

ACEC Research Institute

BYLAWS

(a District of Columbia Nonprofit Corporation)

Amended as of February 1, 2023

ARTICLE I—NAME, OFFICE, AND REGISTERED AGENT

Section A. Name. The name of this corporation is ACEC Research Institute (the “Institute”).

Section B. Office and Registered Agent. The Institute shall maintain its principal office and a registered agent in the District of Columbia. The Institute may also establish other offices in or outside the District of Columbia as the Board of Directors of the Institute (the “Board of Directors,” or “Board”) may designate.

ARTICLE II—PURPOSES AND LIMITATIONS

The Institute is organized as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act (the “Act”) for the purposes set forth in the Institute’s Articles of Incorporation (the “Articles”).

ARTICLE III—BOARD OF DIRECTORS

Section A. Authority and Responsibility. The affairs of the Institute shall be managed by the Board of Directors. It shall be the Board’s duty to carry out the objectives and purposes of the Institute, and to this end the Board may exercise all powers of the Institute. The Board shall be subject to the restrictions and obligations set forth by law, in the Articles, and these Bylaws.

Section B. Number, Qualifications, and Composition. The Board of Directors shall have 15 Directors as follows:

1. The Chair of the Board of Directors (the “Institute Chair” or “Chair”), who is the person who most recently served as the Vice Chair of the Board of Directors.
2. The Vice Chair of the Board of Directors (the “Institute Vice Chair” or “Vice Chair”), who must have served at least one year on the Board prior to taking office as Vice Chair.
3. The Treasurer of the Institute (the “Treasurer”), who must be an Affiliate Member of the American Council of Engineering Companies (“ACEC”).
4. The Immediate Past Chair of the ACEC Board of Directors (the “ACEC Past Chair”).
5. The Immediate Past Chair of the Institute Board of Directors (the “Institute Past Chair”). The Institute Past Chair shall be a non-voting member of the Board.

6. The President and CEO of ACEC (the “ACEC President”).
7. The Senior Vice Chair of the ACEC Board of Directors (the “ACEC Senior Vice Chair”).
8. The President-elect of the National Association of Engineering Council Executives (the “NAECE President-elect”).
9. The Executive Director of the Institute (the “Executive Director”), who shall also serve as Secretary. The Executive Director shall be a non-voting member of the Board.
10. One Fellow of the ACEC College of Fellows (the “ACEC Fellow”).
11. One Affiliate Member of ACEC.
12. Four Directors-at-Large who shall be elected from different ACEC Member Firms in the regular category of membership (not from Affiliate Member Firms).

Section C. Initial Appointment, Nomination and Election. Not later than November 25 of each year, the Nominating Committee established under these Bylaws shall nominate candidates for Officers (except for the Chair and Secretary) and Directors of the Board as needed to fill vacancies and shall seek candidates’ willingness to serve. No two or more Directors shall be from the same ACEC Member Firm at any given time. No later than February 1 of each year, the Board will elect a new slate of Officers (except for the Chair and Secretary) and Directors as required under these Bylaws.

Section D. Term. Except for the ACEC Past Chair, the ACEC President, the ACEC Senior Vice Chair, the NAECE President-elect, the Institute Chair, the Institute Past Chair, and the Executive Director/Secretary who shall serve by designation, all Directors shall hold office on the Board for a term of two years beginning at the Spring Board meeting following their election. The Board may, upon the recommendation of the Nominating Committee, re-elect a Director for one or more consecutive or non-consecutive terms. This two-year term provision shall be subject to staggered terms in order to ensure that the Directors are classified into two classes, as nearly equal in number as possible, to establish a regular pattern of Director terms expiring in each year. All Directors shall serve until their successors have been duly elected and qualified.

Section E. Removal or Resignation of Directors. The Board of Directors may, at any time and with or without cause, remove any Director. Any individual removed as a Director pursuant to this Section E shall also be deemed removed from any Office of the Institute held at the time of removal. Any Director may resign at any time by giving written notice to the Chair or to the Secretary/Executive Director. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section F. Vacancies. Any vacancy occurring in a Board Directorship may be filled at any time by the Board; by ACEC in the case of ACEC Officers and Staff who serve as Institute Directors; and by NAECE in the case of the NAECE President-elect. A Director elected or appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section G. Emergency Powers. In the event of an emergency, the Board may modify lines of succession to accommodate the incapacity of any Director, Officer, Employee, or

Agent. In the event of an emergency, the Board may also relocate the principal office, designate alternative principal offices or regional offices, or authorize Officers to perform such acts.

Section H. Regular and Special Meetings. The Institute shall hold a regular meeting twice each year. Special meetings may be held at such times and places as may be set by the Chair. The first regular meeting of the Board held each calendar year shall be devoted to the installation of Directors and Officers, and for the transaction of such other business as may properly come before the Board.

Section I. Notice of Meetings. Notice of the time and place of all regular and special meetings shall be given to each Director personally by telephone, fax, mail, courier, email, or other means of electronic transmission at least 48 hours before the meeting; provided, however, that at the beginning of each calendar year, a single notice of all regularly scheduled meetings for the year may be provided without having to give notice of each such meeting individually. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice.

Section J. Waiver of Notice. A Director may waive notice of a meeting, either before or after the meeting. Waiver can be made in the form of a written or electronic record signed by the Director, which shall be filed with the minutes of proceedings of the Board or with the corporate records. The attendance of a Director at any meeting shall also constitute a waiver of notice of such meeting, except where a Director promptly upon arrival objects to the holding of the meeting or to the business to be transacted at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section K. Quorum; Action by Board. A simple majority of the voting Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a simple majority of the voting Directors present at a meeting at which a quorum is present shall be an act of the Board, except as otherwise provided by law, the Articles, or these Bylaws. Each Director, with the exception of the Executive Director and the Institute Past Chair, shall have one vote on all matters submitted to a vote of the Board. No Director voting by proxy shall be permitted.

Section L. Videoconferencing and Teleconferencing. Any person participating in a meeting of the Board may participate by means of a conference call or by any means of communication by which all persons participating in the meeting may simultaneously hear one another, and such participation shall constitute presence in person at such meeting.

Section M. Action without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each Director of the Board signs a consent describing the action to be taken and delivers it to the Institute. Action taken under this Section shall be an act of the Board when consents signed by all of the members of the Board are delivered to the Institute, unless the consent(s) otherwise specify the time at which the action taken is to be effective. Such consent or consents may be executed and delivered to the Institute by electronic means, including email, and shall be filed with the minutes of proceedings of the Board.

Section N. Minutes and Records of Action. Minutes of each meeting of the Board and records of each action taken without a meeting by the Board shall be recorded by the Secretary or the Secretary's designee. Minutes of each meeting shall be submitted to the Board for approval at the subsequent meeting of the Board. Minutes and records of action shall be maintained permanently among the records of the Institute as required by the Act.

Section O. Procedure. All meetings of the Board shall be conducted in accordance with such rules of order as may be established by the Chair. In establishing the rules, the Chair shall be guided by applicable provisions of the latest edition of *Robert's Rules of Order*, to the extent that such provisions are not inconsistent with these Bylaws, the Articles, the Act, or rules adopted by the Board.

ARTICLE IV—BOARD OFFICERS

Section A. Board Officers. The Board Officers of the Institute shall be a Chair, Vice Chair, Treasurer, Secretary, and Past Chair, each to have such duties and authority as may be specified in these Bylaws or as shall be prescribed by the Board.

Section B. Election. Election of the Vice Chair, and Treasurer shall take place as specified under Article III, Section C, of these Bylaws. The individual then-serving as Vice Chair shall automatically become the Chair upon the expiration of the term of office of the Chair or if the office of the Chair is vacant for any reason. The individual then-serving as Chair shall automatically become the Past Chair upon the expiration of his or her term of office as Chair unless such individual declines to serve as Past Chair or is removed from office as Chair, and shall serve as Past Chair for up to two years until the next Chair ascends to the position of Past Chair or declines to serve as Past Chair, or until his or her earlier death, resignation, or removal. The Executive Director of the Institute shall serve as the Secretary. An ACEC Affiliate Member shall serve as Treasurer.

Section C. Removal or Resignation of Board Officers. Any Board Officer may be removed from office at any time, with or without cause, by the Board as established under Article III, Section E, of these Bylaws. Any Board Officer may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section D. Vacancies. A vacancy in any Board Officer position except for the Chair or Past Chair may be filled at any time by the Board, or by the ACEC President in the case of the Secretary/Executive Director, for the unexpired portion of the term. A vacancy in the office of Chair shall be automatically filled by the Vice Chair for the unexpired portion of the term and the office of Vice Chair who ascended to the position of Chair may be filled. A vacancy in the office of Past Chair shall be automatically filled when the then-current Chair ascends to the position of Past Chair.

Section E. Chair. The Chair is the chief appointed officer of the Institute and shall perform all general duties incumbent upon the office of Chair, as well as such other duties as may from time to time be delegated to him or her by the Board. He or she shall be the presiding officer at all meetings of the Board and the Executive Committee.

Section F. Vice Chair. The Vice Chair shall perform such duties as designated by the Chair and/or the Board, and shall fulfill the duties of Chair, including presiding at meetings of the Board and the Executive Committee, in the Chair's absence or disability.

Section G. Treasurer. The Treasurer shall have oversight of all funds, securities, annual audit, and financial records of the Institute. He or she shall provide financial statements to the Board of Directors at all regular meetings of the Board and at such other times as the Board may require. He or she shall execute all instruments requiring the signature of the Treasurer. The Treasurer shall perform such other duties as from time to time may be assigned by the Chair and/or the Board.

Section H. Secretary. The Secretary shall perform all general duties incumbent upon the office of Secretary; shall, in person or through his or her designee, record the minutes of all meetings of the Board; maintain such minutes; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and be the custodian of the permanent corporate records. In addition, the Secretary shall perform such other duties as from time to time may be assigned by the Chair and/or the Board.

Section I. Past Chair. The Past Chair shall assist the Chair with the transition of leadership by providing advice when requested by the Chair, serve as a Board liaison to support the Institute's activities and special projects as designated by the Chair and/or the Board, and perform such other duties as designated by the Chair and/or the Board.

ARTICLE V—EXECUTIVE LEADERSHIP AND ADMINISTRATION

Section A. Staff Officers. The Staff Officers of the Institute shall be appointed by the ACEC President, and shall include the Executive Director and such other Officers as may be provided for under these Bylaws. The Executive Director shall have such duties and authority as may be specified in these Bylaws or as prescribed by the Board. Staff Officers besides the Executive Director, if any, shall have such duties and authority as may be specified in these Bylaws or as prescribed by the Board. The Staff Officers shall be subject to removal at any time, with or without cause, by the ACEC President in consultation with the Board. Any Staff Officer may resign at any time by giving written notice to the Board or the ACEC President. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. A vacancy in any Staff Officer position may be filled at any time by the ACEC President.

Section B. Executive Director. The Executive Director is a member of the ACEC Staff and shall be the chief executive officer of the Institute, with responsibility for its day-to-day operations and charge of all its affairs, subject to the direction and oversight of the Board. The Executive Director shall supervise and provide direction to any employees of, or paid contractors to, the Institute, if any, on a regular basis. The Executive Director shall execute on behalf of the Institute all contracts, checks, and other instruments, except in those instances in which the execution thereof shall be delegated by the Board to some other Officer or Agent of the Institute. The Executive Director is required to give a full accounting to the Chair, Treasurer, and Board of the financial condition of the Institute on a periodic basis. The Executive Director in general shall perform all duties incumbent upon the office of chief executive officer and such other duties as may be prescribed from time to time by the Chair or the Board. The Executive Director shall also serve as Secretary.

ARTICLE VI—BOARD AND ADVISORY COMMITTEES

Section A. Board Committees. The Board may, by resolution, create or terminate one or more Committees of the Board within the meaning of Section 29-406.25(a) of the Act (each, a “Board Committee,” and each consisting exclusively of two or more Directors, to serve at the discretion of the Board). Appointment of Directors to a Board Committee shall be made by nomination of the Chair and subject to approval by the Board. Such committees, to the extent provided in the resolution of the Board and subject to the limitations of the Act, shall have and exercise the authority of the Board in the management of the Institute. The designation of and the delegation of authority to a Board Committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon them by law.

1. **Executive Committee.** The Executive Committee is a Board Committee hereby established for the purpose of providing oversight for the Institute in between meetings of the Board. The Executive Committee shall exercise the full powers of the Board and shall report its major actions since the last Board meeting at the subsequent Board meeting. The Executive Committee shall consist of the following Officers and Directors of the Institute:
 - a. The Institute Chair;
 - b. The Institute Vice Chair;
 - c. The Institute Treasurer;
 - d. The ACEC President;
 - e. One Director nominated by the Chair and appointed by the Board; and
 - f. The Secretary/Executive Director, who shall be a nonvoting member of the Executive Committee.
 - g. The Institute Past Chair, who shall be a nonvoting member of the Executive Committee.

2. **Nominating Committee.** The Nominating Committee is a Board Committee hereby established for the purpose of nominating Directors each year to serve on the Board. Each member of the Nominating Committee shall serve for one year and until the necessary number of new Directors has been elected, or until their earlier death, resignation, or removal. One of the five Directors shall be designated by the Board as Chair of the Nominating Committee. The Nominating Committee shall administer the nomination process established under these Bylaws. The Nominating Committee shall consist of the following Officers and Directors of the Institute:
 - a. The Institute Chair;

- b. The Institute Vice Chair; and
- c. Three Directors nominated by the Chair and appointed by the Board.

Section B. Advisory Committees. Other committees not having and exercising the authority of the Board in the management of the Institute (“Advisory Committees”) may be created or terminated by the Board. Except as may otherwise be provided under these Bylaws, the Chair shall appoint Advisory Committee members, who shall not be Directors, and shall designate one individual from each such committee to serve as committee chair.

Section C. Committee Meetings and Action. Meetings of Board Committees shall conform to the same standards for notice, quorum, voting, manner and method of acting, and other procedures applicable to meetings of the Board as are set forth in Article III of these Bylaws, except as otherwise provided under these Bylaws or by resolution of the Board. Meetings of an Advisory Committee shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the Chair of such Advisory Committee with the approval of the members of the Advisory Committee, except as otherwise provided in these Bylaws or by resolution of the Board. The Institute Chair and Executive Director shall be members of all Board Committees and Advisory Committees, except that the Executive Director shall have no vote and shall not attend deliberations of the Nominating Committee.

Section D. Minutes and Records of Action. Minutes of all meetings of Board and Advisory Committees shall be recorded and maintained with the records of the Institute.

Section E. Removal and Resignation; Vacancies. Each member of a Board Committee or Advisory Committee shall continue as such until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member of the Committee. Any Committee Chair or member may be removed from such position at any time by the Board whenever in its judgment the best interests of the Institute would be served thereby. Any committee member may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any Committee may be filled at any time by appointments made in the same manner as provided under these Bylaws.

Section F. Limitation on Delegated Authority. Except as otherwise provided under these Bylaws, actions taken by Board or Advisory Committees shall be subject to Article X (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Institute and in matters of policy.

ARTICLE VII—COMPENSATION AND INUREMENT

Section A. Compensation of Directors. The Institute shall not pay any compensation to Directors for services rendered to the Institute as such, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Institute. Nothing herein shall be construed to preclude any Director from serving the

Institute in a capacity other than that of Director and receiving reasonable compensation for such service.

Section B. Inurement. No part of the net earnings of the Institute shall inure to the benefit of, or be distributable to, its Officers, Directors, Committee Members, Employees, or other private persons, except that the Institute shall, subject to these Bylaws, be authorized and empowered to pay reasonable compensation and/or to reimburse reasonable expenses for services rendered, and to make payments and distributions in furtherance of the Institute's purposes.

ARTICLE VIII—LIMITATION OF LIABILITY, INDEMNIFICATION, AND INSURANCE

Section A. Limitation of Liability. The personal liability of currently acting and former Officers and Directors is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act. Specifically, and without limitation, a Director or Officer of the Institute shall not be liable to the Institute for money damages for any action taken, or failure to take action, as a Director or Officer, except for liability for:

1. the amount of financial benefit received by the Director or Officer to which the Director or Officer was not entitled;
2. an intentional infliction of harm;
3. an unlawful distribution authorized by the Officer or Director in a manner outside the standards of conduct mandated for the Officer or Director by the Act; or
4. an intentional violation of criminal law.

Section B. Indemnification. The Institute shall indemnify each of its currently acting and former Directors and Officers in accordance with and to the fullest extent permitted by law.

Section C. Insurance. The Institute shall purchase liability insurance for the indemnity specified above to the fullest extent as determined by the Board. Such liability insurance shall provide a minimum limit of coverage in the amounts provided by the Act.

ARTICLE IX—FINANCES AND RECORDS

Section A. Fiscal Year. The fiscal year of the Institute shall commence on the first day of July of each year.

Section B. Corporate Contracts and Instruments. The Board may authorize any Officer or Officers, or Agent or Agents of the Institute, in addition to the Officers so authorized under these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Institute. Such authority may be general or confined to specific instances.

Section C. Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Institute shall be signed by such Officer or Officers, or Agent or Agents of the Institute, and in such manner as shall be determined by these Bylaws or resolution of the Board. In the absence of such determination by the Board, such instruments shall each be signed by an Officer or other Director of the Institute.

Section D. Deposits. All funds of the Institute shall be deposited to the credit of the Institute in such banks, trust companies, or other depositories as the Board may select.

Section E. Books and Records. The Institute shall keep correct and complete books and records of account and shall also keep at its principal office as permanent corporate records:

1. minutes of all meetings of the Board;
2. records of all actions taken without a meeting by the Board;
3. records of all actions taken by a Board Committee on behalf of the Institute;
4. the Institute's Articles of Incorporation;
5. the Institute's Bylaws;
6. a list of the names and business addresses of the Institute's current Directors and Officers; and
7. the most recent biennial report filed by the Institute with the District of Columbia.

Section F. Representation of Shares of Other Corporations. The Executive Director or any other Officer or Officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Institute all rights incident to any shares of or other interests in any other corporation or corporations held by the Institute. This authority may be exercised in person or by proxy or power of attorney.

Section G. Other Operational Policies. The Board may adopt, or delegate authority to any Officer or Officers to adopt, policies and guidelines regarding matters affecting the operation of the Institute. The Board or such Officer or Officers can amend, repeal, or otherwise modify such policies and guidelines at its sole discretion. Such policies and guidelines shall be compiled in a policy manual.

ARTICLE X—DECLARATION OF POLICY

Except as otherwise provided under these Bylaws, responsibility and authority for any declaration of Institute policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Notwithstanding any other provisions under these Bylaws, however, Board Committees and Advisory Committees of the Institute are not authorized, directly or indirectly, to authorize distributions; fill vacancies on the Board or any Board Committee; adopt, amend, or repeal

the Bylaws; or commit the Institute in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as otherwise provided in these Bylaws, shall have control of the affairs of the Institute, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Institute. Actions taken by Board and Staff Officers, Employees, or Agents of the Institute shall in all instances be subject to this Article.

ARTICLE XI – CONSTRUCTION

Section A. Legal Authority Governing Construction of Bylaws. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Act as amended from time to time shall govern the construction of these Bylaws. If any term used in these Bylaws and not otherwise defined in these Bylaws is defined for purposes of the Act, such definition shall apply for purposes of these Bylaws.

Section B. Interpretation and Conflict of Provisions. These Bylaws are in all respects subject to the provisions of the Act and the Institute’s Articles of Incorporation, and shall be interpreted accordingly. If any provision of these Bylaws is or becomes inconsistent with any provision of the Articles of Incorporation, the Act or any other applicable law, the provision of these Bylaws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect.

ARTICLE XII—AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted, by a simple majority of the Board voting at any regular or special meeting at which a quorum is present. Any adoption, amendment, or repeal of these Bylaws shall require approval by ACEC, acting through its Executive Committee.

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