

TABLE OF CONTENTS

Section	Page
1 OFFICERS AND BOARD OF GOVERNORS	1
2 NOMINATING COMMITTEE	1
3 ELECTIONS	1
4 RULES	1
5 MANAGEMENT	1
6 DUTIES OF THE PRESIDENT	2
7 DUTIES OF THE PRESIDENT-ELECT	2
8 DUTIES OF THE VICE PRESIDENT	2
9 NOT USED	
10 DUTIES OF THE SECRETARY-TREASURER	2
11 NOT USED	
12 AFFILIATION	3
13 BOARD ATTENDANCE	3
14 CONTRACTS AND OTHER FORMAL DOCUMENTS	3
15 COMMITTEES	3
16 MEMBERSHIP	4
17 AFFILIATE MEMBERSHIP	7
18 ENTRANCE FEES AND DUES	7
19 MEETINGS OF THE BOARD OF GOVERNOR	7
20 OBJECTIVES	7
21 AMENDMENTS	8
22 VOTING ELIGIBILITY	8
23 CHAPTERS	8
24 MEETINGS	9
25 EXECUTIVE DIRECTOR	9
26 DUTIES OF THE EXECUTIVE DIRECTOR	9

BYLAWS
OF
AMERICAN COUNCIL OF ENGINEERING COMPANIES OF LOUISIANA, INC.

SECTION 1. OFFICERS AND BOARD OF GOVERNORS – The officers shall consist of a President, President-Elect, Vice President and Secretary-Treasurer. The Board of Governors shall consist of the aforementioned officers and the immediate Past President (who will serve as the ACEC National Director), the Chapter Presidents of duly chartered Chapters and no less than four (4) nor more than eight (8) elected Members-at-Large.

SECTION 2. NOMINATING COMMITTEE – In January of each year, the Board of Governors shall appoint a nominating committee of three (3) members of the corporation, not more than one of whom is a member of the Board of Governors. At least two (2) months before the annual meeting the nominating committee shall advise the secretary of its nominations for candidates for officers and other members of the Board of Governors. These nominations shall be mailed to the members of the corporation, forthwith by the secretary. Other nominations may be made in writing upon petition by at least five (5) members, delivered to the secretary at least forty-five (45) days before the annual meeting. If any person nominated shall be found by the Board of Governors to be ineligible for office for which nominated, or should the nominee decline such nomination, his name shall be withdrawn. The Board of Governors may fill any vacancies that may occur in the list of nominees up to the time the ballots are sent out.

SECTION 3. ELECTIONS – Officers and other Members of the Board of Governors shall be elected by secret letter ballot. The list of nominees shall be submitted to the membership by letter ballot at least thirty (30) days before the annual meeting. For election, any candidate must obtain a majority of the eligible votes cast. In the event of a lack of majority for any office, there shall be at the annual meeting a run-off election for that office between the two (2) highest candidates. The President shall appoint a committee of tellers who shall count the votes and shall submit a report to the annual meeting. The newly elected officers shall take office on July 1 and will remain in office until July 1 of the following year.

SECTION 4. RULES - Meetings shall be conducted under Robert's Rules of Order.

SECTION 5. MANAGEMENT – The affairs of the corporation shall be managed by the Board of Governors acting through the officers. The Board of

Governors shall make an annual report to the membership, including a financial statement and such other matters as may be deemed appropriate. Any vacancy in the Board of Governors shall be filled by a majority vote of the Board. A majority vote of the Board of Governors shall have the authority to declare vacant any office where the elected Officer or Board Member has demonstrated his inability or unwillingness to perform the duties of his office by his continued absence or resignation. Any vacancy filled by the Board of Governors shall be in effect until the next annual election of officers.

To facilitate its management of the corporation, the Executive Committee shall conduct such matters of business as the Board may direct, within the scope of the provisions outlined herein. The Executive Committee shall be composed of the officers of the Organization and the National Director. The Executive Committee shall transact routine business between meetings of the Board and in emergencies. All business transacted by the Executive Committee shall be reported to the Board at its next meeting. The report shall be made by the President or the Executive Director. The report shall be complete, enumerating all that has been done since the last Board Meeting. It may be oral unless the Board instructs the Executive Committee to submit written reports. The Executive Committee shall meet at the call of the President. Four (4) members shall constitute a quorum for the transaction of all business.

The accounting procedure and financial statement format has been standardized by action of the Board of Governors as presented at the January 19, 1984 board meeting. There will be no changes to either unless by majority vote of the Board of Governors upon the advice from the Certified Public Accountant retained by the organization.

SECTION 6. DUTIES OF THE PRESIDENT – The President shall preside over all meetings of the corporation and of the Board of Governors. He shall be an ex-officio member of all committees. He shall perform such other duties as may be determined from time to time by the Board of Governors. He shall appoint all committees other than the standing committees. He shall serve as the ACEC Alternate National Director.

SECTION 7. DUTIES OF THE PRESIDENT-ELECT – The President-Elect shall perform the duties of the President in his absence. He shall also perform such other duties as may be determined from time to time by the President or the Board of Governors. He shall assume the office of the President at the expiration of his term as President-Elect.

SECTION 8. DUTIES OF THE VICE PRESIDENT – The Vice President shall perform the duties of the President-Elect in his absence. He shall perform such

other duties as may be determined from time to time by the President or Board of Governors.

SECTION 9. NOT USED

SECTION 10. DUTIES OF THE SECRETARY-TREASURER– The Secretary-Treasurer, utilizing the services of the staff, shall keep a complete record of all proceedings and correspondence of the corporation and the Board of Governors. They shall send notices of meetings, elections, and proposed amendments to the Articles of Incorporation or Bylaws to members of the corporation or the Board of Governors. They shall keep accounts of the corporation and make all payments for bills authorized by the Board to be paid. All checks shall bear the signature of the President, President-Elect or Vice-President, in addition to the Secretary-Treasurer or other party authorized by resolution of the Board of Governors. They shall keep a roster of the members of the corporation and perform all other duties usually pertaining to the office of Secretary-Treasurer.

SECTION 11. NOT USED

SECTION 12. AFFILIATION– American Council of Engineering Companies of Louisiana, Inc. shall be a member organization of the American Council of Engineering Companies. The President shall serve as the Alternate National Director to the American Council of Engineering Companies. The immediate Past President shall serve as the National Director to the American Council of Engineering Companies.

SECTION 13. BOARD ATTENDANCE – Any member of the Board of Governors, including the Officers, missing three (3) regular or special meetings of the Board, unless specifically excused by the President, shall be considered as resigning his elected position and the vacancy may be filled as outlined in Section 5 of these Bylaws.

SECTION 14. CONTRACTS AND OTHER FORMAL DOCUMENTS – Contracts and other formal documents shall be signed by two (2) Officers of the Corporation on approval of the Board of Governors.

SECTION 15. COMMITTEES - The Board of Governors shall appoint the following standing committees, in addition to such special committees as it may from time to time determine. The committees shall be comprised of members of the Board of Governors except as provided hereinafter.

a. Membership Committee consisting of the duly elected President of each constituted chapter and one at large director, which shall determine potential

applicants and investigate the qualifications of applicants for membership, and report thereon to the Board of Governors.

b. Continuing Education Committee consisting of one at large director and other members from the general membership and/or Directors as determined by the Board of Governors, shall organize and develop continuing education seminars for the benefit of the general membership and other outside organizations. The number of seminars will be determined by the Board of Governors.

c. Public Relations Committee consisting of one at large director and other members from the general membership and/or Directors as determined by the Board of Governors, shall develop and upgrade the ACEC/L website and other newsletters, publications or activities that promote the ACEC/L.

d. Legislative Committee consisting of one at large director and other members from the general membership and/or Directors as determined by the Board of Governors, shall monitor legislative activities that affect ACEC/L and recommend action to the Board of Governors.

e. Client Liaison Committee consisting of one at large director and other members from the general membership and/or Directors as determined by the Board of Governors, shall provide communications between ACEC/L and several outside agencies. Six subcommittees are established including Transportation, American Institute of Architects of Louisiana, Facility Planning and Control, State Fire Marshall, Industrial and Federal Agencies.

SECTION 16. MEMBERSHIP – Membership, admission and expulsion shall be in accordance with the provisions of the Articles of Incorporation and these Bylaws. Membership is limited to the consulting engineering firm, with its principal, or principals, representing it in all Council business. Hereafter, the principal will be referenced to as “member”.

Eligibility for Membership: Each prospective member firm representative shall be a professional engineer registered in the State of Louisiana. He shall be a principal of a firm with an established office for the practice of consulting engineering. He shall be a sole proprietor, a partner, a policy-making executive, or an officer of a corporation rendering consulting engineering services, provided that said officer or executive is authorized to and does act for the firm on engineering policies and activities.

a. Regular Membership: The Membership Approval Procedure will be initiated when an applicant submits a completed application form which has been duly signed by three (3) members of American Council of Engineering Companies

of Louisiana, Inc. in good standing who thereby act as sponsors for the applicant. One individual acting as sponsor shall be a member of the Chapter covering the geographical area in which the applicant is located.

A firm that contacts the State Organization concerning membership shall be provided with an application form plus a list of members in the Chapter so that he can contact firm(s) to obtain three sponsors.

The firm shall submit a signed statement with the application that they accept the disciplinary procedures of the American Council of Engineering Companies of Louisiana, Inc. and the American Council of Engineering Companies. This statement shall be in the form determined by American Council of Engineering Companies of Louisiana, Inc. and the American Council of Engineering Companies.

Applications for membership shall be submitted to the Executive Director.

Based upon the information on the application, the Executive Director shall determine if the individual or firm is eligible for membership.

The Executive Director shall recommend to the Executive Committee that the application be accepted or rejected.

The Executive Committee shall determine the acceptance or rejection of probationary membership by a majority vote.

Upon action of the Executive Committee to grant probationary membership, the Executive Director shall notify the members of the probationary membership and request any information from the members that would be grounds for terminating the membership.

At the Board meeting following a two week period of responses from the members on the probationary membership, the membership application will be presented to the Board of Governors along with any comments received. The Board of Governors shall vote to confirm or reject membership by the applicant.

If the comments received indicate that the applicant may be guilty of an ethics violation, then the Board of Governors shall refer the alleged ethics violation to either the Executive Committee for handling under the provisions of the disciplinary section of these Bylaws, or to the ACEC Ethics Committee for its handling under the disciplinary procedures of the American Council of Engineering Companies.

Thus Probationary Membership in American Council of Engineering Companies of Louisiana, Inc. shall be granted immediately (within one week) to very bonafide applicant with Full (non-probationary) Membership to be granted in the meeting of the Board of Governors following a two week comment period after distribution of a notice of probationary membership to the member firms of American Council of Engineering Companies of Louisiana, Inc., unless the membership is opposed based on an alleged violation of ethical standards. In such case, the probationary membership shall be extended until the ethics violation has been determined by the Executive Committee or the ACEC Ethics Committee. The Board of Governors shall then take action to terminate the Probationary Membership if there has been an adjudge violation of the ethics standard that would merit expulsion of a full member, or to accept the applicant into Full (non-probationary) Membership if the violation was found not to have occurred or if the violation would not merit expulsion of a full member. (Revised Membership Approval Procedure adopted by the CEC/L Board of Governors on February 20, 1991).

b. Honorary Membership: Honorary Membership shall be nominated by the Board of Governors at any regular meeting, upon unanimous vote of those present. Nominees shall be referred to the Membership Committee which shall investigate each nominee thoroughly. Upon recommendation of the Membership Committee, nominees shall then be voted on by the members, pursuant to the provisions of the Articles of Incorporation. A rejected applicant shall not be considered for membership until at least one year from date of his previous application. An elected candidate shall be duly notified by the President and shall become an honorary member upon acceptance. All proceedings of the Board of Governors with respect to honorary membership shall be privileged and confidential. Honorary member shall be exempt from the entrance fee and annual dues but shall have all other rights and privileges of regular membership.

c. Inactive Membership: Inactive members shall not have any privileges of membership. No additional dues shall be incurred but no relief from past obligations shall be granted.

1. Voluntary Inactive membership shall be granted a member by majority vote of the Board of Governors on written request with thirty days notice. A Voluntary Inactive Member may be reinstated to regular membership by a majority vote of the Board of Governors on request of the member and provided that the member is current with his financial obligations to the Council.

2. A member may be placed on an Involuntary Inactive Membership status for due cause by affirmative vote of two-thirds of the total membership of the Board of Governors. Prior to that action the

Secretary shall notify the member in writing that such action is contemplated and that he may appear at the next Board of Governors meeting to contest such action. An Involuntary Inactive Member may be reinstated to regular membership by a two-thirds vote of the total membership of the Board of Governors and provided all past financial obligations have been paid.

d. Suspended Membership: Suspended members shall not have any privileges of membership. No additional dues shall be incurred but no relief from past obligations shall be granted.

A member may be suspended for due cause for a designated period not to exceed five years by affirmative vote of two-thirds of the total membership of the Board of Governors. He will automatically be reinstated to regular membership at the termination of the period of suspension provided that any past financial obligations have been satisfied.

e. Life Membership: A member who retires from active practice as a Consulting Engineer may, on his written request, be transferred to Life member status by a majority vote of the Board of Governors in regular meeting if the following provisions are met:

1. The member has attained the age of 60.
2. He has been a member of the American Council of Engineering Companies of Louisiana, Inc. for at least 15 years, unless length of membership is waived by two-thirds affirmative vote of the total membership of the Board of Governors.
3. He is not engaged in contracting, in manufacturing or in any field of activity which would have made him ineligible for active membership.
4. He retires as a member in good standing.

f. Termination of Membership: Membership may be terminated by resignation or by expulsion.

A member of good standing may resign upon written request and on acceptance by the Board of Governors.

A member may be expelled for due cause by affirmative vote of two-thirds of the total membership of the Board of Governors.

SECTION 17. *AFFILIATE MEMBERSHIP*- Affiliate Membership will support the goals of ACEC/L and shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries and/or organizations that are otherwise ineligible for Membership as described in Section 13. Affiliate Membership shall also be limited to those that:

a. provide professional services of a scientific and technical nature complimentary to the services provided by Member Firms. Those managing the Affiliate Member will be professionally licensed/certified/registered, as appropriate, for their area of expertise.

b. provide professional services used in the internal operation of Member Firms. Those managing the Affiliate Member will be professionally licensed/certified/registered, as appropriate, for their area of expertise.

c. provide products or services normally specified by Member Firms.

Affiliate Members shall not be eligible to vote on ACEC/L business, hold office in ACEC/L, nor serve as a chairman of an ACEC/L Committee. Dues will be set by a majority vote of the Board of Governors. Affiliate membership at the state level does not preclude the affiliate from joining the ACEC national organization, subject to the rules stipulated in the national bylaws.

SECTION 18. *ENTRANCE FEES AND DUES* – The entrance fee shall be fixed by the Board of Governors annually. The annual dues, payable in advance as the Board may direct, shall be fixed by the Board of Governors annually. Any member elected after the first day of November in any year shall pay a proportionate share not to exceed one-half of the annual dues, as determined by the Board. The Treasurer shall mail notices to all members for payment of their dues or other obligations. Any member with financial obligations in arrears for a period (period as established by the Board of Governors) after they are due may be placed on an Inactive Membership or other status by action of the Board of Governors as outlined in Section 16 of these Bylaws.

SECTION 19. *MEETINGS OF THE BOARD OF GOVERNORS* – The Board of Governors shall meet a minimum of six times per year (12 month period). Special meetings may be held from time to time upon two (2) days' notice. A simple majority of the number of filled board positions for a particular year shall constitute a quorum.

SECTION 20. *OBJECTIVES* – In pursuance of its established objectives, the corporation shall undertake:

- a. Promotion of and adherence to sound professional practices and the active discouragement of actions detrimental to the profession.
- b. Active efforts to eliminate the furnishing of professional services by manufacturers or others who provide such services incident to the sale of equipment and other services.
- c. Promotion of performance of professional engineering services on large undertakings by practicing professional engineers instead of by staff employees.

SECTION 21. AMENDMENTS – These Bylaws may be amended by the affirmative vote of the majority of the Board of Governors, provided that notice of such amendment shall have been given to the members of the Board of Governors at least one (1) week prior to the date of the meeting at which it is to be presented for consideration. The membership shall be notified of any amendments to the Bylaws approved by the Board of Governors. The membership may suggest amendments to the Bylaws by notifying the Board of Governors in writing of the proposed change.

SECTION 22. VOTING ELIGIBILITY – Member firms eligible to vote shall be limited to one vote for a firm with an Index Number of 1 to 3; two votes for a firm with an Index Number of 4 to 6; and three votes for a firm with an Index Number of 7 or higher.

Eligibility to vote shall be decided by the presiding officers and voting shall be permitted only if dues payments are not delinquent. Written proxy shall be limited to counting towards a quorum of a membership meeting or a Board meeting, and to a vote on a subject published in a meeting agenda.

SECTION 23. CHAPTERS – In order that local matters may be dealt with more effectively, chapters shall be formed in Baton Rouge, Greater New Orleans, Shreveport, Lafayette and in such other municipalities or areas as the Board of Governors may determine:

a. A chapter can be formed or dissolved only on approval by a majority vote of the Board of Governors in regular meeting.

b. Chapters shall elect officers annually with terms of office to coincide with the terms of office of the State Officers. Each chapter shall elect a President, Vice President, and a Secretary. Additional officers may be elected as desired by the individual chapter. The elections shall be held one month prior to election of State Officers. A Chapter President that does not meet the requirements of

SECTION 13. BOARD ATTENDANCE and is removed from the Board of Governors shall also be considered as being removed from the office of Chapter President.

c. Chapters are authorized to act on any purely local matter which addresses itself to the chapter, provided the matter is handled within the scope of the Articles of Incorporation and the Bylaws of the State Organization, and provided that no action of a chapter shall contravene policies of the State Organization or of the ACEC.

d. Chapters may, with the consent of its members, levy assessments for special chapter projects. Regular dues may be assessed as a condition of membership, subject to the approval of the Board of Governors.

e. A resolution by a chapter requesting action by a state officer or by the Board of Governors shall be considered binding on said officer or upon the Board of Governors unless disapproved by action of the governors present at the next Board of Governors meeting.

f. Members of the state organization shall also be members of the local chapter serving the area in which the member's office is located.

g. The boundaries of the local chapter shall be determined by the Board of Governors and may be changed at any time by the Board of Governors provided that prior notice is given to the local chapter or local chapters involved and an opportunity is accorded them to make recommendations regarding such proposed changes.

SECTION 24. MEETINGS – A meeting that has been requested in writing by no less than five members in accord with Article XII, Section 2 of the Articles of Incorporation shall be called within 30 days of receipt of said request.

SECTION 25. EXECUTIVE DIRECTOR – The Executive Committee will receive all applications and will interview the selected applicants for the position of Executive Director. The committee will present its first, second, and third choices to the Board of Governors. The Board of Governors will interview each of the selected applicants separately and appoint the Executive Director. A two-thirds majority vote of the Board of Governors will be necessary to appoint the Executive Director.

SECTION 26. DUTIES OF THE EXECUTIVE DIRECTOR - The work of the Executive Director shall be under the direction of the Board of Governors. The Board of Governors will determine policies and general procedures in written form. The Executive Director shall be responsible for the administration of these policies and procedures.

The Executive Director will be in charge of the state council office in Baton Rouge. His office will maintain all council records and correspondence. The Executive Director will maintain a close relationship with the national office and all manager-owner oriented associations.

He will attend all membership and board meetings including local meetings where practical and keep accurate minutes of these meetings. He will promote Consulting Engineering to all private and public entities where Consulting Engineering should be made available. He will be responsible for all publications authorized by the Board of Governors. He will work closely with the President and the Board of Governors and all official committees. The Executive Director will represent ACEC/L at the legislature and all governmental offices both local and state and work to promote a friendly workable relationship with them.

The Executive Director is authorized to seek out and solicit qualified engineers in private practice to apply for ACEC/L membership.

The Executive Director will interview and hire all state office employees, with the approval of the Board of Governors.

The salary, expenses and benefits of the Executive Director will be set by the Board of Governors as well as all other state office employees.

The Executive Director can be relieved of his position by a two-thirds vote of all the board members and a thirty days notice.

The Executive Director must give the board a written resignation and thirty days notice if he wishes to discontinue his services to ACEC/L.