



## **BYLAWS OF THE AMERICAN COUNCIL OF ENGINEERING COMPANIES**

### **ARTICLE I. THE COUNCIL**

#### **A. Definition.**

American Council of Engineering Companies is a national federation of State and regional associations (Member Organizations) representing engineering firms. ACEC is incorporated under the laws of the State of New York as a not-for-profit corporation. Hereinafter American Council of Engineering Companies may be referred to as "The Council."

#### **B. Abbreviation.**

The approved abbreviation of the name of the Council shall be ACEC. This abbreviation shall be the logo of the Council.

#### **C. Emblem.**

The design and specification of the emblem of the Council shall be as prescribed by the Board of Directors.

#### **D. Seal.**

The Board of Directors have had prepared a suitable corporation seal. This seal shall be in the charge of the Secretary, who shall be responsible for affixing the seal to appropriate official documents. The presence of the corporate seal on a written document shall serve as evidence that the document was executed by authority of the Council.

#### **E. Consulting Engineer.**

A consulting engineer is a licensed or registered professional engineer within a Member Firm who performs one or more of the disciplines of professional engineering services for clients on a fee basis. Consulting engineers are qualified by education, ability and experience to provide competent engineering services and must be licensed or registered as professional engineers in each state where they practice. Consulting engineers will abide by the Council's Professional and Ethical Conduct Guidelines and the Conflict of Interest policy.

#### **F. Land Surveyor.**

A land surveyor is a licensed or registered professional surveyor within a Member Firm who performs land surveying for clients on a fee basis. Land surveyors are qualified by education, ability and experience to provide competent land surveying services and must be licensed or registered in each state where they practice. Wherever the words

“engineer” or “engineering” appear herein, it is intended that the words “land surveyor” or “land surveying” may be substituted.

#### **G. Principal.**

A principal is an individual designated by a Member Firm, who is a sole proprietor, partner, officer or manager:

1. having an ownership interest, or
2. exercising management or key responsibility for technical or business decisions.

### **ARTICLE II. MEMBERSHIP**

#### **A. Classes of Membership.**

The classes of membership of the Council shall have the qualifications described below.

1. Member Organizations shall have the following minimum standards for establishment and continued recognition:
  - a. represent a certain state, area or region;
  - b. have purposes consistent with those of the Council;
  - c. have bylaws and policies which do not conflict with those of the Council;
  - d. consist of ten (10) or more Member Firms;
  - e. require all firms joining the Member Organization after the date of recognition as a Member Organization (or later date as designated by the Executive Committee) to become Member Firms and members of the Council, except as otherwise noted in these Bylaws;
  - f. require Member Firms of the Member Organization who were Member Firms of the Council prior to admission of the Member Organization into the Council to maintain membership in the Council as a condition of membership in the Member Organization;
  - g. A majority of the Member Organization Governing Board must be Members or Fellows of ACEC; and
  - h. The Appointed Director and Alternate Director from the Member Organization must be Members or Fellows of ACEC in good standing, elected or appointed by the Member Organization. However, upon written notice to the Secretary of ACEC, the Member Organization may seat another officer of said Member Organization or a paid member of the executive staff of Member Organization as an Alternate Director and the official voting Director of that Member Organization for the applicable meeting of the Board, if the Appointed Director and Alternate Director are unable to attend a specific Board of Directors Meeting.

ACEC services from the national office are available only to those Members of the Member Organization who are also Members of ACEC.

2. Member Firms shall be limited to those individual firms, parent firms, branch offices, divisions or subsidiaries whose resident principals furnish independent consulting engineering services as interpreted and defined in the Rules of Policy and Procedure, and shall:
  - a. maintain offices for the practice of engineering, as
    - i. sole proprietorships;
    - ii. partnerships;
    - iii. corporations; or
    - iv. an engineering department, division or subsidiary of a private, non-engineering company when the parent company is not eligible to be a Member Firm, provided the component offers professional knowledge and professional services to clients other than the parent, and provided that component managers are professionally licensed. In all cases, member benefits shall accrue only to the component that is accepted for membership. Some examples might include, but not necessarily be limited to, engineering departments/ divisions/ subsidiaries of contractors, or of architectural, industrial, accounting, or general management firms. Changing firm circumstances that might render a component no longer eligible for continued membership may be reported to the appropriate Member Organization or to ACEC, and the same process noted in Article I (B)(3) of the Rules of Policy and Procedure may be followed to reevaluate membership eligibility.
  - b. have one or more principals registered or licensed professionally in accordance with the laws of the states in which they practice;
  - c. belong to a Member Organization, except in the case of land surveying firms in Member Organizations that do not admit such firms to membership;
  - d. practice engineering in accordance with ACEC Professional and Ethical Conduct Guidelines;
  - e. practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate independent professional judgment to other considerations; and
  - f. not be owned in whole or in part by a company or entity located in, or controlled or owned by nationals from, a foreign country or nation against which the United States Office of Foreign Assets Control ("OFAC") has administered sanctions, and shall not be owned or controlled in whole or in part by individual(s) located on the OFAC Specially Designated Nationals List.
3. Member Firms-at-Large shall be limited to firms located in the United States or territories, whose principals furnish independent consulting engineering services, and meet the qualifications required for Member Firms described in Article II (A)(2), but are not eligible to become members because a Council Member Organization does not exist in their geographic location. Member Firms-at-Large shall cease to be Member Firms-at-Large if they become eligible to join a Member Organization; upon

joining the Member Organization they shall become Member Firms if they meet all of the requirements set forth in Article II (A)(2).

4. Members shall be employees of Member Firms or Member Firms-at-Large.

5. Life Members shall:

- i. have been a Member for at least ten (10) years;
- ii. be fully retired from active practice;
- iii. not be engaged in any field of activity that would have rendered them ineligible for membership in the first instance; and
- iv. submit a request to their Member Organizations to become Life Members.

All Life Members shall receive the electronic newsletter and such other publications, privileges and services as may be directed by the ACEC Executive Committee.

6. Fellows and Life Fellows. The qualifications and membership requirements for Fellows and Life Fellows are as described in the Council Rules of Policy and Procedure.

7. Affiliate Member Firms

- a. Authorization. An Affiliate Member Firm category shall be created and maintained by the Council, and may be created or maintained by a Member Organization. The Council Affiliate Member Firm category shall be established in accordance with applicable requirements contained in these Bylaws and the Council Rules of Policy & Procedure. The Member Organization Affiliate Member Firm category shall be in accordance with the eligibility requirements in (b) and (c) of this Section 7, and any other applicable criteria established by the Member Organization.
- b. Criteria. Council Affiliate Member Firms shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries, and/or organizations that support the goals of the Council and provide professional services or products used by Member Firms. Some examples of Affiliate Member Firms may include, but not necessarily be limited to, architects, archeologists, biologists, botanists, environmental scientists, testing labs, planners, computer engineers, other engineering not requiring a PE, construction management firms; firms providing insurance, banking, accounting, legal services and management consultants; equipment suppliers and software vendors.
- c. Eligibility. Only firms judged not eligible for Council or Member Organization membership as a Member Firm or Member Firm-at-Large are eligible to become Affiliate Member Firms. Affiliate Member Firms shall not be eligible to vote on Council business, hold office in the Council nor serve as chair of a Council committee.
- d. Membership. Affiliate Member Firms may belong to:

- i. the Council only, after vetting by the Membership Committee and full consultation with the Member Organization;
  - i. a Member Organization only, provided it has created such a category; or
  - ii. both the Council and a Member Organization if the applicant firm so desires and meets applicable eligibility requirements.
- e. Eligibility for Coalitions Membership. ACEC Affiliate Member Firms may be members of ACEC's Coalitions when eligible. Coalition members ineligible for ACEC membership may become ACEC Affiliate Member Firms in accordance with the rules and procedures established by the Executive Committee.
  - f. Benefits. ACEC Affiliate Member Firms shall receive the electronic newsletter and such other publications, privileges, and services as may be directed by the Executive Committee.
  - g. Admission. The admission application, procedures, and evaluating criteria for Affiliate Member Firms shall fall within the authority of the Executive Committee or a Committee designated by the Chair of the Board for this purpose. Additional rules governing admission shall be as provided in the Rules of Policy and Procedure.

#### **B. Rights of Member Organizations.**

- 1. Jurisdiction of Council. The Council shall have no jurisdiction over the internal affairs of a Member Organization except in enforcement of the requirement that its bylaws and policies shall not conflict with those of the Council, and except in the case of disciplinary action against a member in any class and then only as provided in Article III (B)(2).
- 2. Voting Rights. Each Member Organization shall be represented by a director on the Board of Directors appointed by the Member Organization (each, an "Appointed Director"), as described in Article VI of these Bylaws. Aside from such representation on the Board of Directors, Member Organizations shall not have any other membership voting rights. Member Firms, Members, and Life Members shall be represented by their respective Member Organization, through the Member Organization's Appointed Director; such members shall not otherwise have voting rights.

### **ARTICLE III. ADMISSION AND SEPARATION**

- A. Members of each class who are qualified as defined in Article II shall be admitted pursuant to the procedures set forth in the Council Rules of Policy and Procedure.
- B. Separation from the Council by a member of any class may come about either through resignation or expulsion.
  - 1. Resignation. A member of any class may resign from the Council upon written notice to the Council in the case of a Member Organization and Member Firms-at-Large or to the appropriate Member Organization in the case of other classes of members. Resignations shall be effective upon fulfillment of all obligations to the date of resignation.

2. Expulsion. A member of any class may be expelled from membership on any one or more of the following grounds:
  - a. the member's conduct or policy is prejudicial to the interests of the Council;
  - b. the member ceases to fulfill the qualifications for membership as defined in Article II;
  - c. the member neglects or declines to furnish such information as to the member's professional conduct or practices as may be required by the Council to determine whether or not such qualifications are met; or
  - d. the member intentionally misrepresents such information necessary to establish eligibility for membership or the appropriate level of annual dues.

A member may not be expelled until after the member has had the opportunity to be heard by a Hearing committee designated by the Executive Committee. The findings and recommendations of the Hearing Committee shall be forwarded in writing to the Executive Committee, to the Board of Directors and to the member concerned. Expulsion shall require the approval by the Board of Directors by an affirmative two-thirds vote of the total eligible voting power cast. The action of the Board of Directors shall be final. Provided, however, that the Council may, without prior notice and without the requirement of any vote by the Board of Directors, expel from membership any Member Organization that does not provide any required certifications by the date specified by the Council as provided in the Rules of Policy and Procedure.

Each member of any class waives any claim for libel or slander against the Council, the Board of Directors, the Executive Committee or any member, officer or employee of the Council resulting from any action in good faith, hearing or expulsion procedure under this subsection.

3. Termination. Upon resignation or expulsion from the Council, a member of any class shall lose all rights and interest in any funds or other assets of the Council.

## **ARTICLE IV. RESPONSIBILITY OF MEMBERSHIP**

### **A. Responsibility.**

Member Organizations, Member Firms-at-Large, Fellows, and Council Affiliate Member Firms are bound by properly enacted Council rulings and actions. Member Firms and Life Members are bound by properly enacted rulings of their Member Organization and the Council. Member Organization Affiliate Member Firms are bound by properly enacted rulings and actions of their Member Organization.

### **B. Certification.**

Annually, each Member Firm shall certify its number of employees; that it continues to meet membership criteria requirements; and that it intends to continue to comply with all lawful provisions of the Code of Ethics and Professional Conduct Guidelines established by the Council.

## **ARTICLE V. DUES AND ASSESSMENTS**

### **A. Determination of Annual Dues and Special Assessments**

1. Annual Dues. 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. The Council will maintain records of dues rates and dues caps as set by the Board of Directors, and shall provide them to Member Organizations, Member Firms, and Member Firms-at-Large upon request. Procedures for administering this Article V (A)(1) are in the Rules of Policy and Procedure.
2. Special Assessments
  - a. The Board of Directors shall be empowered to levy special assessments, in amounts determined by an affirmative two-thirds vote of the total eligible voting power cast.
  - b. Special assessments shall be levied only on Member Firms and Member-Firms-at-Large.

### **B. Delinquency of Payment.**

Failure on the part of a member of any class to pay dues or assessments within six months of the date on which such dues or assessments were due and owing shall be accepted as notice of resignation by the Council without need for the written resignation of the member.

### **C. Adjustments**

1. Dues payment collected by Member Organizations may be adjusted quarterly to reflect changes in new Member Firms, resignations, or terminations of membership. In no event shall national dues be adjusted for more than the current and previous calendar quarter.
2. Quarterly adjustments to dues payments to reflect changes in Member Firm employee counts shall only be permitted upon establishment of a "hardship" in accordance with the Council Rules of Policy and Procedure.

## **ARTICLE VI. GOVERNANCE OF THE COUNCIL**

### **A. Directors.**

1. The Board of Directors shall consist of one Director appointed by each Member Organization (collectively, the "Appointed Directors"), the Chair of the Board, the Chair-elect of the Board, Vice Chairs of the Board, the Treasurer, and the President as a non-voting member of the Board.
2. Each Member Organization shall appoint one Director (the "Appointed Director") and one Alternate Director. Upon written notice to the Secretary of the Council, the Alternate Director shall assume all the duties, rights and obligations of the Appointed Director in the absence of the Appointed Director.

3. The Appointed Director shall be a Member or a Fellow in good standing and should serve for a minimum term of one year; such term shall not exceed five (5) years. Upon the removal or resignation of the Appointed Director for any reason, any unexpired portion of the Appointed Director's term shall be filled by the Alternate Director. Each Appointed Director should serve on a Council Committee during his or her term. Each Alternate Director should also serve on a Council Committee during his or her term and shall meet the other eligibility requirements of an Appointed Director.
4. If the Appointed Director and Alternate Director of a Member Organization do not attend a Board meeting, upon written notice to the Secretary of the Council, the Member Organization may seat another officer of said Member Organization or a paid member of the executive staff of said Member Organization as an Alternate Director and the official voting Director of that Member Organization for the applicable meeting of the Board.

## **B. Voting Power.**

1. A Member Organization, current in its payments, shall have voting power in the Board of Directors and for elections to office in proportion to the Member Firm dues obligation to the Council for the current fiscal year in accordance with the following table:

Annual Dues Paid Dollars	Number of Votes
1,000 and under	1
1,000 to 2,500	2
2,501 to 5,000	3
Over 5,000*	

\*One additional vote for each additional \$5,000 or any part thereof. The number of votes permitted to be cast by a certain Appointed Director on behalf of a Member Organization, and the number of votes permitted to be cast by an Officer, shall be referred to in these Bylaws as the "Voting Power."

2. The Chair of the Board, the Chair -elect of the Board, Vice Chairs of the Board, and the Treasurer shall each have a Voting Power of one in the Board of Directors.
3. A Member Organization's Voting Power shall be voted as a unit and shall be voted by the Appointed Director. An Appointed Director or Officer's Voting Power shall apply to all votes of the Board of Directors. Votes may be expressed orally by unchallenged voice votes or by roll call.
4. Dues paid for branch or subsidiary offices of Member Firms shall be credited proportionately for Voting Power to the Member Organizations, if any, within which the branch or subsidiary is located.

## **C. Determination of Voting Eligibility and Voting Power.**

1. Voting eligibility and Voting Power shall be determined by the Secretary immediately prior to each Board of Directors meeting and shall be announced by the Secretary at the opening business session of each meeting. National dues must be paid for the



quarter immediately prior to each Board of Directors meeting to qualify the Appointed Director and/or Alternate Director of a Member Organization to be seated.

2. At the discretion of the Executive Committee, Member Organizations may be regarded as having eligibility to vote if minor obligations are outstanding. Member Organizations having Member Firms which pay Council dues directly, shall not be deprived of voting eligibility because of the failure of any such firms to have paid Council dues on a current basis. However, such delinquency will reduce the Voting Power of the Member Organization.

**D. Quorum.**

The presence of a majority of the Board of Directors and the Voting Power in person shall constitute a quorum for the transaction of business.

**E. Voting Action.**

For the transaction of business a simple majority of the votes cast at a meeting at which a quorum is present shall constitute action of the Board of Directors except as otherwise provided in or required by the Certificate of Incorporation, these Bylaws, or the New York Not-for-Profit Corporation Law.

**F. Action Without Meeting.**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all voting members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board. Such consent may be written or electronic; if electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

**G. Rules of Policy and Procedure.**

The Board of Directors shall adopt Rules of Policy and Procedure for the governance of the Council, consistent with the Certificate of Incorporation, these Bylaws, and the New York Not-for-Profit Corporation Law. The Rules of Policy and Procedure may be amended by an affirmative majority vote of the total eligible Voting Power cast by the Executive Committee. The Secretary shall notify the Directors of any amendments to the Rules of Policy and Procedure.

**ARTICLE VII. OFFICERS**

**A. Titles and Terms of Service.**

1. The Officers of the Council, who shall not be Appointed Directors or Alternate Directors, shall be a Chair of the Board, a Chair -elect of the Board, seven Vice Chairs of the Board (one of whom shall also be Treasurer), a President, and a Secretary. The Chair, Chair-elect, Vice Chairs, Treasurer and President shall serve on the Board by virtue of their office, provided, however, that the President shall serve as a non-voting member of the Board.

2. The Chair of the Board, the Chair-elect of the Board, the Vice Chairs of the Board and the Treasurer (the "Elected Officers") shall be elected by the membership, by vote of the Appointed Directors, which Appointed Directors shall be acting as delegates of the membership for purposes of the election of Officers. The Elected Officers shall be elected from among the Members and Fellows of the Council. The President and the Secretary shall be appointed by and shall serve at the pleasure of the Board of Directors and may not be the same individual.
3. The terms of office of the Elected Officers shall be as follows:

Chair of the Board	One Year
Chair-elect of the Board	One Year
Vice Chairs of the Board	Two Years
Treasurer	Two Years

A term of office shall begin at the installation of officers at the Annual Convention following the election of officers and shall continue until a successor is elected and qualifies.

#### **B. Eligibility for Office.**

1. Chair of the Board. The Chair of the Board succeeds to the office from the office of the Chair-elect of the Board.
2. Chair-elect of the Board. A Member or Fellow of the Council shall be eligible to hold the office of Chair -elect of the Board provided he or she shall have served as the President of a Member Organization, a member of the Council Executive Committee, or as an Appointed Director. Vice Chairs of the Board and the Treasurer shall be eligible to hold the office of Chair -elect of the Board in a subsequent term.
3. Vice Chairs of the Board and Treasurer. A Member of the Council shall be eligible to hold the office of Vice Chair of the Board or Treasurer provided he or she shall have been an officer or director of a Member Organization, an Appointed Director, a member of a Council Committee, or a member of a Coalition.
4. A Chair of the Board, Chair-elect of the Board, Vice Chair of the Board or Treasurer of the Council having served a full term in the office to which elected, shall be ineligible for re-election to successive terms in the same office. Notwithstanding this or any other provisions in the Bylaws, the Chair of the Board may, when filling a vacancy under Article VII (E)(1)(c), appoint an individual who has previously served as a Vice Chair of the Board. Should the Chair appoint an individual who has not served in this office before, that individual may seek election under the Bylaws as a Vice Chair of the Board for a full term.

#### **C. Nominations for Office.**

1. Not later than January 15 of each year, all members will be notified by the Secretary of vacancies for office that will occur; each Member Organization may submit qualified nominations to fill such vacancies. The names of candidates for all vacancies shall be submitted by the respective Member Organization to the Nominating Committee Chair not later than two weeks prior to the Annual Convention.

2. In addition to candidates submitted by Member Organizations, the Nominating Committee may seek and consider other eligible candidates for the office of Chair-elect of the Board and other Elected Officers. The deadlines in Article VII (C)(1) above shall not apply to this provision.
3. Not later than November 25 of each calendar year, the Nominating Committee shall nominate candidates for the elective offices, and shall seek their willingness to serve. No two or more Officers shall be from the same Member Organization or Member Firm at any given time, except that the Chair-elect of the Board may be nominated from any Member Organization regardless of whether an individual from the same Member Organization is already serving as an Officer of the Council. The Nominating Committee shall not nominate two or more Officers from the same Member Organization in the same year.
4. In the event that nomination for any elective office shall not be made as stipulated, the Executive Committee shall select a nominee for that office.

#### **D. Election to Office.**

1. **Balloting.** Not later than December 10 of each year the Secretary shall mail an election ballot in the form of a proxy solicitation to the Appointed Director of each Member Organization, which ballot shall contain the names of the nominees. The Appointed Director shall complete the ballot, which shall be in the form of a directed proxy, for the Member Organization. Copies of the ballot and biographical information on the nominees shall be forwarded to the President and Executive Director of each Member Organization for informational purposes. The election ballot also shall include provisions for write-in candidates. Completed ballots shall designate the Secretary of the Council as the proxyholder, and be validated by the signature of the Appointed Director. The election ballot shall be delivered to the Secretary by the close of business the Wednesday immediately preceding January 15 and votes of the Member Organizations shall be counted on or before January 15. The nominee receiving the largest number of valid votes cast for an office shall be declared elected.
2. **Announcement of Election Results.** The Secretary shall announce the names of the Officers elected in the next issue of the official publication of the Council.

#### **E. Succession of Officers.**

Any Elected Officer of the Council shall continue to serve until a successor is elected and qualifies.

1. A vacancy occurring in an Elected Office of the Council during the term of an officer shall be filled for the unexpired term as follows:
  - a. **Chair of the Board.** When the office of Chair of the Board is vacated, the Chair-elect of the Board may, at his or her discretion, fill the remainder of the preceding Chair's term. In the event the Chair-elect of the Board declines, the Senior Vice Chair of the Board may, at his or her discretion, fill the remainder of the term. In the event the Senior Vice Chair of the Board declines, the Executive Committee shall appoint a Chair of the Board Pro Tempore to fill the remainder of the term, and this appointment shall be subject to ratification at the next meeting of the Board of Directors.

- b. Chair-elect of the Board. A vacancy in the office of the Chair-elect shall be filled by nomination and election in the same manner as provided in Sections C and D of this Article, except that the Executive Committee shall set the dates for receipts of nominations and ballots. When the office of Chair-elect of the Board is vacated, the Senior Vice Chair of the Board shall serve as Chair-elect of the Board Pro Tempore until a new Chair-elect of the Board can be elected. In the event a vacancy in the office of Chair-elect of the Board occurs less than ninety (90) days before the Annual Convention, the nomination and election shall be for the office of Chair of the Board and the person elected shall upon election assume the office of Chair of the Board, at the Annual Convention.
  - c. Vice Chairs of the Board. A vacancy in the office of a Vice Chair of the Board shall be filled by appointment by the Chair of the Board for the remainder of the vacated term. An individual appointed under this subsection (c) must meet the requirements under Article VII (B)(3) of the Bylaws. Such appointments by the Chair of the Board shall be subject to ratification by the Executive Committee and the Board of Directors.
- 2. In the case of the disability of any officer of the Council, or neglect in the performance of duty, the Executive Committee shall have power to suspend the officer. If the officer is an Elected Officer, he or she may only be removed from office by the members, by vote of the Appointed Directors, which Appointed Directors shall be acting as delegates of the membership for the purpose of this vote. The President and Secretary may be removed by the Board of Directors.
  - 3. In the temporary absence or disability of the Chair of the Board, the Chair-elect of the Board shall discharge the duties of the Chair of the Board.

## **ARTICLE VIII. EXECUTIVE COMMITTEE**

### **A. Composition.**

The Executive Committee, authorized in the Certificate of Incorporation, shall consist of the Chair of the Board, Chair-elect of the Board, Vice Chairs of the Board, the Treasurer, and the President. A representative of the Chief Staff Executives of the Member Organizations may attend meetings of the Executive Committee, but shall not vote and shall not be a member of the Executive Committee. The President shall be a non-voting member of the Executive Committee. NAECE shall designate one of its members to attend meetings of the Executive Committee.

### **B. Regular Meetings.**

Meetings of the Executive Committee shall be held at least four times each year, two of which shall immediately precede the annual and fall meetings of the Board of Directors.

### **C. Special Meetings.**

Special meetings of the Executive Committee may be held as determined by the Chair of the Board or by any two or more other members of the Executive Committee. At least ten (10) days' notice of any such special meeting shall be given by the Secretary to members of the Executive Committee. Notice of a special meeting shall state its purpose and no other business shall be considered.

#### **D. Insurance Against Defalcation.**

The Executive Committee shall obtain and maintain in force an insurance policy indemnifying the Council with respect to any defalcation by any officers or employees of the Council.

#### **E. Quorum.**

The presence at a meeting of at least a majority of the voting members of the Executive Committee in person shall constitute a quorum for the transaction of business.

#### **F. Voting Action.**

For the transaction of business a simple majority of the votes cast at a meeting shall constitute action of the Executive Committee, except as otherwise provided by the Rules of Policy and Procedure.

### **ARTICLE IX. MANAGEMENT**

#### **A. Duties and Responsibilities.**

1. Board of Directors. The Board of Directors shall seek to fulfill the purpose of and manage the affairs of the Council in accordance with the laws under which the Council is organized and within the provisions of the Certificate of Incorporation and Bylaws. It shall direct the investment and care of the funds of the Council, adopt an annual budget and make appropriations for specific purposes; act upon applications for membership and transfer; take measures to advance the practice of consulting engineers and the interests of the Council; designate the appointive officers; perform the specific duties required of it by the Bylaws and generally direct the business of the Council.
2. Executive Committee. Between meetings of the Board of Directors, the Executive Committee shall exercise full powers of the Board of Directors in matters which in the judgment of the Executive Committee must be acted upon before the next regular meeting of the Board of Directors, except as provided for in the Certificate of Incorporation and as limited by applicable law. The Executive Committee shall have immediate supervision of the financial affairs of the Council, and shall advise the Board of Directors on all financial matters. All actions taken by the Executive Committee shall be in accordance with the general policies of the Board of Directors and shall be reported to the Board of Directors at its next meeting.
3. Chair of the Board. The Chair of the Board is empowered by the Board of Directors to be the chief elected officer of the Council and shall, subject to authority of the Directors: have responsibility for the management oversight of the Council's affairs; act as the primary spokesperson for the Council; preside over all meetings of the Council, the Board of Directors and of the Executive Committee; assign liaison responsibility for Council activities to other members of the Executive Committee; be an ex-officio member of all committees; and serve as the primary Council representative in national and international associations interacting with the Council. He or she may designate other Council officers to preside at meetings in his or her stead. The Chair of the Board shall not be counted in determining the presence of a quorum for the transaction of business by any committee.

4. Chair-elect of the Board. The Chair-elect of the Board shall prepare for the next year as Chair of the Board, and perform such duties as delegated by the Chair of the Board and the Board of Directors.
5. Vice Chairs of the Board. Each Vice Chair of the Board may be assigned duties and may preside at any meeting of the Council, the Board of Directors or the Executive Committee at the request of the Chair of the Board. The Senior Vice Chair shall, in addition, be in line of succession following the Chair-elect as provided under these Bylaws.
6. Treasurer. The Treasurer shall provide general oversight of the Council's financial operations, regularly review the financial statements of the Council, provide a report on the state of the Council's finances at each meeting of the Executive Committee and the Board of Directors, and serve as the Chair of the Financial Oversight Committee and the Budget Committee.
7. President. The President is the chief staff officer of the Council, engaged by the Executive Committee with Board approval to perform the daily operations of the Council, and acts as the spokesperson for the Council in day-to-day matters concerning issues with the national government and its agencies, with domestic trade associations, and with international trade associations. The President is empowered by the Board and Executive Committee to act as chief executive officer reporting directly to the Chair of the Board. He or she shall be paid a salary and enjoy fringe benefits in such amounts as shall be determined annually by the Executive Committee as represented by the immediate past Chair of the Board, the Chair of the Board, and the Chair-elect of the Board; attend all meetings of the Board of Directors and Executive Committee as a non-voting member; be an ex officio member of all committees; be responsible for preparing the Annual Report and such other reports as may be prescribed by the Board of Directors or Executive Committee; supervise the work of the Secretary and other employees of the Council, have charge of all Council properties; and with the assistance of the Secretary, if a separate individual, conduct and maintain full records of the correspondence of the Council. In the absence of the Secretary, the President shall serve as Secretary. As a non-voting member of the Executive Committee, the President provides advice on all policy matters that come before the Council. As such, the President provides continuity in the implementation of the Council's Strategic Plan and ensures that policy matters and operations remain consistent with the objectives of the Council.
8. Secretary. The Secretary shall attend all meetings of the Board of Directors and Executive Committee; be responsible for the preparation of the agenda and the official records of the proceedings of the Board of Directors and Executive Committee meetings; and be responsible for maintaining the official records and documents of the Council.

## **B. Budget and Accounting.**

1. Budget.
  - a. Multi-year dues and projected budget estimates, not to exceed three years, shall be adopted by an affirmative two-thirds vote of the total eligible Voting Power cast by the Board of Directors at the annual meeting of the Board of Directors.

- b. The fiscal year of the Council shall be from July 1 to June 30.
  - c. Except by consent of an affirmative majority vote of the total eligible Voting Power cast by the Board of Directors, all requests for budget funds shall be submitted to the Budget Committee at least sixty (60) days prior to the annual meeting at which the Board of Directors would consider the request.
  - d. Budget Adjustments. The Executive Committee may approve adjustment of individual line items of the multi-year projected budget estimates. Such adjustments shall not result in total expenditures in excess of the total budget approved by the Board of Directors nor shall such adjustments affect Council dues in any way. The Executive Committee shall have authority to apply excess receipts to activities and programs of the Council, or to reserve investment or savings accounts of the Council.
2. Audit. An annual certified financial audit of the Council's operations shall be prepared at the close of the fiscal year by an independent Certified Public Accountant appointed by the Financial Oversight Committee. A copy of the annual Auditor's Report shall be sent promptly each year to all Member Organizations through their Directors, and shall be made available to members of all other classes on request.

## **ARTICLE X. CONFERENCES OF THE COUNCIL AND MEETINGS OF THE BOARD OF DIRECTORS**

### **A. Annual Conventions.**

The Council's Annual Convention shall be held no later than the second quarter of each calendar year in conjunction with the annual meeting of the Board of Directors at a time and location to be determined by the Executive Committee. New officers shall be installed during the Annual Convention.

### **B. Fall Conferences.**

The Council's Fall Conference shall be held in conjunction with the fall meeting of the Board of Directors.

### **C. Board of Directors.**

- 1. Regular Meetings. Two meetings of the Board of Directors shall be held each year. One meeting shall be held at the time of the Annual Convention and the other meeting shall be held in the Fall at a time and place recommended by professional staff and approved by the Executive Committee.
- 2. Special Meetings. Special meetings of the Board of Directors may be held as determined by the Board of Directors or the Executive Committee. Special meetings may also be initiated by petition signed by at least ten Directors. At least thirty (30) days' notice of any such special meeting shall be given by the Secretary to members of the Board of Directors. Notice of a special meeting shall state its purpose, and no other business shall be considered.
- 3. Procedure. The rules of procedure for meetings shall be as established by the Board of Directors, or in the absence of specific Bylaws or Rules of Policy and Procedure, Robert's Rules of Order, Revised. Only Directors, and Alternate Directors, when

acting for Directors, shall make and second motions. The Chair of the Board at his or her discretion may recognize others for discussion purposes during meetings of the Board of Directors.

## **ARTICLE XI. COMMITTEES, COALITIONS, AND OTHER GROUPS**

### **A. Creation and Classification.**

1. Open Committees. Committees designated by the Executive Committee as open committees shall be open to membership upon request by any Council Member in any class of national Council membership. These committees shall be advisory committees only, and shall not be considered committees of the Board, nor shall the committees have the authority of the Board.
2. Appointed Committees. Committees whose compositions are specified under the Bylaws or Rules of Policy and Procedure shall be designated as appointed committees.
3. The Chair-elect of the Board shall annually designate the chairs and outline the duties of all open committees. The Chair-elect of the Board shall annually appoint the members, designate the chairpersons, and outline the duties of all appointed committees except the Nominating Committee, the Committee of Past Chairs, and the Committee of Fellows. The Chair-elect of the Board shall direct the development of the open and appointed committees' purposes, goals and action plans consistent with the current Council Vision and Strategic Plan and after consultation with the President, outgoing Chair of the Board, and committee chairs. Committees shall report to the Board of Directors and the Executive Committee in accordance with the Rules of Policy and Procedure governing committee operations.
4. The Executive Committee may discontinue any committees, excepting Standing and Permanent Committees, and may appoint other committees from time to time, from its own membership, or otherwise, subject to the limitations set forth in the Certificate of Incorporation, these Bylaws, and the New York Not-for-Profit Corporation Law.
5. The Nominating Committee each year shall be composed of the most recently available Chair Emeritus of the Council, his or her most recently available predecessor Chair Emeritus as chair, the seated Appointed Director from each Member Organization ineligible to have a member elected to any office except that of Chair-elect of the Board, and three additional members who have served on the Council Executive Committee. Said three additional members shall be appointed by the Chair of the Board.
6. The Committee of Past Chairs shall be composed of all living Past Presidents having served before 2001, and past Chairs of the Council, with the second most recent past Chair as Chair of the Committee. The second most recent past Chair shall also serve as the Chair of the Subcommittee for the evaluation of nominations for the Chair Emeritus Award.
7. The Committee of Fellows shall consist of twelve (12) Fellows elected by the College of Fellows, subject to approval by the Executive Committee. Members of the Committee of Fellows shall serve three (3) year terms with the terms of four (4) members expiring at the close of the Annual Convention of the Council each year.



8. The Financial Oversight Committee shall consist of the Chair of the Board, the President, and the Treasurer. The Treasurer shall chair this Committee.
9. The Board of Directors may from time to time create Standing Committees. Only those committees made up solely of three or more members of the Board of Directors shall be considered Standing Committees as defined in the New York Not-for-Profit Corporation Law, and only such Standing Committees shall be permitted to exercise the full authority of the Board of Directors.
10. Coalitions, Councils, and Forums. The creation and classification of Coalitions, Councils, and Forums shall be as provided for in the Rules of Policy and Procedure.

#### **B. Permanent Committees.**

The following shall be Permanent Committees of the Council:

1. Planning Cabinet
2. Nominating
3. Committee of Past Chairs
4. Budget
5. Professional Conduct
6. Committee of Fellows

#### **C. Quorum.**

Any number of members who take part in a meeting of the full committee in person or by conference call shall constitute a quorum for purposes of being able to hold the meeting, except in the case of the Nominating Committee, for which two thirds of the members must be present. Formal committee action shall require the consent of a simple majority of the entire committee. In the event that a simple majority is not present at a committee meeting at which formal committee action is proposed, notice of the action shall be sent to the full committee and committee members shall have at least two business days within which to vote on the action. Notification and voting may be conducted by any reasonable means.

### **ARTICLE XII. AMENDMENTS TO CERTIFICATE OF INCORPORATION AND BYLAWS**

#### **A. Amendments.**

The Certificate of Incorporation and these By-laws may be amended by the following procedures:

1. Initiation of Amendments. Amendments may be initiated by any of the following:
  - a. a petition, signed by at least ten Directors;
  - b. an affirmative majority vote of the total eligible Voting Power cast by the Board of Directors at any meeting;

- c. an affirmative majority vote of the total eligible Voting Power cast by the Executive Committee; or
2. Review. Any proposed amendment shall be reviewed by the Executive Committee which shall refer it with its recommendation to the Bylaws and Resolutions Committee which in turn shall prepare a Draft Amendment for approval by the initiators and action by the Board of Directors.
3. Notice. The Secretary shall send a copy of the proposed amendment to the appointed Director for each Member Organization at least thirty (30) days prior to the voting date in the case of an amendment to the Bylaws and at least forty-five (45) days prior to the voting date in the case of an amendment to the Certificate of Incorporation.
4. Vote. Amendments to the Certificate of Incorporation and the Bylaws shall require an affirmative two-thirds vote of the total eligible Voting Power cast by the Board of Directors, in which vote the Appointed Directors shall be acting as delegates of the membership for purposes of the approval of amendments. Amendments shall become effective immediately unless stated otherwise in the amendment.
5. Mail Vote. If it is deemed necessary by the Executive Committee, a mail ballot may be used for voting on amendments, if the other requirements as set forth above are met. Such votes shall be in the form of a directed proxy and shall designate the Secretary of the Council as the proxyholder.

#### **B. Trial Waivers.**

The Bylaws and Rules of Policy and Procedure may be waived on a temporary and limited basis for the purpose of supporting extraordinary initiatives to advance the Strategic Plan, provided:

1. the waiver of the specific provisions of the Bylaws and/or Rules of Policy and Procedure is approved by the Executive Committee by at least a two-thirds affirmative vote;
2. the waiver is limited to those provisions of the Bylaws and/or Rules of Policy and Procedure that must be waived, and only to the extent necessary to implement the initiative for which the waiver is sought;
3. the duration of the waiver shall not exceed the period of time provided under the terms of the initiative for which the waiver is sought;
4. the waiver furthers the ACEC Strategic Plan and its reasonable implications; and
5. the waiver is executed within the existing budget of the organization and does not have a net negative material impact on the ACEC budget or operations.

#### **ARTICLE XIII. NOTICE**

Except as otherwise required by law or by any provision of the Certificate of Incorporation or these Bylaws, notices and announcements relating to the Council published in the ACEC

official newsletter of record and sent to all member firms shall be deemed to have been brought to the attention of all members of the Council.

#### **ARTICLE XIV. INDEMNIFICATION**

The Council may, by resolution of the Board of Directors, provide for indemnification by the Council of any and all of its current or former officers, Directors, staff or committee members to the fullest extent permitted by the New York Not-for-Profit Corporation Law.