BYLAWS OF
AMERICAN COUNCIL OF ENGINEERING COMPANIES OF
SOUTH DAKOTA
Adopted April 4, 1990
Revised January 4, 1995
Revised August 2, 2996
Revised April 9, 1997
Revised February 2, 2000
Revised October 10, 2002

ARTICLE I
MEETINGS

Section 1. Council Meetings
Regular membership meetings shall be held on dates approved by the members
present at a regular meeting. In the event of a conflict, the President may set another
date. Meetings may be either face-to-face or electronic.

Section 2. Board of Directors
The Board of Directors shall meet as deemed necessary. All meetings shall be
called under the direction of the President. The President-Elect or any two members of
the Board may request meetings. Notice of meetings shall be given to each Board
member at least 72 hours before the time appointed for the meeting, unless a waiver of
notice and call is duly executed. Meetings may be either face-to-face or electronic.

Section 3. Rules of Order
Roberts’ Rules of Order for Parliamentary procedure shall apply to the conduct of
the meetings.

Section 4. Board of Directors’ Meeting Quorum
A quorum for any Board meeting, regular or special, shall consist of a majority of
the members of the Board.

Section 5. Membership Meeting Quorum
A quorum for any membership meeting, regular or special, shall consist of ten
(10) voting Members.

Section 6. Committee Meeting Quorum
A quorum for any committee meeting shall consist of a majority of the members
appointed to the committee. Meetings may be either face-to-face or electronic.
ARTICLE II
MEMBERSHIP

Section 1. Classes of Membership

A. Firm Member
For the purpose of determining eligibility for membership, the term “Firm Member” shall mean sole proprietorship, partnership, corporation or professional association represented to the public as being available for the private practice of consulting engineering or land surveying which does, and is legally authorized to, practice engineering or land surveying in the State of South Dakota. Firm Members shall be limited to those individual firms, parent firms, branch offices, subdivisions or subsidiaries whose resident principals (proprietors, partners or officers) furnish independent consulting engineering or land surveying services and act for them on professional policies and activities, and which
1. maintain an established office for the practice of consulting engineering or land surveying in the State of South Dakota;
2. practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate independent professional judgment to other considerations. Firms or corporations, wholly or partially owned by commercial, or construction contracting, manufacturing, sales, public utility, holding company or other similar organization which function as service organizations of the controlling company, shall not be eligible for Firm membership if such ownership arrangements prejudice or subordinate the professional or ethical judgment of the consulting engineers or land surveyors.

One or more of the principals of the Firm Member shall be licensed and in good standing as professional engineers or land surveyors in the State of South Dakota. Each Firm Member must be represented by at least one Voting Member in the Council.

B. Voting Member
Membership as a Voting Member of this Council shall be open to individuals who meet all of the following qualifications:
1. The individual must be a principal or department head of a Firm Member.
2. The individual must be licensed and in good standing as a professional engineer or land surveyor in the State of South Dakota.
3. Each Voting Member representing a Firm Member whose dues are paid to date (within 30 days of the first day of each quarter) may vote on any issue before the Council. If the dues are not paid, that Firm’s representatives shall have no vote until such dues are brought current.
C. Associate Firm Member

1. Associate Firm Member shall be limited to those sole proprietors, firms, parent firms, branch officers, divisions, subsidiaries or organizations that provide professional services of a scientific and technical nature that are complementary to the services provided by Firm Members and provided those managing the services are professionally licensed/certified/registered, as appropriate, in that area. Associate Firm Members shall not include entities that supply goods or services that are specified by or used in engineering firm operations.

2. Eligibility. Only firms not eligible for ACEC/SD membership as Firm Members are eligible to become Associate Firm Members.

3. Representation. Associate Firm Members shall designate one or more Associate Members. An Associate Member is an individual designated by an Associate Firm Member who is a sole proprietor, partner, officer or manager (i) having an ownership interest, or (ii) exercising management responsibility for technical or business decisions. Associate Members shall not be entitled to hold office in the Council, vote on Council matters or serve as a committee chair.

D. Affiliate Firm Members

Affiliate Firm Members shall have the same privileges as Firm Members, except as modified by the following special conditions:

1. Criteria. An Affiliate Firm Member shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries and/or organizations that support the goals of ACEC/SD and provide products used in the internal operation of (but not specified by) Firm Members or Associate Firm Members.

2. Eligibility. Only firms judged not eligible for ACEC/SD membership as Firm Members are eligible to become Affiliate Firm Members.

3. Representation. Affiliate Firm Members shall designate one or more Affiliate Members. An Affiliate Member is an individual designated by an Affiliate Firm Member who is a sole proprietor, partner, officer or manager (i) having an ownership interest, or (ii) exercising management responsibility for technical or business decisions. Affiliate Members shall not be eligible to hold office in the Council, vote on Council matters or serve as a committee chair.

ARTICLE III
CALENDAR

Section 1. Fiscal Year.
The fiscal year of the Council shall be from July 1 through June 30.
Section 2. Administrative Year

The administrative year of the Council shall be from April 1 through March 31 except that the National Director shall serve from July 1 through June 30 as required by the bylaws of the American Council of Engineering Companies.

ARTICLE IV
DUES AND ASSESSMENTS

Section 1. Firm Members

The total annual dues paid by each Firm Member shall be computed by the Secretary/Treasurer and shall be the sum of the following:

A. The amount of ACEC dues as established by ACEC for each Firm Member.

B. An amount for each Voting Member, to be set annually by the Board of Directors, except that one-person Firm Members are entitled to one Voting Member without charge.

C. A Firm Member personnel assessment based on the total firm size as reported annually in accordance with Section 6 of Article IV. The firm personnel assessment level shall be reviewed and set annually by the Board of Directors.

Section 2. Associate Firm Members and Affiliate Firm Members

A. The dues for Associate Firm Members and Affiliate Firm Members will be a lump sum amount set annually by the Board of Directors.

Section 3. Payment

Dues shall be payable in advance of the first of each quarter, semi-annually or annually at the option of the Firm Member. The Secretary/Treasurer shall direct statements of account to be sent to each Firm Member in advance of the beginning of each period selected by the Firm. Unpaid dues shall become in arrears 30 days after the first day of the billing period and delinquent 90 days after the first day of the billing period. Firm Members may be terminated if dues are not made current by the end of the billing period in which due. Firm Members who elect semi-annual or annual billing periods will be in arrears 30 days after the first day of the billing period and delinquent 90 days after the first of the billing period. They may be terminated if dues are not made current by the 90th day after the first of the billing period.

Section 4. Assessments

The Board of Directors may set special assessments as required to fund activities it deems beneficial to the Council.

Section 5.

A Voting Member may transfer from a Firm Member to another existing Firm Member upon approval of the new Firm Member without paying a transfer fee. A Voting
Member who leaves an existing Firm Member to form a new firm shall pay the dues required of a new Firm Member.

Section 6.

On or about the first of March of each year, the Secretary/Treasurer shall request a census report form each Firm Member, which report shall be returned before March 15. The census report shall show the number of all personnel including principals, engineers, designers, technical employees, stenographic, electrical, data processing, administrative, surveying and all other employees on the firm’s payroll for the preceding twelve-month period. Part-time and seasonal employees will be included for their time worked in determining the average number to be reported. In the case of an architect-engineer firm or a firm with non-engineers, e.g., geologists, chemists, hydrologists, etc., the prorated portion of the personnel concerned with, or in general support of, the engineering function, shall be counted.

Section 7.

A report of the total firm size will determine the ACEC index number for the Firm Member. For this purpose, all employees of the firm, of whatever discipline or classification, shall be counted.

ARTICLE V

EXECUTIVE DIRECTOR

Section 1.

The Board of Directors of the Council may engage an Executive Director, employees, agents, attorneys and/or accountants to perform such duties as it deems necessary and shall determine the compensation for such services. Only the Board of Directors may terminate such employment. The Executive Director shall be the Chief Operating Officer of the Council with responsibility for the management and direction of all operations, programs, activities and affairs of the Council, functioning within the framework of policy aims and programs as generally determined by the Board of Directors. The Executive Director shall have such other duties as may be prescribed by the Board of Directors. In lieu of appointing an Executive Director of the Council, the Board of Directors, at its election, may contract with one or more persons or entities on an independent contractor basis to perform all or part of the duties, responsibilities and functions which would otherwise be performed by a full-time or part-time Executive Director appointed by the Board. The duties and responsibilities of other employees shall be as determined by the Executive Director and approved by the Board of Directors.

ARTICLE VI

OFFICERS AND THEIR ELECTION

Section 1.

The officers of the Council shall consist of a president, a president-elect, and a secretary-treasurer. These three officers plus four directors constitute the Board of
Directors of the Council. The directors shall consist of a national director and three state directors.

Section 2. Election

A. Only Voting Members of the Council legally residing in the State of South Dakota and doing business from an office in the state shall be eligible to serve on the Board of Directors. No Firm Member shall have more than one Voting Member serving on the Board of Directors at any time. All Board members elected shall serve a two-year term.

B. At the fall quarterly meeting of even-numbered years, the President shall appoint a Nominating Committee consisting of three Voting Members who are not members of the Board, plus the most immediate past president, who shall chair the committee.

C. Within three weeks after being appointed, the Nominating Committee shall meet and nominate candidates for state directors, president-elect and secretary-treasurer.

D. The Nominating Committee shall give due consideration to the following criteria in evaluating and nominating candidates to the Board of Directors:
   1. Current participation in and support of the activities of the Council;
   2. Ability to perform the duties of the position for which considered;
   3. Willingness to serve.

E. At the following winter quarterly meeting, the membership shall be notified of the Committee’s nominations, and additional nominations may be made from the floor. If the Nominating Committee nominates only one candidate for an elective office, and if no additional nominations are made from the floor, the Secretary/Treasurer shall certify the individuals so nominated to be elected and shall notify the membership in writing of the election of said candidate or candidates.

F. If other nominations are made from the floor, then voting shall be done by secret ballot by Voting Members present. The President shall appoint a Tellers’ Committee to canvass the ballots, and results shall be announced before the adjournment of the winter meeting. A majority vote of the Voting Members present shall be sufficient to elect.

G. The immediate Past President shall assume the office of National Director. The President-Elect shall assume the office of President. There shall be no other automatic succession of officers or directors.

Section 3. Vacancies

Vacancy in any office shall be filled as follows:
A. President – The President-elect shall succeed to the office of President.

B. National Director – The President shall also serve as National Director for the remainder of the term.

C. Secretary/Treasurer or a State Director – The office shall be filled by appointment by the President, subject to approval by the Board of Directors.

D. President-Elect – The President shall appoint a nominating committee which shall provide a nominee or slate of nominees. Election shall be held as provided for new officers.

E. Whenever a vacancy is filled as provided above, the new appointee shall hold office until the next election of officers.

Section 4. Duties of Officers

A. President – It shall be the duty of the President to preside at all meetings of the Council and of the Board of Directors and to have general direction of the business of the Council. The President shall be ex officio, a member of all committees and shall appoint chairs and members of all committees except as otherwise set forth in Article III. S/he shall endeavor to attend one M.O. Presidents’/President-Elects’ Regional Meeting per year during his/her term.

B. President-Elect – In the absence of, or in the case of inability of the President, it shall be the duty of the President-Elect to perform the duties of the President. S/he shall chair the Professional Committee. S/he shall endeavor to attend one M.O. Presidents’/President-Elects’ Regional Meeting during the second year of his/her term.

C. Secretary/Treasurer

1. As Secretary, s/he shall give notice and attending all meetings of the Council and Board of Directors, keep a record of all proceedings, attest documents and perform such other duties as are usual for such official or may be duly assigned to him/her.

2. As Treasurer, s/he shall keep an account of all monies received by and expenses of the Council and shall make disbursements authorized by the Board and approved by the Executive Director (if there be one) and such other officers as the Board may prescribe. S/he shall deposit all sums received in the financial institutions(s) approved by the Board of Directors and shall make a report at each quarterly meeting or when called upon by the President. Funds may be drawn upon the signature of an officer or the Executive director. The funds, books and vouchers in his/her hands shall, with the exception of confidential reports
submitted by members, at all times be subject to verification and
inspection by the Board of Directors. S/he shall chair the Finance
Committee. The Executive Director, if there be one, may assume such
of these duties as permitted under Article V.

D. National Director – the National Director shall represent the Council of the
Board of Directors of ACEC. S/he shall stay abreast of issues affecting
ACEC, the Council and the business of consulting engineering and serve as
the communications link between the Council and ACEC. S/he shall attend
ACEC Board of Directors’ meetings and shall vote as directed by the Council.
If no direction is provided, s/he shall vote based upon the best information
available to him/her. S/he shall also serve on at least one ACEC committee
during his/her term of office, as required by the ACEC bylaws. S/he shall
endeavor to attend one National Directors’ Regional Meeting each year during
his/her term.

ARTICLE VII
MEMBERSHIP APPLICATION

Section 1. Application for Membership

Applicants for membership shall provide evidence of qualification as the Board of
Directors may prescribe as necessary for compliance with requirements of this Article.
Processing of an application shall be as established by the Board of Directors. One
quarter’s dues shall accompany a new member’s application, with the dues being
effective from the first of the quarter during which the application is approved.

Section 2. Approval of Membership

Upon approval of an applicant for membership by the Board of Directors, the
applicant shall be notified of its election and, upon subscribing to the Bylaws of this
Council, shall be enrolled as a member. The Board of Directors shall admit to
membership only such firms and individuals as will, in its opinion, meet the
qualifications for membership and uphold and advance the purposes for which this
Council has been formed.

Section 3. Failure to Pay Dues or Assessments

Any Member in any classification which fails to pay dues or assessments within
the time period established by the Board of Directors shall be dropped from membership.

Section 4. Cessation of Membership

Any member who ceases to possess the qualifications for membership as provided
in Article II shall automatically cease to be a member.
Section 5. Resignation or Expulsion of Firm Members

Upon the resignation or expulsion of a Firm Member, the Voting Members from such firm shall automatically lose their membership in this Council.

Section 6. Reinstatement

A. A voluntarily-resigned Firm Member which is qualified for membership may be reinstated to Firm Membership upon application to the Board of Directors. Such application must meet the requirements for new Firm Membership as provided in Article II.

B. A Firm Member which has been expelled for non-payment of dues may be reinstated to Firm Membership upon application to the Board of Directors. Such application must meet the requirements for new Firm Membership as provided in Article II. In addition to payment of one quarter’s current dues, the application must be accompanied by payment for the total amount of dues and assessments owing at the time of expulsion.

ARTICLE VIII
OBLIGATIONS

Section 1.

A. All funds of the Council shall be deposited in the name of the council. The Executive Director shall administer the operating account(s) established for the operating funds of the Council. If there is no Executive Director, the operating account(s) shall be administered by the Secretary/Treasurer. The Secretary/Treasurer, President and Executive Director (if there be one) shall be signatories to all accounts. One signature shall suffice for transactions in this (these) account(s). It (they) shall be administered according to the Council’s established budget or at the direction of the Board if the budget requires adjustment.

B. When the funds of the Council are sufficient, a reserve account shall be established for the purpose of investment. The reserve account shall be administered by the Executive Director (if there be one) or the Secretary/Treasurer, at the direction of the Board, and with due consideration for liquidity necessary to meet the operating requirements of the Council and will require two signatures for transactions if required by the Board. The President and Secretary/Treasurer, or one of these officers and the Executive Director, may serve as signatories, as directed by the Board.
ARTICLE IX
COMMITTEES: STANDING AND SPECIAL

Section 1.

The President shall appoint such committees and shall assign committee administration as necessary to conduct the affairs of the Council.

Section 2.

The President shall be an ex officio member of each committee. No voting member may serve on more than two committees at any time except to insure continuity of committee experience.

Section 3. Committees

The following committees are recommended:

A. Executive Committee: This committee shall consist of the President, President-Elect, Secretary/Treasurer and National Director. It has the responsibility for acting on behalf of the Council as necessary between regularly scheduled Board of Directors’ meetings. Any action taken by the Executive Committee shall require ratification by the Board of Directors at its next regularly scheduled meeting.

The Executive Committee shall also serve at the Ethical Practice Committee. It shall take necessary action according to the provisions of Article X.

B. Finance Committee: It is the duty of this committee to review financial requirements of the Council and to recommend dues levels and an operating budget to the Board of Directors for action at the spring (annual) meeting. It shall make recommendations to the Board of Directors on all financial matters. It shall be chaired by the Secretary/Treasurer and shall include at least three other members, one of whom shall be on the Board.

C. Membership Committee: It is the duty of this committee to plan and lead membership recruitment and retention programs to ensure the growth and vigor of the Council

D. Professional Committee: It is the duty of this committee to provide liaison with related professions, such as construction contractors, architects, engineering educators, etc. to foster good working relationships and mutual understanding as well as to consolidate and coordinate political activities. It is also the duty of this committee to provide educational and professional growth opportunities for members. The President-Elect shall chair.
1. Liaison Committees (subcommittees):
   
a. It is the policy of the Council to provide liaison and initiate cooperation with other organized groups with whom this Council has business. The Board of Directors shall, from time to time, provide for the formation of joint, or liaison, committees with those various entities for the purpose of transacting such business as may be mutually agreed upon by this council and the organization(s) with which the liaison is formed.

b. It is the purpose of these committees to enhance working relationships and eliminate or reduce adversarial situations with significant agencies and associations. Committee service is not to be used for marketing by committee members.

E. ACE/PAC Committee: It is the duty of this committee to provide ACEC/SD member firms the opportunity to support ACE/PAC.

C. Public Relations Committee: It is the duty of this committee to identify and create opportunities to increase the visibility of and educate the general public about engineering companies, land surveying and the Council. It shall also promote the good will of other professional groups.

Section 4.

The committees may be modified by the Board of Directors to meet current needs of the Council.

ARTICLE X
DISCIPLINARY ACTION

Member firms must refer any allegations of criminal or professional misconduct they wish to make concerning a member firm to the appropriate legal and/or professional authorities. A final determination by the relevant authority of criminal culpability or professional misconduct on the part of the member firm shall constitute a per se violation of the Ethical Guidelines by the member firm and shall automatically result in the member firm’s censure, suspension or expulsion from the Association as set forth herein:

A. A finding of criminal culpability on the part of the member firm shall result in the member firm’s expulsion from the Council.
B. A finding of professional misconduct leading to a reprimand of the member firm shall result in a written censure of the member firm by the Council.

C. A finding of professional misconduct leading to a monetary fine against the member firm shall result in the member firm’s suspension from the Council for a period of one year.

A finding of professional misconduct leading to a suspension or revocation within the member firm of the license to practice engineering or to engage in business shall result in the member firm’s expulsion from the Council.

ARTICLE XI
VOTING POWER OF MEMBERSHIP

Only Voting Members shall be entitled to vote in Council matters, with each Voting Member having one vote and no proxy voting allowed.

ARTICLE XII
SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, “corporate seal”.

ARTICLE XIII
WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these bylaws, or under the provisions of the Articles of Incorporation, a waiver thereto, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent of the giving of such notice.

ARTICLE XVI
AMENDMENTS

The adoption of the initial bylaws and the power to amend, alter or repeal these bylaws or adopt new bylaws shall be vested in the Board of Directors by a majority vote thereof.

ARTICLE XV
INDEMNIFICATION

Directors, officers, members, employees or agents of the Council shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative
action, suit or proceeding (whether brought by or in the name of the Council or otherwise) arising out of their service to the Council or to another organization at the Council’s request. Such indemnification should not be deemed to be exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or membership or otherwise.

CERTIFICATE

The undersigned, being duly elected, qualified and acting President and Secretary of the Board of Directors of the American Council of Engineering Companies of South Dakota, do hereby certify that the above and foregoing bylaws, consisting of Articles I through XV, both inclusive, were duly adopted at the regular meeting of the Board of Directors held at Sioux Falls, South Dakota, at the Ramkota Inn on Wednesday, April 4, 1990 and duly amended at the regular meeting of the Board of Directors held in Pierre, South Dakota at the Kings Inn on Wednesday, January 4, 1995, and duly amended at the regular meeting of the Board of Directors held at Chamberlain, South Dakota, at the Cedar Shores Resort, on Friday, August 2, 1996, and duly amended at the regular meeting of the Board of Directors held at Huron, South Dakota at the Crossroads Wednesday, April 9, 1997, and duly amended at the regular meeting of the Board of Directors held at Pierre, South Dakota at the Kings Inn, Thursday, February 3, 2000, and Duly amended at the regular meeting of the Board of Directors held at Aberdeen, South Dakota at the Ramkota on Thursday, October 10, 2002, and replace and supersede any previous bylaws adopted by the Board of Directors of the Council.

Dated this 10th day of October 2002.

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Tony A. Dwire, President

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Daniel D. Eisenbraun, Secretary