

BYLAWS

AMERICAN COUNCIL OF ENGINEERING COMPANIES OF WYOMING

(Formerly: Wyoming Association of Consulting Engineers and Surveyors)

A Non-Profit Wyoming Corporation

ARTICLE I – GOVERNMENT

- A. EXECUTIVE BOARD – The government of the membership of the American Council of Engineering Companies of Wyoming, hereinafter ACEC of Wyoming, shall be vested in the Executive Board, hereinafter the Board, consisting of the offices of President, Vice-President, Secretary, Treasurer, Past-President, and additional Directors such that the total number of Board members shall be seven. Nothing in these Bylaws shall prevent the offices of Secretary and Treasurer from being held by the same person.
- B. ELECTION – Prior to the Annual Meeting, the Board shall select a nominating committee consisting of, to the extent possible, the three immediate Past-Presidents of ACEC of Wyoming. Not less than 30 days prior to the Annual Meeting, this committee shall nominate one candidate for each position on the Board, obtain acceptance of each nominee, and advise the membership in writing of the nominations. Additional nominations may be made prior to the Annual Meeting by petition signed by five Member Firms of ACEC of Wyoming and acknowledged by the nominee. Election of the Board shall be made by written ballot of the membership attending the Annual Meeting; however, if only one candidate is nominated for each Board position, the vote may be made by affirmation.
- C. TERM OF OFFICE – All Board members shall be elected for a term of one year and shall be eligible for re-election to the Board but may not succeed themselves in any officer position. All terms of office shall run concurrent with the fiscal year (July 1 through June 30).
- D. ELIGIBILITY TO OFFICE
1. All Principals of Member Firms duly registered, as a Professional Engineer or Land Surveyor in the State of Wyoming shall be eligible for office; however, no Member Firm shall have more than one member serving on the Board at one time.
 2. To be eligible, a non-owner Principal meeting the requirements of the above paragraph shall submit a letter of authorization, signed by all ownership Principals of their Member Firm stating that they exercise management responsibility for technical or business decisions; however, the number of non-owner Principals serving on the Board at one time shall not be a majority.

E. BOARD DUTIES

1. The Board as a body shall guide and direct the general policy of ACEC of Wyoming, shall be the final deciding body and spokesman for ACEC of Wyoming on all issues not specifically requiring general membership action, shall assist in the appointment of the necessary functional committee chairpersons and shall assist in the direction of committee activities. In the absence or disability of both the President and Vice-President, the Board shall select a temporary presiding officer.
2. The Board shall select both a delegate and an alternate delegate to the American Council of Engineering Companies, hereinafter ACEC, within 90 days after the Annual Meeting. The term of each shall be for one year. Either may be eligible for reappointment. The ACEC delegate shall act as the official representative of ACEC of Wyoming at ACEC meetings and shall attend all meetings of the Board. The alternate delegate shall act as delegate in the event the delegate is unable to attend any meeting.
3. The Board shall have the authority to contract for services or employ an Executive Director.

F. OFFICERS AND DUTIES

1. The President shall have the general supervision, direction and control of the business and affairs of ACEC of Wyoming, subject to the control of the Board. The president shall preside over all the meetings of ACEC of Wyoming. At or before the first Board meeting following installation, the President shall appoint standing committee chairpersons and such special committees and task forces as are authorized by the Board. The President shall call such special meetings of the Board as deemed necessary.
2. The Vice-President shall perform all the duties of the President in the absence of or disability of the President. The Vice-President shall perform such other duties as may be prescribed by the Board or these Bylaws.
3. The Secretary shall keep a complete record of all proceedings and correspondence of the Board, keep a complete record of all proceedings and correspondence of the membership of ACEC of Wyoming, provide a roll of Member Firms and their corresponding Voting Power for inspection at any meeting of the membership, including the names of those authorized to cast Member Firm votes, keep a roll of the Membership in attendance at any such Board or membership meeting, and perform such other duties pertaining to the office of Secretary.
4. The Treasurer shall be responsible for the collection of dues, assessments, fees and other monies due ACEC of Wyoming, manage the financial affairs of ACEC of Wyoming, and perform the duties usually assigned to a Treasurer. The Treasurer shall make payments only for bills properly approved by the Board.

G. EXECUTIVE DIRECTOR DUTIES – The duties of the Executive Director shall be to coordinate meetings, maintain records, prepare notices, disseminate information, perform other administrative office duties under the direction of the Board and subject to review and approval of the Secretary, maintain checking and reserve accounts and pay bills under the direction of the Board and subject to the review and approval of the Treasurer, attend Board meetings, attend ACEC meetings as directed, and perform other duties as may be contracted for with the ACEC of Wyoming Board of Directors.

H. MEETINGS OF THE EXECUTIVE BOARD

1. The Board shall meet as often as may be necessary but at least three times per year and no less than once every five months, at the call of the President, or at such times as the Board may designate. Special Board meetings may be called at the request of the President, the Vice-President, or any two other members of the Board upon notice given to each and all Board members at least 72 hours before the time appointed therefore.
2. Four members of the Board shall constitute a quorum for the transaction of business, and a vote of a majority of such quorum shall be sufficient to carry any measure before such meeting. The attendance of any Board member at any Board meeting shall constitute a waiver of notice of the meeting, except when the member attends a meeting for the express purpose of objection to the transaction of any business.

I. VACANCIES – Any vacancy occurring in the Executive Board during the one-year term of office shall be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the un-expired term of their predecessor in office but shall not be eligible to become an officer. The un-expired term of an officer shall be filled by one of the currently elected Directors.

ARTICLE II – MEMBERSHIP

A. CLASSES AND DEFINITIONS

1. MEMBER FIRM. Any lawful entity engaged in the private practice of and doing business in the profession of engineering or land surveying in the State of Wyoming, such entity either being duly registered as a professional engineer or land surveyor in the State of Wyoming or having one or more principals similarly duly registered, and having made Application to and been accepted into ACEC of Wyoming.
2. PRINCIPAL. An individual designated by a Member Firm, who is a sole proprietor, partner, officer or manager: (a) having an ownership interest, or (b) exercising management responsibility for technical or business decisions.

3. **LIFE MEMBER.** A person fully retired from the active private practice of professional engineering or professional land surveying, having been a Principal of a Member Firm of ACEC of Wyoming for a minimum of ten previous consecutive years, whose nomination has been approved by a two-thirds majority of the entire Executive Board and affirmed by a majority vote of the Voting Power at any meeting. The ten-year requirement may be waived for good cause by a majority vote of the entire Executive Board.
 4. **AFFILIATE MEMBER FIRMS.** The Affiliate Member Firm category shall be in accordance with the eligibility requirements in 4.a and 4.b of this section.
 - a. 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 ACEC and provide professional services or products used by Member Firms.
 - b. **Eligibility.** Only firms judged not eligible for ACEC of Wyoming are eligible to become Affiliate Member Firms. Affiliate Member Firms shall not be eligible to vote on ACEC business, hold office in ACEC nor serve as chair of an ACEC committee.
 5. **VOTING POWER.** The index number of each Member Firm or the sum of index numbers of all Member Firms properly represented at any duly held meeting as determined from the records of the Secretary of ACEC of Wyoming.
- B. ELIGIBILITY FOR ADMISSION –** In order to be eligible for membership in ACEC of Wyoming, a candidate firm or candidate must:
1. meet the criteria as defined heretofore;
 2. be recommended by a Member Firm or Life Member; and
 3. submit to ACEC of Wyoming an application form provided by ACEC of Wyoming, which when signed by a principal of the firm, is statement of the following:
 - a. that they have read the Code of Ethics of ACEC and agree to abide by the provisions of said document;
 - b. that they are not currently being disciplined by the Wyoming State Board of Registration for Professional Engineers and Professional Land Surveyors, hereinafter SBRPEPLS; and,
 - c. that they agree payment of Annual renewal dues is a reaffirmation of such statement.

C. INVOLUNTARY SEPARATION – Any Member Firm, Life Member or Affiliate Member Firm may be dropped from the role of membership by the Board for any one of the following reasons:

1. ceasing to have the necessary qualifications as set forth herein;
2. intentionally misrepresenting such information necessary to establish eligibility for membership or the appropriate level of Annual dues;
3. failing to abide by the Bylaws of ACEC of Wyoming; or,
4. being disciplined by the SBRPEPLS.

D. MEETINGS AND VOTING

1. ANNUAL MEETING. There shall be an Annual Meeting of ACEC of Wyoming during the fourth quarter of each fiscal year at a time and place as directed by the Board for electing successor officers, receiving annual reports and transacting other business.
2. SPECIAL MEETINGS. Special meetings may be called;
 - a. by the Board; or
 - b. upon presentation of a petition in writing to the President and signed by Member Firms representing ten percent (10%) of the Voting Power.
3. VOTING. Only Member Firms in good standing shall be eligible to vote in the affairs of ACEC of Wyoming. Each Member Firm shall be entitled to a number of votes equal to their index number as listed in the records of the Secretary of ACEC of Wyoming. Each Member Firm shall at least once each year, but not less than ten days prior to any meeting of the membership, notify the Secretary in writing the name(s) of its Principal(s) eligible to cast their vote(s).
4. QUORUM. Ten percent (10%) of the Voting Power of the total of all Member Firms of ACEC of Wyoming, when present at any meeting, shall constitute a quorum. Should there be less than this amount the presiding officer shall adjourn such meeting from time to time until a quorum is present. Attendance at each meeting shall be made a part of the permanent records of ACEC of Wyoming. If a quorum is present, the affirmative vote of a majority of the Voting Power represented at the meeting shall be sufficient to carry any measure before such meeting unless stipulated otherwise in these Bylaws.

ARTICLE III – DUES AND ASSESSMENT

A. ANNUAL DUES

1. The annual dues required for Member Firms shall be determined by the vote of the membership on the recommendation of the Board and shall be proportionate to the ACEC index number record with the Secretary of ACEC of Wyoming. The annual dues shall remain the same until changed by a vote of the membership.
2. The annual dues required for Affiliate Member Firms shall be determined by the vote of the membership on the recommendations of the Board.
3. Annual dues shall not be required for Life Members.

B. **ASSESSMENTS** – Assessments or other fees may be levied against Member Firms, not to exceed twenty-five percent (25%) of the annual dues, by an affirmative vote of seventy percent (70%) of the entire Board.

ARTICLE IV – AMENDMENTS

A. These Bylaws may be amended by a two-thirds affirmative vote of the Voting Power of the Member Firms voting thereon; provided, however, that the total number of votes shall be a majority of the total Voting Power of all Member Firms.

B. Proposed amendments to these Bylaws shall be initiated for submission to the membership by one of the following methods:

1. upon written petition by not less than five Member Firms; or
2. a majority vote of the Voting Power present at any regular meeting; or
3. a majority vote of the Board; provided, however, that the total number of votes shall be a majority of the entire Board.

C. Voting on proposed amendments shall be by written ballot, by one of the following methods:

1. at a regular meeting, provided that a notice setting forth the proposed amendment or amendments shall have been sent to each Member Firm at least ten days prior to such meeting; or
2. by a letter ballot setting forth the proposed amendment or amendments with reasons therefore and setting forth any known objections thereto; provided that a time certain when such ballots be returned to ACEC of Wyoming's office for tabulation is stated on the ballot together with the admonition that should the ballot be not in ACEC of Wyoming's office at the stated time, then such ballot is void.

IN WITNESS WHEREOF, for the purpose of amending the Bylaws for this nonprofit corporation under the laws of the State of Wyoming, we, the undersigned, being the President and Secretary of the AMERICAN COUNCIL OF ENGINEERING COMPANIES OF WYOMING, having been duly authorized by a vote of the membership conducted by mail ballot between the 13th day of April, 2011, and the 12th day of May, 2011, hereby execute these Bylaws on the date written below.

AMERICAN COUNCIL OF ENGINEERING COMPANIES OF WYOMING

By: _____ Date: _____
Steven F. Moldt, President

_____ Date: _____
Kenneth C. Rathbun, Secretary