DESIGN PROFESSIONALS COALITION BY-LAWS

ARTICLE I – NAME

This organization shall be known as the "Design Professionals Coalition" or "DPC."

ARTICLE II - PURPOSES

Section A. Serve as a forum for discussions of business matters.

Section B. Create a cohesive support network for collaboration among member firms on activities of a national focus.

Section C. Provide the mechanism and the means for prompt and effective actions to address legislative and regulatory issues deemed to create either favorable or adverse outcomes for constituent firms.

Section D. Operate as an ACEC Coalition which will be bound to such Coalition guidelines as prescribed by that organization's Board of Directors and/or Executive Committee.

ARTICLE III – MEMBERSHIP

Section A. Membership is limited to large firms organized to practice engineering, architecture, surveying, mapping and related fields or combinations in design, construction management, and/or design-build with a national or regional presence. The Executive Committee will be responsible for the guidelines regarding firm membership, consistent with and as set forth in DPC's Strategic Plan, and shall be responsible for approving new members.

Section B. Each company shall name a Senior Principal to be its Designated Representative who demonstrates leadership skills and an interest in working on behalf of DPC purposes/missions. This person may further designate another Senior Principal as an alternate from that firm to act in the Designated Representative's absence and who will be groomed as that firm's future DPC representative. Senior Principal is defined as a Chair, CEO, President, Board Member, or Executive who is an active participant in the executive management of the constituent firm.

Section C. DPC members must be a member of or join ACEC (National) within one year upon becoming a member of DPC and maintain ACEC membership for the duration of the membership in DPC, or must withdraw from DPC.

ARTICLE IV - MEETING/VOTING

Section A. General Membership

1. Each member firm in good standing shall have one vote in all elections and on all matters brought before the DPC General Membership.
2. General Membership Meetings shall be held on a regular basis in the winter and summer either virtually or in person. Special meetings may be called by the Chair, Executive Committee, or one-third (1/3) of the member firms, provided at least ten days' notice is given.
3. One-fourth (1/4) of all member firms in good standing shall constitute a quorum for conducting business. A lesser number may meet to informally discuss matters but may take no official actions.
4. A majority of those voting on the issue shall decide the question except for amending these By-Laws as provided for in Article VI.
5. Roberts Rules of Order shall be used for the conduct of all business, except where it is in conflict with provisions of these By-Laws, then these By-Laws will govern.
6. The Chatham House Rule may be applied to any portion of any meeting at the Chair's discretion. As defined under the Rule, when a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed.
7. Membership shall commence upon payment of such dues and/or fees as prescribed by DPC and shall continue except if terminated through non-payment of dues after sixty (60) days' notice and a failure to cure, or by a majority vote of DPC firms.
8. With the permission of the current Chair, and as established by the guidelines set forth by the Executive Committee, any Past Chair may attend any General Membership Meeting at the Past Chair's own expense and does not need to be affiliated with a DPC Member Firm.

Section B. Executive Committee

1. The Executive Committee shall meet prior to, and in conjunction with, each General Membership Meeting.
2. Special meetings may be called by the Chair or any two members of the Executive Committee and may be conducted either virtually or in person.

3. The Chatham House Rule may be applied to any portion of any meeting at the Chair's discretion, as previously defined in Section A (6) of this Article.

ARTICLE V - GOVERNMENT OF THE DESIGN PROFESSIONALS COALITION

Section A. Executive Committee

1. The Executive Committee of DPC may exercise all powers of the organization except those reserved to the officers and members.
2. The Executive Committee shall consist of a Chair and not less than five (5) members or more than twelve (12) members. Included in that number are a Chair, a Vice-Chair, a Secretary-Treasurer, an Immediate Past Chair, and others designated as Members-at-Large. All Executive Committee members shall be currently employed by member firms. If a member of the Executive Committee is no longer employed by a member firm, they must resign from the Executive Committee and must withdraw from the DPC.
3. Roberts Rules of Order shall be used for the conduct of all business, except where it is in conflict with the provisions of these By-Laws, then these By-Laws will govern. A quorum must be present for all meetings. For purposes of these By-Laws, a quorum shall be defined as a majority of the members of the Executive Committee.

Section B. Offices and Duties of Officers

1. **Chair.** The Chair shall: preside at all meetings of the Executive Committee and General Membership; designate those having authority to approve checks drawn against the DPC funds; appoint chairs and members of committees; serve as spokesperson for DPC; propose an annual budget for adoption at the winter General Membership meeting; and possess all powers normally exercised by an organization's chair.
2. **Vice-Chair**. The Vice-Chair is next in command and successor to the Chair. The Vice-Chair shall act as a close liaison and assist the Chair with their duties and responsibilities as set forth herein and will perform other responsibilities as requested by the Chair and/or the Executive Committee. In the absence or disability of the Chair, the Vice-Chair will preside over all Executive Committee meetings and will perform the duties and exercise the powers of the Chair. It is expected that the Vice-Chair will prepare for the future role of Chair through the performance of their responsibilities and be elected to the Chair role at the end of the current Chair's term. Should the Chair be unable to complete their term of office, the Vice-Chair shall serve as Acting Chair until the next meeting of the membership when a special

election shall be held to fill the vacancy for the remainder of the term. When a Chair is elected by a special election, the Nominating Committee, in its discretion, may nominate the Chair to serve an additional term.

3. **Secretary-Treasurer**. The Secretary-Treasurer shall: be responsible for recording and distributing minutes or summaries of Executive Committee and General Membership meetings; maintain a current membership list and official administrative records of the DPC; be responsible for distributing meeting and other notices; be in charge of receipts and disbursement of funds; maintain financial records of the DPC; and bill the membership for dues and assessments. The Secretary-Treasurer may delegate routine responsibilities to staff of DPC. In addition, the Secretary-Treasurer shall: in case of death, resignation, or incapacitation of the Vice-Chair, serve as Acting Vice-Chair until the next meeting of the membership when a special election shall be held to fill the office of Vice-Chair; and perform such duties as assigned by the Vice-Chair.
5. **Executive Committee Members-at-Large**. Members-at-Large shall have duties assigned by the Chair.

Section C. Election of Officers and Executive Committee

1. Following the candidate solicitation process, the Nominating Committee shall be responsible for selecting a slate of proposed candidates to present to the member firms for vote. Elections shall be held at the Summer General Membership meeting. A majority of votes cast is required for election. Each Designated Representative is eligible to hold office.
2. Terms of office
   A. As it applies to the Chair and Vice-Chair, the term of office for each position shall be for two (2) consecutive years, beginning January 1st and ending December 31st. The Secretary-Treasurer shall be elected for a term of two (2) years, beginning January 1 and ending December 31.. The term of the Secretary-Treasurer shall not exceed two (2) terms and will not automatically rotate into the Vice-Chair position. The Members-at-Large shall be elected for three (3) year terms, with said terms to be staggered during each election term. During each election term, only one class of positions are open to new Members, thereby staggering the number of openings available within the Committee at any one time. Elections for the staggered members will occur as each term expires.
   B. During a transition period, incoming and outgoing Executive Committee members will confer as needed in order to ensure an orderly and seamless transition of the duties to the newly elected member. The outgoing Executive Committee member shall continue to serve with due

diligence in their responsibilities and duties until such time as the incoming member has been appointed to take over such duties.

C. An individual may serve as a Member-At-Large for two () consecutive terms. An individual may be elected to an additional term after a break in service.

D. In no event shall the term of office for any member of the Executive Committee exceed ten (10) years.

3. Not later than April 30th of each year, the Chair shall appoint a Nominating Committee. The Committee shall submit a list of nominees for the various offices to the member firms not later than 15 days prior to the Summer General Membership meeting. Recommendations may be submitted to the Committee for consideration. Selection guidelines for nomination include:
   - Geographic balance
   - Active DPC Member
   - Promote rotation
   - Maintaining a continuity of leadership
   - Size of firm
   - Diversity
   - Markets Served
4. Additional nominations will be called for at the election meeting and may be made from the floor.
5. Vacancies in the Executive Committee caused by resignation, death, or incapacitation will be temporarily filled by a majority vote of those attending the next regular or special meeting. Following this time, the Nominating Committee will present to the membership for vote a slate of proposed candidates to fill the vacancy.
6. Vacancies in an officer position shall be filled at the discretion of the Executive Committee for the remainder of the officer's term.

ARTICLE VI – AMENDMENTS

Section A. These By-laws may be amended by a majority of the membership of those present and voting so long as the total votes in favor are equal to or greater than a majority of the total members present and voting.

Section B. An amendment may be proposed by any member or officer by mailing it to each firm's representative not later than fifteen (15) days prior to the meeting at which it is to be considered.

ARTICLE VII - DUES/ASSESSMENTS/PAYMENTS

Section A. Members firms shall pay annual dues in an amount as set forth by the Executive Committee.
Section C. Funds will be deposited in an ACEC account designated as DPC funds.
Section D. Bills shall be paid upon authorization of the Chair or persons designated.

ARTICLE VIII – COMMITTEES

Section A. Members of all Committees and the Chairs of those committees, whether standing or special, shall be appointed by the Chair and approved by the Executive Committee, and will serve at the Chair's pleasure.
Section B. Committee meetings are subject to the call of their respective Chairs.
Section C. Standing Committees will require a Charter or purpose document.
Section D. All Committees shall have at least one representative committee member from the Executive Committee. Any representative from the Executive Committee may, but shall not be required to, serve as Chair of the committee on which they serve.