



ACEC RULES OF POLICY AND PROCEDURE

American Council of Engineering Companies shall hereafter be referred to as “ACEC” or the “Council.”

ARTICLE I. ADMISSION TO MEMBERSHIP, DUES, & FINANCIAL OPERATIONS

All members of ACEC shall be referred to collectively in these Rules of Policy and Procedure as the “Members” or the “Membership.” Individual classes of membership shall be referred to by those titles set forth in this Article I.

A. Admission to Membership

1. Member Organizations

- a. Application. An organization shall make a written application for membership as a Member Organization. The application shall be referred to the Executive Committee for investigation and recommendation to the Board of Directors. An affirmative two-thirds vote of the total eligible voting power cast by the Board of Directors is required for acceptance.
- b. Service Area. The geographical service area of each Member Organization shall be determined by the Executive Committee at the time of affiliation with the Council. Any change in jurisdiction must be agreed to by all Member Organizations concerned before approval by the Executive Committee. Disputes concerning geographical service areas shall be resolved by the Executive Committee.

2. Member Firms. A prospective Member Firm must apply to the appropriate Member Organization for acceptance as a Member Firm. Each Member Organization shall have full rights to establish procedures and to determine eligibility of Member Firm applicants provided that qualifications for membership are no less stringent than those of the Council, and provided that any such procedures are consistent with the Council Bylaws and these Rules. When the application is approved, the applicant shall become a Member Firm of both the Member Organization and the Council.

- a. Bylaws. The Bylaws set forth membership qualifications and state that Member Firms are limited to individual firms, parent firms, branch offices, divisions, or subsidiaries whose resident principals furnish “independent consulting engineering services.”
- b. Interpretation and Definition of “Independent Consulting Engineering Services.” “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 and exhaustively herein. Inasmuch as it represents the business

interests of individual professionals, 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:

- i. The engineering firm (or component of a non-engineering company) does not make and implement engineering decisions independently.
 - ii. 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.
 - iii. 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, or similar circumstances that may give rise to a potential conflict, exist with respect to a prospective or existing Member Firm, a determination will be made by the Member Organization of which the Member Firm is a member, 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 disclose to the Member Organization the existence of any such circumstances, and 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 and whether the circumstances constitute a conflict. 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.
3. Member Firms-at-Large. An engineering or land surveying firm that is ineligible to become a Member Firm because no Member Organization exists in its geographic location may apply to the Council for acceptance as a Member Firm-at-Large. The Executive Committee shall determine the firm's eligibility based on the criteria set forth in the Council Bylaws and these Rules, and shall approve or reject membership.
 4. Members. All individual employees of Member Firms and Member Firms-at-Large become Members of the Council when the firm becomes a Member Firm of the

Council. They shall cease to be Members of the Council when the firm ceases to be a Member Firm or Member Firm-at-Large of the Council.

5. Life Members. Members who desire to maintain Life Membership shall apply to the appropriate Member Organization and the Member Organization shall notify the Council in writing upon approval of a Life Member. The Council will carry all individual Life Members on the Life Member rolls without further dues obligation, provided that the Life Members satisfy the criteria set forth in the Council Bylaws, and subject to these Rules.
6. Fellows and Life Fellows. Admission to Fellow and Life Fellow status is as set forth in Article VIII.
7. Affiliate Member Firms. Firms that meet the requirements for Affiliate Member Firm status under the Council Bylaws may apply to the Council for acceptance as an Affiliate Member Firm pursuant to the following procedures.
 - a. The Executive Committee, or a Committee designated by the Chair 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 and require applicants to demonstrate the manner in which the applicant fulfills such requirements.
 - b. The precise procedures and criteria to determine whether to admit an applicant to membership shall be established by the Executive Committee or a Committee designated pursuant to Article I (B)(1) above. 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.

B. Annual Dues.

1. Annual dues, which may be determined by the Council Board of Directors on a multi-year basis, shall be payable only by Member Firms, Council Affiliate Member Firms, Member Firms-at-Large, and Fellows. Dues shall be assessed at the beginning of the Council's fiscal year and at the beginning of each quarter (October 1, January 1 and April 1) thereafter.
2. Dues shall be established based on each Member Firm's average total of employees (including those based in Home Office, Branch Offices and Subsidiaries) both inside and outside of the United States. Branch offices or subsidiaries, whose eligible parent firm is not a Member Firm of a Member Organization, shall determine their dues based on the average total of principals and all employees based in that branch office or subsidiary.
 - a. The average number of employees reported to the Council Office during the annual Council certification period is to be based upon the total number of regular hours (non-over time hours) for which all employees (engineering and non-engineering, in the U.S. and abroad) are paid by the Member Firm or on the Member Firm's behalf on an annual basis divided by 2,080 (the number of hours

worked by one full-time employee in a year: 40 hours multiplied by 52 weeks). In the case of full-time salaried employees not paid on an hourly basis, the same number of 2,080 is to be used to represent the total number of hours worked by each full-time salaried employee. Said average shall be the basis upon which the succeeding fiscal year's dues are set.

- b. The method of determining the dues payable by Member Firms and dues caps shall be as established by an affirmative two-thirds vote of the total eligible voting power cast by the Board of Directors of the Council.
 - c. For a Member Firm which is an engineering component of a non-engineering company, as defined in Article II (A)(2)(a)(iv) of the Council Bylaws, the average total under this Article I (B) shall include all licensed design professionals working in the built environment, plus all the Staff that supports them.
 - d. In the case of a multi-office Member Firm with locations in more than one Member Organization region, the firm may, upon written request to the Council:
 - i. have its Council dues established and collected individually for each branch office, division or operating subsidiary that becomes a Member Firm of a Member Organization; or may
 - ii. pool its total employee count (as defined in Article I (H)(2) above) for all branch offices, divisions or operating subsidiaries, both inside and outside the U.S. that are eligible for membership, and designate one Member Firm office for billing purposes. In this event, the membership in the Council may be in the name of the parent Member Firm, and any additional individual branch offices, divisions or operating subsidiaries of the Member Firm that may join a Member Organization will be considered to have prepaid their Council dues.
 - e. Given the considerable range of corporate and company organizational structures that are possible, the Council Executive Committee by two-thirds vote, if requested by a Member Organization, shall have the authority to set the annual dues for any Member Firm based upon a review of its organization structure. Whether a multi-office Member Firm chooses (i) or (ii) above, only those branch offices, divisions or operating subsidiaries for which annual dues are currently paid shall have access to and receive benefits from Council programs and services.
- 3. The annual dues for Fellows shall be established by the Committee of Fellows with the advice and approval of the Council Executive Committee.
 - 4. The dues structure for the Affiliate Member Firms has been established by the Council Board of Directors and shall thereafter be kept current through appropriate modification by the Council Executive Committee.
 - 5. The Council Board of Directors may, upon special written request, adjust an annual dues level that has been determined on a multi-year basis by an affirmative two-thirds vote of the total eligible voting power of the Board of Directors cast at the Annual Convention.

C. Member Firm Dues Adjustments.

Quarterly adjustments to reduce dues payments to reflect changes in a Member Firm's dues, as computed from information reported to the Council Office during the annual Council certification period, shall only be granted based upon the establishment of a "hardship" in accordance with the following requirements:

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. The Member Organization shall supplement the request from the Member Firm by including in the request 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.
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 Member Firm, significant reductions in personnel or revenues, or other similar circumstances. The Member Organization shall review such circumstances and determine whether such circumstances potentially warrant a dues reduction, and following the Member Organization's review, the ACEC Treasurer shall determine whether the circumstances cited warrant special consideration for dues reductions.
3. Dues adjustments based on "hardship" as submitted by a Member Firm shall not be granted for more than a full calendar year.

D. Payment of Dues.

1. Dues of Member Firms and Member Firms-at-Large shall be payable annually or quarterly, in advance.
2. Dues of Fellows shall be payable annually at the beginning of the fiscal year for existing Fellows or beginning with the first quarter following a national meeting at which his/her election is announced.
3. A person or firm elected to Membership in the Council in any one quarter shall pay dues starting with the next following quarter.
4. Payments shall be made by Member Firms, except Member Firms having membership in more than one Member Organization, to the Member Organization to which they belong. Invoices and the listing of Member Firms shall be sent to each Member Organization on the first of each calendar quarter. Member Organizations will collect and forward dues together with a statement of account to the Council within thirty (30) days after the beginning of each quarter.
5. Payments may be made directly to the Council by Member Firms having membership in more than one Member Organization., Payments shall be made directly to the Council by Member-Firms-at-Large and Fellows.

6. In order to encourage membership growth, the Council Executive Committee may, upon application by a Member Organization, modify the terms of payment for any new Member Firm applying for membership.
7. All classes of Members shall be liable for the payment of all dues until their membership shall have been terminated, unless they shall have been relieved from payment by the Executive Committee.
8. Dues of Council Affiliate Member Firms shall be payable directly to the Council annually at the beginning of the fiscal year for existing Affiliate Member Firms. Dues for new Affiliate Member Firms shall be pro-rated beginning with the first quarter after the Affiliate Member Firm joins the Council.

ARTICLE 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 the exchange of information and ideas. ACEC funds for Officer and Staff travel are limited, and must be allocated on the basis of a rational policy. This statement sets forth the policies and procedures governing assignment of Council Officers and Staff Executives to Member Organization meetings.

A. Basic Policy.

ACEC will accommodate Member Organization requests for Council 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 a Council Officer or Staff Executive. More than one visit by a Council Officer or Staff Executive may be authorized, under special circumstances, by the Chair of the Board or President of the Council, or in cases where the Member Organization is willing to provide the costs of attendance by the Council Officer or Executive Staff .

B. Assignment.

Each Council 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 of the Council Officer assigned to the Member Organization. As a rule, ACEC representation at Member Organization meetings will be provided by the assigned Council Officer.

C. Invitation Procedure.

Invitations or requests for Council Officer or Staff participation in Member Organization meetings should be submitted in writing as far in advance of the meeting date as possible to the assigned Council Officer, with a copy to the ACEC national office.

D. Participation.

Member Organizations are encouraged to request Council 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 Council Officer or Staff member be asked to participate in a meeting of the membership of the Member Organization or a related program. Attendance at a Member Organization governing board meeting is also appropriate.

E. Expenses.

Except as otherwise set forth in this Article, expenses for Council Officer or Staff travel to the location of the meeting are provided for by the Council. The Member Organization is encouraged to pay all local costs, including registration fees, hotel and meals.

ARTICLE III. MEETINGS OF THE COUNCIL AND BOARD OF DIRECTORS

A. Annual Convention and Fall Conference.

ACEC shall hold two annual meetings each year: the Annual Convention and the Fall Conference, as set forth in Article X of the Bylaws.

B. Board of Directors.

The Board of Directors shall have two regularly scheduled Board meetings each year: one at the Annual Convention and one in the Fall at a time and place recommended by the professional staff and approved by the Executive Committee.

C. Rules and Parliamentary Procedure for Board of Directors.

1. The Chair of the Board may designate other Officers to preside during any session of any Board of Directors Meeting, pro tem.
2. The Presiding Officer shall have the authority to accept or rule out of order any proposed motion, resolution, Policy Statement, as defined in Article IX of these Rules, or discussion item that had not been distributed to the members of the Board of Directors and the Executive Committee at least thirty (30) days in advance of the meeting, provided, however, that at a Special Meeting of the Board of Directors or Executive Committee, only those matters included in the notice of the meeting may be addressed or considered.
3. Unless declared a closed session, all meetings of the Board of Directors of the Council shall be public. The Chair 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.
4. 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.
5. An official parliamentarian shall be appointed by the Chair of the Board to serve, pro tem, for each Board of Directors Meeting.

6. All Committees shall submit progress or status reports to the Board. All such reports shall be distributed by the Secretary to the Presidents, Directors, and Staff Executives of all Member Organizations and to the Executive Committee.
7. All reports and requests from Committees, Member Organizations, Members, or others, which might require Board action in the form of a motion, 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 thirty (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, provided, however, that at a Special Meeting of the Board of Directors or Executive Committee, only those matters included in the notice of the meeting may be addressed or considered.

ARTICLE IV. EXECUTIVE COMMITTEE

A. Meetings: Rules of Procedure.

1. Meetings of the Executive Committee shall be conducted according to Roberts' Rules of Order, Revised, unless otherwise provided for in the Bylaws, or under these Rules.
2. Supplemental Rules of Procedure.
 - a. 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, and other members of the Staff as appropriate shall attend all Executive Committee meetings.
 - b. Committee chairs and others with business to conduct may, upon specific invitation, attend meetings, or portions thereof, pursuant to subsection (c) below. The Immediate Past Chair of the Board may attend meetings of the Executive Committee as a nonvoting advisor for one year following the expiration of his or her term as Chair, also subject to subsection (c).
 - c. The Chair of the Board may declare any session, or any portion thereof, of the Executive Committee a closed meeting with appropriate restrictions as directed by the Council Officers.
 - d. The Secretary shall keep the minutes of each Executive Committee meeting. Draft discussion minutes shall be distributed to all Council Officers for approval, following each meeting.
 - e. The minutes of each Executive Committee meeting shall be distributed upon request to all Member Organization Presidents, Directors and Staff Executives and to appropriate ACEC Committee chairs, provided, however, that any minutes

of closed meetings shall only be distributed upon the approval of the Chair of the Board.

- f. A complete compilation of all Executive Committee meeting minutes shall be maintained by the Secretary in the Council Office, and shall be available for inspection by any Member.

3. Voting by Email

The Executive Committee may take action via email. The passage of items in this manner shall require unanimous approval by all voting members of the Executive Committee.

B. 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.

C. Financial Oversight Committee.

A Financial Oversight Committee shall be established and maintained pursuant to the Bylaws, and it will have responsibility for ongoing financial oversight of the Council. In accordance with the Bylaws, the Committee shall consist of the Treasurer as chair, the Chair of the Board, and the President. The Council's Chief Financial Officer will staff the Committee as needed.

D. Disbursements from Council Reserves.

Disbursements from the Council's reserves may be made upon the unanimous approval of the Financial Oversight Committee on behalf of the Executive Committee, provided, however, that any disbursement or other disposition of all or substantially all of the assets of the Council is subject to the approval requirements set forth in the New York Not-for-Profit Corporation Law. In the event that the members of the Financial Oversight Committee do not unanimously agree, 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.

E. Minuteman Fund.

The Minuteman Fund provides financial assistance for critical state 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 below, upon the further approval of the Board of Directors.

1. A funding request must come from a Member Organization and should 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 significant precedent-setting implications.
 - b. The Member Organization must demonstrate its own political commitment to the effort.
 - c. The Member Organization and/or its Member Firms should make a reasonable financial commitment to the issue for which it is seeking a Minuteman Fund grant.
 - d. The Member Organization 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 its Member Firms to contribute to the Fund.
 - e. The funding request must be submitted prior to the conclusion of the legal or legislative action by the Member Organization for which Minuteman funds are solicited.
 - f. Funding may not be provided for reimbursement of Member Organization funds already expended.
 - g. Funding requests for defraying the costs of ordinary or routine Member Organization advocacy efforts shall be subject to more detailed scrutiny, including review of the M.O. budget. Such grant requests are not intended to be annual awards or expenditures.
 - h. The Member Organization should demonstrate its commitment to ACEC advocacy efforts, both state and national, including making progress in meeting its ACEC/PAC goal.
2. Notwithstanding any other funding criteria, funding in excess of 10% of the Fund balance at the time of a grant request or \$200,000, whichever is greater, requires the approval of the ACEC Board of Directors.

ARTICLE V. COMMITTEES

A. General Procedures

1. The Permanent Committees of ACEC shall be as set forth in the Bylaws. The Nominating Committee, Committee of Past Chairs, and Committee of Fellows are constituted as set forth in the Bylaws.
2. The Chair-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 Past Chairs, two Vice Chairs of the Board or one Vice Chair of the Board and the Treasurer, one representative of the Chief Staff Executives of the Member Organizations, and three at-large members from ACEC Member Firms. The Chair-elect of the Board will serve as the National Officer Liaison to the Planning Cabinet.

3. Except as otherwise provided in the Bylaws and/or the Rules, appointments for Appointed Committees, as defined in Article XI (A)(2) of the Bylaws, shall be made by the Chair-elect of the Board prior to the time of the Annual Convention. Open Committees, as defined in Article XI (A)(1) of the Bylaws, shall be open to membership upon request by any ACEC Member in any class of national ACEC membership at any time, subject to any restrictions under these Rules.
 - a. For each committee whose members and/or leadership are subject to appointment by the Chair-elect of the Board, said Chair-elect of the Board shall confer with the present committee chair and staff regarding appointments for the coming year. The Chair-elect of the Board, present committee chair, and staff shall also assess whether the composition of the committee advances the Strategic Plan and safeguards the viability of the committee.
4. Committee chair appointments made by the Chair-elect of the Board should have alignment of the Chair-elect of the Board, the present committee chairs, and staff. Considerations for chair and vice chair appointees shall include ACEC national or Member Organization experience; exemplary service on the committee in question; institutional knowledge of the committee; diversity of practice and demographics; the need for leadership continuity; and the concurrent need for engagement of new leadership. In the event that alignment cannot be achieved for a given committee, the decision regarding appointment shall be made by the Chair-elect in consultation with the Executive Committee.
5. For Open and Appointed Committees with chairs that are appointed by the Chair-elect, vice chairs shall be nominated as necessary and appropriate by the respective committee chairs in consultation with staff and confirmed per Section A(4) above.
6. Terms of Appointment. A committee chair term of service shall be a maximum of two (2) years. A committee vice chair term of service shall likewise be a maximum of two (2) years. These terms should run concurrently. No committee chair or vice chair may serve for two or more successive terms. An individual term may be lengthened or shortened subject to Section (A)(4) above. Members of appointed committees shall have terms of one (1) year. Subject to limitations under the Bylaws and these Rules of Policy and Procedure, members of a given appointed committee may be reappointed by successive Chairs-elect of the Board per Section (A)(4) above.
7. Vendors or suppliers of products or services to ACEC national programs shall not be eligible to serve on ACEC Committees or Subcommittees that oversee those programs.
8. Financial Responsibility. Each Committee chair is responsible for managing the Committee's discretionary expense budget, if any, 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.
9. Except as otherwise set forth in the Bylaws or these Rules, membership in all Committees shall be limited to ACEC Members in any class of national ACEC Membership.

10. Although Committees are free to speak independently on issues, they cannot be identified as representing the Council without the prior written approval of the Chair of the Council Board and President.
11. A policy or position of a Committee represents the view of that Committee only, and does not represent the view of the Council unless endorsed as a Policy Statement by the Board of Directors in accordance with Article IX of these Rules. Unless a view is endorsed as a Policy Statement, the Committee shall not make any representation of any kind that the view is endorsed or supported by, or is the view of, the Council.

B. Nominating Committee Procedures

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. Guidelines and procedures to ascertain candidates' qualifications, interest and commitment shall be developed by the Nominating Committee with the approval of the Executive Committee.
3. The names of each candidate shall be held confidential, unless authorized to be released by the individual nominee.
4. The Nominating Committee shall advise, and seek concurrence of the appropriate Member Organization on candidates for the office of Chair-elect of the Board and other elected offices who have not been formally nominated by the Member Organization.
5. Due consideration shall be given to the geographic distribution, size of firm, and type of practice of the candidates.

C. Operating Policies and Procedures

To the extent not set forth in the Bylaws or these Rules, the rules of policy and procedure for all Committees shall be 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. The Executive Committee may propose and approve any amendments to the Guidance Manuals.

D. ACEC Delegates to FIDIC Annual Conference.

ACEC's Chair 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: International Federation of Consulting Engineers 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 or her replacement from among the membership of the International Affairs Steering Committee, with the prior approval of the Chair of the Board. The Chair-elect of the

Board will participate in the FIDIC conference as an observer, in preparation for his or her year as Chair of the Board.

ARTICLE VI. ACEC COALITIONS

A. General Procedures

1. ACEC Coalitions are formed when a group of Member Firms of a similar size and/or practice area desire to pursue specific business issues, including but not limited to best practices and risk management, requiring more in-depth initiatives than offered through current Council activities.
2. The Executive Committee shall have the sole authority to establish and sunset Coalitions, subject to any provisions in the Bylaws.
3. To be approved by the Executive Committee, a Coalition must have a purpose that is consistent with the Council's policies. In addition, it must have a sufficient number of potential Member Firms that exhibit an active interest in its goals and objectives, and are willing to pay the required Coalition dues.
4. Membership in ACEC is a prerequisite for a firm to become a Coalition member.
5. Coalitions are self-governed subject to the Bylaws and these Rules.

B. Funding and Staff Support.

Coalitions are funded through Coalition dues and ACEC supplemental funding. ACEC provides staff support as appropriate.

C. Operational Procedures

1. Each Coalition's operating and financial plans must be dedicated to accomplishment of the Coalition's purposes.
2. Each Coalition shall adopt operating procedures and bylaws that include a statement of purpose and provisions on membership, meetings, governance, elections, and committee structure. These operating procedures, bylaws, and statements of purpose shall be consistent and compatible with the policies of the Council.
3. Each Coalition shall appoint its own Chair and Vice-Chair from its membership.
4. Although Coalitions are free to speak independently on issues, they cannot be identified as representing the Council without the prior written approval of the Chair of the Board and President of the Council.
5. A policy or position of a Coalition represents the view of that Coalition only, and does not represent the view of the Council unless endorsed as a Policy Statement by the Board of Directors in accordance with Article IX of these Rules. Unless a view is endorsed as a Policy Statement, the Coalition shall not make any representation of any kind that the view is endorsed or supported by, or is the view of, the Council.

6. Coalition leaders from two or more Coalitions may form their own Leadership Advisory Committee to serve the Coalitions through the exchange of information on professional and administrative best practices. The Committee shall consist of the Chairs and Vice-Chairs of the Coalitions. The Committee shall appoint its own Chair and Vice-Chair from its membership.

D. Financial Procedures.

Each Coalition will provide input, in collaboration with staff, into the Coalition's budget each year that will be included in the Council Budget. All financial transactions and accounting will be performed and administered by the staff.

ARTICLE VII. ACEC FORUMS AND OTHER CORPORATE FUNCTION-BASED GROUPS

A. General Procedures.

1. ACEC Forums and other corporate function-based groups are formed when individuals that perform the same corporate function for Member Firms (including, but not limited to, legal compliance, human resources, finance, and information technology) desire to pursue specific business issues requiring more in-depth initiatives than offered through current Council activities.
2. The Executive Committee shall have the authority to establish and sunset Forums and other corporate function-based groups, subject to any provisions in the Bylaws. The Executive Committee may delegate this authority to the Council staff as may be appropriate.
3. To be approved, a Forum or other corporate function-based group must have a purpose that is consistent with the Council's policies. In addition, it must have a sufficient number of potential members that exhibit an active interest in its goals and objectives.
4. Establishment and amendment of requirements for membership or participation in Forums and other corporate function-based groups shall be within the purview of the Council staff in consultation with the Forums and corporate function-based groups as appropriate.

B. Funding and Staff Support.

Forums and corporate function-based groups are funded through registration fees and/or ACEC funding. ACEC provides staff support as appropriate.

C. Expressions of Policy and Positions

1. Although Forums and corporate function-based groups are free to speak independently on issues, they cannot be identified as representing the Council without the prior written approval of the Chair of the Board and President of the Council.
2. A policy or position of a Forum or corporate function-based group represents the view of that entity only, and does not represent the view of the Council unless

endorsed as a Policy Statement by the Board of Directors in accordance with Article IX of these Rules. Unless a view is endorsed as a Policy Statement, the Forum or corporate function-based group shall not make any representation of any kind that the view is endorsed or supported by, or is the view of, the Council.

ARTICLE VIII. FELLOWS AND LIFE FELLOWS

A. 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.

B. Fellows.

1. **Qualifications.** To qualify as a Fellow, an individual shall have been a principal for not less than five years of a Member Firm or Member Firm-at-Large; have served ACEC with distinction as an Officer, Director, active member of a Committee, Coalition, or Forum, or Trustee of an ACEC Trust; have served a Member Organization with distinction as an Officer or Director; and shall have notably contributed to the advancement of consulting engineering in administrative leadership, design, science, literature, education, service to the profession, or civic leadership.
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 (3) 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 or her 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 or her sponsor.
3. **Election.** Approval by a simple majority of the Committee of Fellows, with no more than one (1) negative vote, shall constitute election to Fellow status.
4. **Nominations Not Approved.** An individual whose nomination is not approved may be re-nominated after at least one year has passed since the original nomination.
5. **Membership.** Once elected in the manner set forth above, 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 or her membership status by using the designation Fellow of ACEC (FACEC). Any use of the FACEC logo shall be in accordance with the conditions and limitations set forth in Article I (F) of these Rules.

6. ACEC Chairs of the Board. Upon taking office, the Chair of the Board of ACEC shall be nominated automatically to the status of Fellow, so long as the qualifications set forth in these Rules are met. A Chair of the Board with the status of Fellow shall not be required to pay Fellows dues at any time after the beginning of his or her term as Chair.

C. Life Fellows.

1. Qualifications. Life Fellow candidates shall have been a Fellow for not less than five years, 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 by the Fellow shall be made to the Committee of Fellows and must be approved by a simple majority vote of that Committee with no more than one (1) negative vote if the applicant is to become a Life Fellow.
2. Membership. A Fellow meeting the required qualifications for Life Fellow Membership may advise the Committee of Fellows by submission of an application of his or her desire to become a Life Fellow. The Committee of Fellows may accept or reject requests for Life Fellow status, in the sole discretion of the Committee. 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 remain inactive from the practice of consulting engineering and meet all other criteria of a Life Fellow. Any cases in which it is unclear whether an individual continues to fulfill all of the criteria of a Life Fellow 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.

ARTICLE IX. POLICY STATEMENTS

A. General Procedures.

This Article shall constitute the general procedures for Policy Statements.

B. Definition.

ACEC official statements on major issues of concern to the engineering industry shall be designated as Policy Statements.

C. Procedure for Enactment of Policy Statements.

1. Initiation. Policy Statements may be initiated by the Executive Committee, any properly constituted Committee, Coalition, Council, or Forum of the Council, or by any Member Organization through its Appointed Director. Committees, Coalitions, Councils, Forums, and Member Organizations wishing to initiate Policy Statements shall first consult with the Council Chair 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 Council 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.
2. Review and Adoption. Upon the recommendation of the Chair of the Board and the President, a draft Policy shall 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. If referred to the Board of Directors, the Policy must be approved by a majority of the voting power of the Board of Directors. Upon such approval by the Board, the Policy will be considered adopted by the Council.
3. Adopted Policy Statements. Adopted Policy Statements shall each be numbered consecutively with the year adopted (for example Policy Statement 1981-6), and printed in the minutes of the meeting at which they were adopted. A compilation of all current Policy Statements shall be maintained by the Secretary of the Council.

D. Retention, Revision, and Termination.

Policy Statements shall be retained until terminated by the Board of Directors. After the adoption of a Policy Statement, it may from time to time be submitted for review to the Executive Committee by the appropriate overseeing Committee or Committees, with specific recommendations for retention, revision, or termination. Subject to Executive Committee approval, the recommendations shall be submitted to the Board of Directors for final action. In the case of minor corrections or updates solely for style, grammar, and/or terminology, the Executive Committee may give final authorization for such revisions.

ARTICLE X. ACEC AWARDS AND HONORS

A. Establishment and Sunsetting of Awards and Honors

1. Establishment of New Awards and Honors.
 - a. Questions of policy in the establishment of new awards and honors shall be referred to the Executive Committee, which may appoint a Committee to review the proposal and to draft specific rules to govern such awards and honors.
 - b. In reviewing proposals for a new award or honor, the primary test applied by the appointed Committee, if any, and the Executive Committee is the extent to which the proposed award or honor serves to advance the profession of consulting engineering, in support of the central objective stated in the ACEC Certificate of Incorporation (Article III).
 - c. The Executive Committee shall have final authority to approve or decline the establishment of new awards and honors. The Executive Committee shall also

have final authority to sunset ACEC awards and honors at its discretion. Such actions shall be reported to the Board of Directors for informational purposes.

B. Policies for New Awards

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. 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 ACEC Certificate of Incorporation without advocating, or giving the appearance of advocating, for certain commercial interests.
 - b. Scholarships of ACEC may be processed without restriction through Member Organizations or other agencies at the discretion of ACEC.
 - c. The funding required to establish a new ACEC 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.
3. Modifications. Beginning ten years after the establishment of the rules governing an award, changes and modifications may be made by the Executive Committee, whether or not the original donors are available for consultation. Any contribution by a donor shall be accompanied by an executed donor agreement, permitting such modifications by the Executive Committee ten years after the establishment of the award or the rules governing the award.

C. Policies for New Honors

1. Establishing an Honor. To establish an ACEC honor, the following schedule will be followed, with minor variations permitted in individual cases:
 - a. The organizing group will file a tentative plan with the ACEC 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. If the Executive Committee tentatively supports the new honor, the organizing group will assemble and offer the funds, organization proposal, and complete set of administrative rules to the Executive Committee.

- c. Upon the completion of the work of the organizing group, the Executive Committee shall make a final decision to authorize or decline the establishment of the new honor.
- 3. Post Approval Procedures.
 - a. After formal approval of a proposal, the funds are transferred to ACEC. The President and ACEC Staff shall arrange for art work, sculpture, engraving, dies and such other work as may be required for the practical administration of the honor.
 - b. The President shall direct the organization and activities of the Committee tasked with nominating or recommending individuals to receive the honor, in accordance with the official rules of award.

E. ACEC Engineering Excellence Awards.

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

- 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.
- 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 ACEC national competition without prior judging by a Member Organization will be permitted.
 - d. Projects submitted must have been completed, substantially completed, or publicly disclosed by the client for whom the project was completed during the year prior to judging.
- 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.

F. Chair Emeritus Award

- 1. Eligibility. Any individual who has provided exemplary service to ACEC, except anyone who has held the position of Chair 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.

2. Nominations. Nominations for this award must be made by one or more Past Chairs or Past Presidents, or by the Executive Committee of ACEC. No other nominations will be considered in making the award. Past Chairs or Past Presidents offering nominations for the award must submit adequate biographical information on the nominee to permit proper evaluation of the nominee's qualifications. As used in these rules, a Past Chair or Past President is defined as any Member or Fellow of ACEC who has served as Chair of the Board or President of ACEC.
3. Evaluation of Candidates. The evaluation of nominees for the award shall be made by a special Subcommittee composed of the most recent Past Chair of ACEC as Chair, and the next four most recent Past Chairs or Past Presidents of ACEC. This Evaluation Subcommittee shall submit to the entire Committee of Past Chairs 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.
4. Selection of Candidates. To be selected for the award, a nominated candidate must receive approval by at least two-thirds of those Past Chairs and Past Presidents voting, in person or by remote communication, at a meeting called for the purpose of selecting a candidate for the award. At the direction of the Chair of the Committee of Past Chairs, balloting for selection of a candidate may be accomplished by mail.
5. Presentation of Award. The Chair Emeritus Award will be presented by the Chair of the Committee of Past Chairs at the Annual Convention or Fall Conference of ACEC. Presentation at any other time is permitted by a majority vote of those Past Chairs and Past Presidents voting.
6. Unsuccessful Candidates. If an otherwise eligible candidate does not receive a two-thirds majority vote of the Past Chairs and Past Presidents, as required 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 or she is nominated, he or she shall not be disqualified for future nominations and/or selection, and his or her subsequent consideration for the award shall not be prejudiced thereby.

ARTICLE XII. USE OF ACEC NAME AND EMBLEM BY MEMBERS OF ALL CLASSES

Members of all classes shall be authorized to use the name of the American Council of Engineering Companies or its approved abbreviation ("ACEC") in a professional manner after their names, and also to use the official ACEC emblem, name or abbreviation in a professional manner on stationery, business cards, brochures, job signs and as may otherwise be prescribed in these ACEC Rules of Policy and Procedure (hereafter the "Rules"). The ACEC name, abbreviation or emblem shall not be imprinted upon drawings, reports, specifications, calculations or other instruments of service prepared or used by Members. The ACEC name, abbreviation, or emblem may not be used in any manner that, in the sole discretion of ACEC: discredits ACEC or tarnishes its reputation and goodwill; is false or misleading; violates the rights of others; violates any law,

regulation or other public policy; or mischaracterizes the relationship between ACEC and the Member, including but not limited to any use of the logos that might be reasonably construed as an endorsement, approval, sponsorship, or certification by ACEC of the member, the Member's business or organization, or the Member's products or services, or that might be reasonably construed as support or encouragement to purchase or utilize the member's products or services. The ACEC name, abbreviation, and emblem shall remain at all times the sole and exclusive intellectual property of ACEC. ACEC shall have the right, from time to time, to request samples of use of the name, abbreviation and emblem from which it may determine compliance with these terms and conditions. Without further notice, ACEC reserves the right to prohibit use of the ACEC name, abbreviation and logos if it determines, in its sole discretion, that a Member's usage, whether willful or negligent, is not in strict accordance with the terms and conditions of the Rules, or otherwise could discredit ACEC or tarnish its reputation and goodwill, or the Member is not an ACEC member in good standing. A Member Organization may modify the ACEC marks solely by adding its state or organization name. All use of the ACEC marks shall be subject to the conditions and limitations set forth in these Rules.

02.02.23