a copy to ACEC Headquarters.
4. **Participation.** Member Organizations are encouraged to request national officer or staff visits at meetings that will afford maximum opportunity for substantive discussion of ACEC matters with members rather than at functions which are primarily social in nature. It is suggested that the visiting officer or staff member be asked to participate in a membership meeting program. Attendance at a governing board meeting is also appropriate.
5. **Expenses.** Expenses for officer or staff travel to the location of the meeting are provided for by the National Council. The Member Organization is encouraged to pay all local costs, including registration fees, hotel and meals.

### III. MEETINGS OF THE COUNCIL AND BOARD OF DIRECTORS

1. **Annual Convention and Fall Conference.** ACEC shall hold two annual meetings each year: the Annual Convention and the Fall Conference. The Annual Convention shall take place in the second quarter of each year, and shall be held in Washington, D.C. during the years 2005-2007. The Executive Committee shall decide whether the Annual Conventions after 2007 shall be held in places other than Washington, D.C. In the event that the Executive Committee decides to depart from Washington, D.C. after 2007, the Annual Convention shall be held during the second quarter of succeeding years at a time and place recommended by the professional staff and approved by the Executive Committee. The Fall Conference shall likewise be held at a time and place recommended by the professional staff and approved by the Executive Committee.
2. **Board of Directors.** The Board of Directors shall have two regularly scheduled Board meetings each year: one at the Annual Convention and one at the Fall Conference.
3. **Rules and Parliamentary Procedure for Board of Directors.**
  - a. The Chair [Chairman] of the Board may designate other Officers to preside during any session of any Board of Directors Meeting, pro tem.
  - b. The Presiding Officer shall have the authority to accept or rule out of order any proposed motion, resolution, Policy Statement, or discussion item that had not been presented for consideration prior to the opening session of any meeting.
  - c. All proposed resolutions, Policy Statements, and requests for allocation of Council funds shall be presented for initial discussion only during the first Board Meeting session, and shall be acted upon only during the concluding Board session.
  - d. All proposed resolutions or Policy Statements introduced from the floor at meetings of the Board of Directors must be presented to the Presiding Officer, in writing, at least three hours prior to the adjournment of the first Board meeting session.
  - e. Unless declared a closed session, all meetings of the Board of Directors of the Council shall be public. The Chair [Chairman] of the Board may declare, or the Board of Directors may agree to, a closed session and may agree upon or declare the nature of attendance that will be permitted.

- f. The Secretary shall draft minutes of proceedings for distribution as soon as possible after the completion of each Board of Directors Meeting. This draft of minutes shall be distributed to all Member Organization Presidents, Directors, and staff executives.
- g. An official parliamentarian shall be appointed by the Chair [Chairman] of the Board to serve, pro tem, for each Board of Directors Meeting.
- h. All committees, subcommittees, liaison representatives, and other groups or individuals assigned to regular or special projects shall submit progress or status reports to the Board. All such reports shall be reproduced and distributed to the Presidents, Directors, and staff executives of all Member Organizations and to the Executive Committee, by the Secretary.
- i. All reports and requests from committees, Member Organizations, Members, or others, which might require Board action in the form of a resolution or Policy Statement, or which require the expenditure of Council funds, must be distributed to the members of the Board of Directors and the Executive Committee no less than 30 days in advance of each meeting. Except for resolutions of condolence, sympathy, thanks, or congratulations, no report or request for Board action on a proposed resolution, Policy Statement, or fund allocation will be considered by the Board without specific approval of said consideration by an affirmative two-thirds vote of the total eligible voting power cast at the meeting.
- j. All reports and requests for consideration of a Council resolution or Policy Statement received at least 30 days in advance of a meeting shall be referred to the Bylaws and Resolutions Committee and shall be processed in accordance with the procedures set forth in Section IX of this document.
- k. In the event that a proposed resolution or Policy Statement is introduced from the floor at a meeting of the Board of Directors, is not ruled out of order by the Presiding Officer, and receives approval for consideration by an affirmative two-thirds vote of the total eligible voting power cast at the meeting, an Ad Hoc Committee shall be appointed by the Chair [Chairman] of the Board to serve for the duration of the meeting.
- l. The Ad Hoc Committee shall receive all proposed resolutions and Policy Statements introduced for consideration during the course of the meeting. The Committee shall be responsible for processing the proposed resolutions and Policy Statements for consideration by the Board of Directors. The Ad Hoc Committee shall not change the meaning or intent of any proposed resolution or Policy Statement without the express knowledge and consent of the Maker and Seconder and must report any such changes to the Board of Directors. After the proposal has been processed for Board consideration, the Committee shall present the proposal to the Board, which shall act upon it in accordance with the rules of procedure established in the Bylaws and these Rules.

#### **IV. EXECUTIVE COMMITTEE**

##### **1. Meetings**

###### **1.1 Rules of Procedure**

- a. Meetings of the Executive Committee are conducted following Roberts' Rules of Order, Revised.

b. Supplemental Rules of Procedure.

- (1) The Secretary shall prepare and distribute in advance of each meeting of the Executive Committee a proposed discussion agenda, and shall furnish documents and other background information materials as appropriate to each discussion item. The Secretary, President and other members of the staff as appropriate shall attend all Executive Committee meetings.
  - (2) Committee Chairmen and others with business to conduct may, upon specific invitation, attend meetings.
  - (3) The Chair [Chairman] of the Board may declare any session of the Executive Committee a closed meeting with appropriate restrictions as directed by the Officers.
  - (4) The Secretary shall keep the minutes of each Executive Committee meeting. Draft discussion minutes shall be distributed to all officers for approval, following each meeting.
  - (5) The minutes of each meeting shall be distributed upon request to all Member Organization Presidents, Directors and Staff executives and to appropriate ACEC committee chairmen.
  - (6) A complete compilation of all Executive Committee meeting minutes shall be maintained by the Secretary in the Headquarters Office, and shall be available for inspection by any Member.
- 2. Insurance.** The Council shall obtain and pay the premium for insurance covering death or injury to Officers related to the conduct of Council business. The benefit payment, in the event of death covered by such insurance, shall be assigned at the discretion of the insured.
- 3. Financial Oversight Committee.** A Financial Oversight Committee shall be established and maintained as a subcommittee of the Executive Committee. On behalf of the Executive Committee, it will have responsibility for ongoing financial oversight of the Council. The Committee shall consist of the Treasurer as chair, the Chair [Chairman] of the Board, and the President. ACEC's Director of Finance and Administration will staff the Committee as needed.
- 4. Contingency Fund.** Disbursements from the ACEC Contingency Fund may be made upon the joint approval of the Chairman and President on behalf of the Executive Committee. In the event that there is no mutual agreement between the Chairman and the President, the proposed disbursement shall be referred to the full Executive Committee for a vote. Disbursements shall be reported to the Executive Committee in a timely manner.
- 5. Minuteman Fund.**
- 5.1 The Minuteman Fund provides financial assistance for state legal and legislative issues and federal judicial cases. The staff shall assess whether Minuteman Fund requests comply with requirements established by the Executive Committee, and shall forward their assessments to the Financial Oversight Committee. The Financial Oversight Committee shall then submit their recommendations to the Executive Committee. Disbursements shall be made upon the approval of the Executive Committee and, for large grants as specified in Section 5.2(c), upon the further approval of the Board of Directors.

5.2 A funding request must meet all of the following requirements:

- a. The issue(s) for which funding is requested must potentially affect a large segment of the membership or otherwise have major precedent-setting implications.
- b. The M.O. must demonstrate its own financial and political commitment to the effort.
- c. The M.O. requested amount should be no greater than the amount that the M.O. itself has committed to the initiative. For example, an M.O. that commits \$4,000 from its own resources may seek up to an additional \$4,000 in support from the Minuteman Fund.
- d. The M.O. has a record of reasonable contributions to the Minuteman Fund. For example, funding requests should generally be no greater than the sum total of Fund contributions received from the M.O. and/or its member firms over the five preceding years.
- e. Funding in excess of the limitations in Sections 5.2 (c) and (d) may be granted on the grounds of extraordinary need and urgency. Funding in excess of \$100,000 requires the approval of the ACEC Board of Directors.
- f. The M.O. should include a voluntary check-off on its member firms' dues invoices for contributions to the Minuteman Fund, or in some other equally systematic and regular way encourages member firms to contribute to the Fund.
- g. The funding request must be submitted prior to the conclusion of the legal or legislative action by the M.O. for which Minuteman funds are solicited.
- h. Funding may not be provided for reimbursement of M.O. funds already expended.
- i. Funding may not be provided for defraying the costs of ordinary or routine M.O. advocacy efforts for which the M.O. itself should pay.
- j. The M.O. should demonstrate its commitment to ACEC advocacy efforts, both state and national, including making progress in meeting its ACEC/PAC goal.

5.3 In extraordinary cases where an M.O. is experiencing extreme financial hardship, the Executive Committee may, upon the recommendation of the Financial Oversight Committee and by a supermajority vote of two-thirds or more in favor, waive in whole or in part the M.O.'s own financial commitment to the effort as required under this Section 5.

## **V. COMMITTEES**

### **1. Committee Selection, Appointment, and Responsibilities**

1.1 The Nominating Committee, Chairmen Emeritus Committee, and Committee of Fellows are constituted as set forth in the Bylaws, Article XI.

1.2 The Chair [Chairman]-elect of the Board shall annually appoint the membership of the Planning Cabinet based on the following composition. Appointments will include one currently serving National Director,

the two most recent Chairmen Emeritus, two Executive Committee Vice Chairs [Chairmen] of the Board or one Vice Chair [Chairman] of the Board and the Treasurer (one from each currently serving class), one NACECE member, and five at-large members from ACEC member firms. The Chair [Chairman]-elect of the Board will serve as the National officer liaison to the Planning Cabinet. Terms will be for two years, except the at-large members, who will serve three years. Appointments shall be prior to the time of the Annual Meeting and shall be announced officially at that time.

- 1.3 Appointments for appointed Committees shall be made by the Chair [Chairman]-elect of the Board prior to the time of the Annual Meeting and shall be announced officially at that time. Open committees shall be open to membership upon request by any ACEC member in any class of national ACEC membership at any time.
- 1.4 Vendors or suppliers of products or services to ACEC national programs shall not be eligible to serve on ACEC committees that oversee those programs.
- 1.5 Terms of Appointment. Committee appointments shall be for up to three years, unless a committee member is designated for service as chair or vice-chair of the committee, in which case an appointment may extend for up to three more years. The Chair [Chairman]-elect of the Board has final discretion and authority to set or alter a committee member term.
- 1.6 Directory. A complete listing of all Council committees, subcommittees and liaison assignments shall be published and distributed to all Members. This may be accomplished by inclusion in the annual Membership Directory.
- 1.7 Financial Responsibility. Each Committee Chair is responsible for managing the Committee's travel and expense budget in conformance with the Council's "Uniform Policy and Procedure for Reimbursement of Allowable Expenses." Committees have no authority to expend other funds or engage in contracts on behalf of the Council.
- 1.8 Membership in all committees shall be limited to ACEC members in any class of national ACEC membership.

## **2. Nominating Committee Procedures**

- 2.1 An application form shall be developed by the Nominating Committee and approved by the Executive Committee for use by Member Organizations in nominating candidates.
- 2.2 Guidelines and procedures to ascertain candidates' qualifications, interest and commitment shall be developed by the Nominating Committee with the approval of the Executive Committee.
- 2.3 The names of each candidate shall be held confidential, unless authorized to be released by the individual nominee.
- 2.4 The Nominating Committee shall advise, and seek concurrence of the appropriate Member Organization on candidates for the office of Chair [Chairman]-elect of the Board and other elected offices who have not been formally nominated by the Member Organization.
- 2.5 Due consideration shall be given to the geographic distribution, size of firm, and type of practice of the candidates.

## **3. Operating Policies and Procedures**

- 3.1 Manual. The rules of policy and procedure for all committees are as set forth in the “ACEC Committee Guidance Manual.” A separate document, the “ACEC Committee of Fellows Guidance Manual,” covers the special rules of policy and procedure applicable to the Committee of Fellows.
- 3.2 Revisions. The rules of policy and procedure for all committees shall be approved and may be revised by the Executive Committee.

## **5. ACEC Delegates to FIDIC**

- 4.1 ACEC Delegates to FIDIC Annual Conference. ACEC’s Chair [Chairman] of the Board and the Chair of ACEC’s International Affairs Steering Committee shall serve as ACEC’s voting delegates to the General Annual Meeting (GAM) at the FIDIC Annual Conference and to any other FIDIC event involving voting measures. If unable to attend, the Chair of the International Affairs Steering Committee may appoint his replacement from among the membership of the International Affairs Steering Committee, with the prior approval of the Chair [Chairman] of the Board. The Chair [Chairman]-elect of the Board will participate in the FIDIC conference as an observer, in preparation for his year as Chair [Chairman] of the Board.

## **VI. ACEC COALITION GUIDELINES**

1. **The Importance of Coalitions.** Because of the recent increasing number of specific issues of interest to consulting engineers, ACEC has urged both members and non-members to form coalitions. These coalitions can deal directly and effectively with one or more issues of particular interest to the immediate group. At the same time coalitions become part of the programs offered by ACEC. As issues that will affect the design and construction community over the next few years become more focused, the ACEC leadership is encouraging the formation of coalitions to meet the new needs.
2. **ACEC wants to help** because of ACEC’s interest in fostering coalitions, the Council is willing to assist in a number of meaningful ways:
  - 2.1 Although coalitions are expected to develop their own financial resources, start-up funding is available from the ACEC general budget;
  - 2.2 Financial records and bank accounts can be established and maintained by the ACEC staff;
  - 2.3 A specific ACEC officer will be selected as liaison with the coalition to insure proper support and assistance from the Council; in turn and of particular interest to ACEC;
  - 2.4 Non-members will be given an excellent opportunity to see the many advantages of joining the Council.
3. **Coalition Guidelines**
  - 3.1 ACEC coalitions are formed when a group of member and non-member firms desire to pursue a specific business issue which requires more intense activity than currently being offered by the Council.
  - 3.2 Upon request, a Coalition Committee consisting of the ACEC Chair [Chairman] of the Board, Chair [Chairman]-elect of the Board, President, and Treasurer is empowered to recognize new coalitions, subject to confirmation by the Council’s Executive Committee.

- 3.3 To be recognized by the Council the coalition must have a common purpose that is consistent with the Council's policy and position statements. In addition it must have sufficient potential member firms and others who exhibit an active interest in its goals and objectives.
- 3.4 A coalition must have a designated Chairperson. Its operating and financial plans must be dedicated to accomplishment of the coalition's purposes.
- 3.5 ACEC requires that all coalition members eligible for Council membership shall join ACEC in order to participate in the coalition. For purposes of this requirement, "coalition member" shall be defined as either the office of the designated coalition representative, or any office of a multi-office firm provided that in the latter case the firm pays ACEC dues reflecting total personnel nationwide.
- 4. Funding.** While coalitions are self funded and self governed, ACEC recognizes it is in the best interest of all to foster and encourage activities of coalitions. Thus, some general funds have been allocated to assist with start-up expenses. The ACEC annual budget contains a line item for such expenses which can be disbursed by the Coalition Committee subject to confirmation from the Council's Executive Committee.

## **5. Operational Procedures**

- 5.1 To facilitate communications, enhance common interests and objectives, an ACEC officer should be invited to all meetings of the coalition. In addition, the coalition Chairperson may, upon request, meet with and report to the ACEC Executive Committee.
- 5.2 Although coalitions are free to speak independently on issues, they can not be identified as representing ACEC without prior approval of its Chair [Chairman] of the Board or President.
- 5.3 If a conflict between a coalition's policy or position and the policy or position of an ACEC committee, Member Organization or other committee occurs, the conflict will be mediated by the Coalition Committee.
- 5.4 Coalitions and the Coalitions Committee must annually conduct a "sunset review" to assess the need for continuation.

## **6. Financial Procedures**

- 6.1 If requested, ACEC will maintain financial records as a start-up service to a coalition. This may include the establishment of separate bank accounts.
- 6.2 It is important that a written procedure and designation of authority for making financial commitments and approval of disbursements from the coalition's account be developed for each coalition.
- 6.3 Requests for ACEC financial support or staff resources can be directed to the Coalition Committee which is empowered to act within the guidelines set forth by the Council.
- 6.4 After an initial period based upon agreements by the coalition and Coalition Committee, the coalition is expected to compensate the Council for the continuation of staff services.

## **VII. ACEC AFFILIATION GUIDELINES**

1. **The Value of an Affiliation.** In many cases individuals rather than firms find it of mutual benefit to establish an affiliation with ACEC. Affiliates may be composed of individuals from member and non-member firms or a group of individuals with a common purpose and interest. This allows affiliates to focus on those interests while simultaneously relying on the expertise of the staff and officers of ACEC.
2. **ACEC can help** because ACEC understands the importance of well coordinated affiliate groups — and encourages their development — there are a number ways in which ACEC can assist an affiliation:
  - 2.1 Through start-up funding from the general budget;
  - 2.2 Through the creation and maintenance of financial records and bank accounts;
  - 2.3 Through a specific ACEC officer serving as liaison, to work with the affiliate to insure support from the Council at all times; and
  - 2.4 Through the opportunity for affiliates to become acquainted with the many advantages of joining ACEC.

### 3. Affiliation Guidelines

- 3.1 ACEC affiliations are formed when a group of individuals from member or non-member firms desire to pursue a specific business issue which requires more intense activity than currently being offered by the Council.
  - 3.2 Upon request, an Affiliate Committee consisting of the ACEC Chair [Chairman] of the Board, Chair [Chairman]-elect of the Board, President, and Treasurer is empowered to recognize affiliates, subject to confirmation by the Council's Executive Committee.
  - 3.3 To be recognized by the Council the affiliate must have a common purpose that is consistent with the Council's policy and position statements. In addition it must have a sufficient number of potential members who exhibit an active interest in its goals and objectives.
  - 3.4 An affiliate must have a designated Chair-person. Its operating and financial plans must be dedicated to accomplishment of the affiliate's purposes.
  - 3.5 Affiliates whose firms meet ACEC's eligibility requirements are encouraged to become regular members of the Council as well.
4. **Funding.** While affiliates are self funded and self governed, ACEC recognizes it is in the best interest of all to foster and encourage activities of affiliates. Thus, some general funds have been allocated to assist with start-up expenses. The ACEC annual budget contains a line item for such expenses which can be disbursed by the Affiliate Committee subject to confirmation from the Council's Executive Committee.

### 5. Operational Procedures

- 5.1 To facilitate communications, enhance common interests and objectives, an ACEC officer should be invited to all meetings of the affiliate. In addition, the affiliate's Chairperson may, upon request, meet with and report to the ACEC Executive Committee.
- 5.2 Although affiliates are free to speak independently on issues, they can not be identified as representing ACEC without prior approval of ACEC's Chair [Chairman] of the Board or President.

- 5.3 If a conflict between an affiliate's policy or position and the policy or position of an ACEC committee, Member Organization or coalition occurs, the conflict will be mediated by the Affiliate Committee.
- 5.4 Affiliates and the Affiliate Committee must annually conduct a "sunset review" to assess the need for continuation.

## **6. Financial Procedures**

- 6.1 If requested, ACEC will maintain financial records as a start-up service to an affiliate. This may include the establishment of separate bank accounts.
- 6.2 It is important that a written procedure and designation of authority for making financial commitments and approval of disbursements from the affiliate's account be developed for each affiliate.
- 6.3 Requests for ACEC financial support or staff resources can be directed to the Affiliate Committee which is empowered to act within the guidelines set forth by the Council.
- 6.4 After an initial period based upon agreements by the affiliate and Affiliate Committee, the affiliate is expected to compensate the Council for the continuation of staff services.

## **VIII. FELLOWS AND LIFE FELLOWS**

### **1. College of Fellows**

The Fellows and Life Fellows, taken as a body, shall be known as The College of Fellows. Administrative direction of the College of Fellows shall be provided by the Committee of Fellows.

### **2. Fellows**

- 2.1 Qualifications. To qualify as a Fellow, an individual shall have been a principal for not less than five e. years of a member firm(s) which has been a member of ACEC or an organization merged with an ACEC Member Organization for not less than five e. years and have served ACEC or a merged organization with distinction as an officer, director or active committee member; or have served a Member Organization as an officer or director, and shall have notably contributed to the advancement of consulting engineering in: administrative leadership, design, science, literature, education, or service to the profession. Distinguished consulting engineer members of ACEC shall not be precluded from Fellow status by reason of inactivity in the committee structure of ACEC or their Member Organization.
- 2.2 Nominations: Individuals meeting qualifications for Fellow Membership may be nominated for election to such status by either:
  - a. The Member Organization of which they are a Member, or
  - b. Three c. or more Fellows who are not a member of either the Executive Committee or the Committee of Fellows. The qualification criteria and procedure for nomination to Fellows Membership is further outlined in *The Guidance Manual* for the Committee of Fellows. Having been notified of his pending nomination, the collection and submission of data in support of a person's nomination to Fellow shall be the responsibility of the nominee and/or his sponsor.

- 2.3 Election: Approval by the Committee of Fellows, with no more than one a. negative vote, shall constitute election to Fellow status.
- 2.4 Nominations not Approved: An individual whose nomination is not approved may be renominated.
- 2.5 Limitations: The number of ACEC Fellows shall not exceed five e. percent of the total number of individual Members of the Council. The number of Fellows elected in any one year shall not exceed one percent (1%) of the number of individual Members of the Council.
- 2.6 Membership: Once elected, in accordance with the Bylaws, Article III, Subsection A., 6., a Fellow shall retain that status, regardless of employment status with a member firm, so long as the Fellow continues to pay the required annual dues. A Fellow in good standing is entitled to indicate his membership status by using the designation Fellow of ACEC (FACEC).
- 2.7 ACEC Chairs [Chairmen] of the Board: Upon election as Chair [Chairman] of the Board of ACEC, a Chair [Chairman] of the Board shall be nominated automatically to the status of Fellow, so long as the qualifications set forth in these Rules are met. Fellows Membership by a Chair [Chairman] of the Board or Chairman Emeritus shall be without payment of annual dues.

### **3. Life Fellows**

- 3.1 Qualifications. Life Fellow candidates shall have been a Fellow for not less than five years, and shall be fully retired from the active private practice of consulting engineering and not engaged in activities which are in competition with consulting engineering. Application shall be made to the Committee of Fellows and must be approved by that Committee if the applicant is to become a Life Fellow. Life Fellows may remain in this category, paying no dues, so long as they remain inactive from the practice of consulting engineering and meet the other criteria of a Life Fellow.
- 3.2 Membership. A Fellow meeting the required qualifications for Life Fellow Membership may advise the Committee of Fellows in writing of his desire to become a Life Fellow. The Committee of Fellows may accept or reject requests for Life Fellow status. Life Fellows shall be carried as Members without payment of dues, and shall be listed individually as such in the Membership Directory. Life Fellows may retain Life Fellow status if they provide consulting services which do not exceed either 100 billable hours per year or \$10,000 in billable income per year (excluding expenses). Borderline cases require submission to the Committee of Fellows for review and guidance. All Life Fellows shall have such privileges and services as may be directed by the Executive Committee.

## **IX. POLICY STATEMENTS AND RESOLUTIONS**

### **1. Guidelines**

- 1.1 This Article shall constitute the guidelines for Policy Statements and Resolutions.

### **2. Designation**

- 2.1 ACEC expressions of concern such as commendations or condolences shall be designated Resolutions.
- 2.2 ACEC official statements on major issues of concern to the engineering industry shall be designated as Policy Statements. All present ACEC Position Statements shall be redesignated as Policy Statements.

### **3. Routing of Resolutions and Policy Statements**

- 3.1 Initiation. Resolutions and Policy Statements may be initiated by the Executive Committee, any properly constituted committee of the Council, or by any Member Organization through its National Director. Committees and Member Organizations wishing to initiate Policy Statements shall first consult with the Chairman and President and receive their advice.
- a. To be initiated, a Policy Statement must address a pressing business need, have practical application, and advance the Strategic Plan.
  - b. A Policy Statement may be initiated as the basis for legislative action; to provide policy guidance to Member Organizations; to facilitate dealings with government entities; or to significantly further other related purposes. Broad social issues or other topics not immediately related to ACEC's business or legislative activities are not generally proper subjects for Policy Statements.
  - c. Policy Statements should generally be limited to one page, must clearly express ACEC's policy in simple, declarative language, and should omit background information or other text intended as a preface, or integrate such background material into the text if necessary.
- 3.2 Review. Draft Resolutions and Policy Statements shall be reviewed and may be edited by the Bylaws and Resolutions Committee. The Bylaws and Resolutions Committee shall ensure that draft Policy Statements conform to these guidelines. Draft Resolutions submitted at the meeting of the Board of Directors shall be reviewed and may be edited by the Ad Hoc Resolutions Committee.
- 3.3 Adoption. Draft Resolutions and Policy Statements that have been reviewed by the Bylaws and Resolutions Committee or the Ad Hoc Resolutions Committee under these Rules shall then be submitted to the Executive Committee for consideration. The Executive Committee may approve a draft as a voting item for the Board of Directors, refer the draft to any appropriate Committee of the Council for redrafting, or terminate the draft.
- 3.4 Adopted Resolutions. Resolutions adopted by the Board of Directors shall be printed in the minutes of the meeting at which they were adopted. The Secretary of ACEC shall forward suitable copies of adopted resolutions to the person(s) or organization recognized in the resolution.
- 3.5 Adopted Policy Statements. Adopted Policy Statements shall each be numbered consecutively with the year adopted (for example Policy Statement 6-81), and printed in the minutes of the meeting at which they were adopted.
- 3.6 Compilation of Policy Statements. A compilation of all current Policy Statements shall be maintained by the Secretary and copies shall be distributed annually to Member Organization Presidents, National Directors, and Executive Directors.

### **4. Retention, Revision, and Termination**

- 4.1 To ensure the continuing endorsement of ACEC Policy Statements, every three years after the adoption of a Statement it shall be submitted for review to the Executive Committee by the appropriate overseeing committee or committees, with specific recommendations for retention, revision or termination. A Policy Statement must be recommended for termination unless the appropriate committee or committees provide clear and convincing justification for its retention or revision. The Executive Committee may, at

its discretion, submit the recommendations for review by the Bylaws and Resolutions Committee and to the Board of Directors for consideration. The Executive Committee may, on its own initiative, approve the retention of a Policy Statement that is unchanged or that undergoes only corrections in style, grammar, or terminology. Unless specific action is taken on a Policy Statement at the time of such review every three years, the Policy Statement shall be terminated.

## **X. HEADQUARTERS OPERATIONS AND MANAGEMENT**

1. The President shall be responsible for the direction and management of the Headquarters Offices and staff, and shall maintain: Headquarters Staff Organization Chart, Headquarters Staff Position Descriptions, Headquarters Employees' Manual, Headquarters Operations Policies and Procedures Manual.
2. A member organization may modify the acronym-based logo by adding its state or organization name.

## **XI. ACEC HONORS AND AWARDS**

### **1. Establishment**

#### 1.1 New Honors and Awards.

- a. Questions of policy in the establishment of new honors and awards shall be referred to the Executive Committee, which may appoint a committee to review the proposal and to draft specific rules of endorsement by the Officers.
- b. In reviewing proposals for a new award, the primary test applied by this committee and the Executive Committee is the extent to which the proposed award served to advance the profession of consulting engineering, in support of the central objective stated in the Certificate on Incorporation (Article III).

### **2. Policies for New Awards**

2.1 Naming of Award. To name an award after a person, such person shall be judged by the Executive Committee to have or have had eminent professional status in ACEC.

#### 2.2 Funding an Award.

- a. The proposed award may be established by funds received from individuals, business or industrial organizations, or by an ACEC grant. Such funds must carry an obligation on the part of the donor to support the broad professional purpose stated in Article III of the Certificate of Incorporation without advocating or seeming to advocate commercial interests.
- b. Fellowships and scholarships of the Council are established primarily on a graduate level basis; but funds will be accepted for undergraduate honoraria with the understanding that allocation may be processed without restriction through Member Organizations or other agencies at the discretion of the Council.
- c. The funding required to establish a new Council fellowship, scholarship or other award by special grant, gift or bequest shall be sufficient to cover all costs incident to the award and its administration.

- d. Awards may be established in perpetuity, subject to adjustment in amounts available depending on current rates of return realized. If funds are unavailable, from income, the award will be held in abeyance.

2.3 Modifications. Beginning ten years after the establishment of the rules, changes and modifications may be made by the Board of Directors with the advice of the Executive Committee, whether or not the original donors are available for consultation.

### **3. Policies for Honors**

3.1 Establishing an Honor. To establish a Council honor, the following schedule will be followed, with minor variations in individual cases:

- a. The organizing group will file a tentative plan with the President and will ask for conditional approval within the policy provisions. Such plan must include purpose, identity of possible donors, and detailed estimate of finance.
- b. All Proposals for the establishment of new awards shall be referred to the Executive Committee and its decision (subsequently reported to the Board of Directors for information) will be transmitted to the organizing group for guidance in the remaining steps.
- c. If the Executive Committee tentatively supports the project, the organization will assemble and offer the funds, organization proposal and complete set of administrative rules, to the Executive Committee.
- d. The Executive Committee will have the power to decline any proposal at its discretion, reporting such action to the Board of Directors.
- e. Upon endorsement by the Executive Committee, the proposal shall be presented to the Board of Directors with the advice of the Executive Committee.

3.2 Approval.

- a. To qualify as a Council honor, all supporting funds, and rights of administration for such honor must be surrendered to the Council or to a participating society in the case of joint intersociety awards.
- b. All proposed honors sponsored by the Council must be approved by the Board of Directors with the advice of the Executive Committee.

3.3 Post Approval Procedures.

- a. After formal approval of a proposal, the funds are transferred to the Council and the President arranges for art work, sculpture, engraving, dies and such other work as may be required for the practical administration of the honor.
- b. The President directs the organization and activities of the honors nominating or recommending committee, in accord with the official rules of award.
- c. When the honors nominating committee has made its report, in common with all nominations by other prize committees, a composite report on prizes is presented annually by the President for official action by the Board of Directors.

#### 4. Individual Prizes

4.1 Specific Rules. Specific rules for individual prizes are published annually in the Directory. Standard guiding rules applying alike to all testamentary honor awards are as follows:

- a. The donor must be identified.
- b. Restrictions as to membership or non-membership in the Council must be stated explicitly. Are nonmembers excluded? If one joint participant is a member, and the other is not, is the award affected thereby?
- c. A full description of the honorarium and its symbols (medals, certificates, checks, books, etc.) must be included.
- d. Restrictions as to the area covered must be defined (publications, achievements in the continental United States, etc.)
- e. The reason for the award must be clearly stated, especially the extent to which it is expected to contribute to the "science and profession of consulting engineering."
- f. More than one award may be granted provided sufficient money is available in the fund and provided that this contingency is explicitly stated in the particular set of rules.
- g. When expressly stated, multiple awards may be granted to mutual participants in a single project (co-authors, for example), provided that the funds are available to support such award.
- h. It is never mandatory that a prize be awarded at intervals defined by the rules, if there is not a suitable candidate.
- i. Reviewing committees are charged with selecting the best nominee, or nominees, within restriction of the individual set of rules. If the individual rules permit, an honor may be awarded to the same nominee in succeeding years, if in the judgment of the prize committee his entry is the best among those in the competition.
- j. The method of organizing the reviewing committee and of appointing committee members should be given in detail.
- k. Time limitations, if any, on the achievement should be carefully defined.

5. **ACEC Engineering Excellence Award.** An annual Engineering Excellence Awards program shall be conducted by ACEC.

5.1 Objectives.

- a. To confer recognition upon consulting engineering firms for professional accomplishments.
- b. To provide appropriate public recognition of these accomplishments.
- c. To stimulate parallel efforts by ACEC Member Organizations at the state level.

## 5.2 Eligibility.

- a. Any firm engaged in the private practice of consulting engineering is eligible to enter the competition.
- b. All entries must be submitted to a state or regional competition.
- c. No direct submittal of an entry to the National competition, without judging by a Member Organization will be permitted.
- d. Projects submitted must have been completed, substantially completed, or publicly disclosed by the client during the year prior to judging.

5.3 Entry Procedures. Entries shall be submitted to Member Organizations in accordance with competition schedules and regulations, to be provided in detail by the Council in advance of each annual competition.

## 6. Chairmen Emeritus Award

6.1 Eligibility. Any individual who has provided exemplary service to ACEC, except anyone who has held the position of Chair [Chairman] of the Board or President, is eligible to receive this award. Examples of eligible individuals include, but are not limited to, committee and coalition members, board members of the ACEC Trust Programs, service providers, and employees of ACEC and the Member Organizations. Meritorious service to Member Organizations and length of service to ACEC are not, in themselves, sufficient grounds for receiving this award.

6.2 Nominations. Nominations for this award must be made by one or more Chairmen Emeritus or Past Presidents, or by the Executive Committee of ACEC. No other nominations will be considered in making the award. Chairmen Emeritus or Past Presidents offering nominations for the award must submit adequate biographical information on the nominee to permit adequate evaluation on the Nominee's qualifications. As used in these rules, a Chairman Emeritus or Past President is defined as any Member or Fellow of ACEC who has served as Chair [Chairman] of the Board or President of CEC/US, AICE, or ACEC.

6.3 Evaluation of Candidates. The evaluation of nominees for the award shall be made by a special subcommittee composed of the most recent Chairman Emeritus of ACEC as Chairman, and the next four most recent Chairmen Emeritus or Past Presidents of ACEC. This Evaluation Subcommittee shall submit to the entire Chairmen Emeritus Committee its evaluation of the various candidates nominated for the award in calling for a referendum of the full committee on the question of final selection.

6.4 Selection of Candidates. To be selected for the award, a nominated candidate must receive approval by at least two-thirds of those Chairmen Emeritus and Past Presidents voting, in person or by proxy, at a meeting called for the purpose of selecting a candidate for the award. At the direction of the Chairman of the Chairmen Emeritus Committee, balloting for selection of a candidate may be accomplished by mail.

6.5 Presentation of Award. The Chairmen Emeritus Award will be presented by the Chairman of the Chairmen Emeritus Committee at the Annual Conference of ACEC. Presentation at any other time is permitted by a majority vote of those Chairmen Emeritus and Past Presidents voting.

6.6 Unsuccessful Candidates. If an otherwise eligible candidate does not receive a two-thirds majority vote of the Chairmen Emeritus and Past Presidents, as required in paragraph 6.4 above, no award will be made for that year. A maximum number of two awards, including posthumous awards, may be made in

any one year. If a nominated candidate fails to receive the award in the year he is nominated, he shall not be disqualified for future nominations and/or selection, and his subsequent consideration for the award shall not be prejudiced thereby.

## **XII. PUBLICATIONS**

**1. Types of Publications.** The Council issues publications of the following categories: special reports, guides, manuals, promotional materials, forms of agreement, office and administrative newsletters.

1.1 Guidelines. To assure consistency of style and format in its publications, the Council has adopted certain guidelines.

1.2 Ultimate Authority. In all matters relating to publications and visual aids, the Executive Committee is the ultimate authority.

### **2. Newsletter (Last Word)**

2.1 Member Distribution. Each Member Organization and Member Firm will receive one copy of Last Word. Additional copies will be provided to any Member Firm requesting same, in a quantity not to exceed the Firm Dues Index Number.

2.2 Outside Distribution. The Last Word may be sent to press, public agencies, trade associations, professional societies, private firms and others with an interest in ACEC activities.

### **3. Membership Directory**

3.1 Publication. The Council shall publish annually a Directory of Membership.

3.2 Contents. The Directory shall include the names, addresses, number of employees, names of principals, and description of services provided by each Member Firm. These shall be listed under the Member Organizations with which each Member Firm and its branch offices are affiliated. Other information to be included in the Directory shall be as follows:

- a. Names and addresses of Member Organization officers and staff;
- b. ACEC Chairmen Emeritus and Past Presidents;
- c. ACEC Officers, committees and staff;
- d. ACEC Articles of Incorporation and Bylaws;
- e. ACEC Members-at-Large;
- f. Individual Members;
- g. Life Members; and
- h. Fellows of ACEC Branch offices of Member Firms shall be listed only under the Member Organization with which they are affiliated, and the principals listed for branch offices shall be limited to those assigned to each branch office.

- 3.3 Collection of Information for Listings. The ACEC Headquarters Office shall distribute Directory listing information forms annually. These shall be distributed, collected and checked by the Member Organizations, and returned to ACEC together with a current listing of Member Organization Officers and staff, except in the case of Member Firms- at-Large or upon request by a Member Organization that ACEC collect Directory listing information directly from Member Firms.
- 3.4 Distribution and Pricing Policies. The Executive Committee shall approve a sale price for the Directory, which shall cover costs of printing, handling and mailing.

Each Member Organization and Member Firm shall receive one copy of the Directory free-of-charge. Member Organizations and Member Firms may purchase additional copies of the Directory at a price approved by the Executive Committee. Complimentary copies may be provided by the Headquarters Office to:

- a. Public agencies concerned with engineering and construction.
- b. Trade associations and professional societies maintaining liaison with ACEC or concerned with engineering and construction.
- c. Editors and publishers of trade and professional journals.
- d. FIDIC and its member associations.