

*Articles of
Incorporation*

and

Bylaws

Amended January 2012

American Council of Engineering Companies of Alabama
Articles of Incorporation

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American Council of Engineering Companies of Alabama

Articles of Incorporation

ARTICLE I. NAME

The name of the corporation is the *American Council of Engineering Companies of Alabama* (ACEC/Alabama), an affiliate Member State Organization of the American Council of Engineering Companies (ACEC/National).

ARTICLE II. TYPE OF CORPORATION

The Council is a corporation as defined in Title 10-3A, Code of Alabama 1975, as last amended and Section 501 (c) (6) of the Internal Revenue Code.

ARTICLE III. PURPOSE

The objective and purpose of the Council shall be exclusively those of a business league within the meaning of Section 501 (c) (6) of the Internal Revenue Code, as may be amended from time to time (the Code), including to consider and act in management, business and professional matters pertaining to consulting engineering, with the objective of assisting its members in achieving higher professional, business and economic standards, thus enabling them to provide better consulting engineering services in the interest of their clients, and particularly to include:

- A. protecting the public welfare;
- B. safeguarding the ethical standards of the engineering profession and ensuring that ethical standards are maintained by consulting engineers and land surveyors in private practice;
- C. promoting harmony; cooperation, and mutual understanding among consulting engineers and land surveyors;
- D. cooperating with public bodies and other organizations in matters of common interest;
- E. promoting the professional and economic welfare of its members;
- F. acting as a clearing house and information center among its members and providing cooperative services for their common purpose and benefit;
- G. advising on enactment of legislation affecting the interests of consulting engineers and land surveyors, and assisting its members on state and local legislation that may have a relation to the general interests of the Council.
- H. supporting and assisting in the advancement of science and practice of engineering and land surveying, and to
- I. serve jointly with ACEC/National on all of the foregoing.

ARTICLE IV. POWERS

- A.** In furtherance of its objectives as set out in Article III, but not for any other object, the Council shall have the following powers, in addition to those powers granted by Title 10-34A, Code of Alabama, 1975 and Section 501 (c) (6) of the Internal Revenue Code, as both may be amended from time to time after the date of these Bylaws, to the extent permitted by law:
1. to solicit, accept, hold and administer funds exclusively for the Council's purposes set forth in Article III, and to take and receive, by bequest, devise, gift or benefit of trust, and to purchase, construct upon or lease, any property or interest in property, real, personal or mixed, tangible or intangible wherever located and without limitation as to value;
 2. to hold, sell, lease, loan, convey or otherwise dispose of any property so received, purchased or otherwise acquired, and invest or reinvest principal and receive income; to add income to principal, and to use expend, loan, convey, donate, demise, or otherwise transfer the property of the Council, whether principal or income, exclusively for the purposes set out in Article III;
 3. to borrow money to be used for payment for property bought by it, for making improvements or for making loans, exclusively for the purposes set out in Article III, and to secure the repayment of money borrowed, by mortgage, pledge or deed of trust, upon any property (whether real, personal, or mixed) owned by it; and to secure by mortgage, pledge or deed of trust any existing indebtedness which it may have lawfully contracted;
 4. to transfer or distribute funds to organizations which are exempt from income tax under the Internal Revenue Code, or contributions to which are deductible under the Internal Revenue Code;
 5. to exercise its rights, powers and privileges by holding meetings of its Members and Executive Committee, by keeping books, by hiring people, and by establishing one or more offices, branches, subdivisions, and agencies, and
 6. to do everything and anything reasonably and lawfully necessary, proper, suitable or convenient to achieve the objectives and purposes set forth in Article III.
- B.** Notwithstanding any other provisions of this Article IV, the Council may not exercise any power, either expressed or implied, in such a manner as to disqualify the Council from exemption from income tax under Section 501 (c) (6) of the Internal Revenue Code.
- C.** It is the intention of the Council at all times to qualify and remain qualified as exempt from income tax under Section 501 (c) (6) of the Internal Revenue Code. Accordingly:
1. The Council shall not be conducted or operated for profit, and no part of the net income of the Council shall inure to the benefit of any private member or individual; nor shall any such net income nor any of the property or assets of the Council be used other than for the objects and purposes of the Council as set forth in Article III, and
 2. In the event of a liquidation, dissolution, termination or winding up of the Council (whether voluntary, involuntary, or by operation of law), none of the property or assets of the Council shall be made available in any way to any individual, corporation, or other organization, except to corporations or other organizations established for the benefit of the engineering profession and located within the United States, which qualify as exempt from income tax under Section 501 (c) (6) of the Internal Revenue Code.
- D.** The provisions of Articles III and IV shall be construed as objects and purposes and as powers, respectively, and each as an independent object, purpose or power, in furtherance, and not in

limitation, of the objects, purposes and powers granted to the Council by Title 10-3A of the Code of Alabama, 1975, and as amended; and except as otherwise specifically provided in any such provision, no such purpose, object or power shall be in any way limited or restricted by reference to, or inference from, any other provision of these Articles of Incorporation provided however, that the Council may not exercise any power, either express or implied, in such a manner as to disqualify the Council from exemption from United States income tax under Section 501 (c) (6) of the Internal Revenue Code.

ARTICLE V. DURATION

The duration of the Council shall be perpetual.

ARTICLE VI. PRINCIPAL AND REGISTERED OFFICES

- A. The principal office of the Council and the post office address to which the Secretary of State shall mail a copy of any notice required by law shall be at ACEC/Alabama's permanent or temporary office in the State of Alabama, currently situated at 531 Herron Street, Montgomery, Alabama 36104-4336.
- B. The registered agent of the Council upon which process against the Council may be served shall be the Executive Director at the above address.

ARTICLE VII. TERRITORY

The territory in which the operations of the Council are principally to be conducted is the State of Alabama, but the Council may do any one or more of the acts herein set forth as its purposes within or without the State of Alabama.

ARTICLE VIII. APPROVALS

All approvals or consents required to be obtained by the Council will be endorsed upon or annexed to the Certificate of Consolidation before the same is delivered to the Secretary of State for filing.

ARTICLE IX. MEMBERSHIP

There shall be such classes of membership and procedures for admissions and separations as shall be set forth in the Bylaws.

ARTICLE X. GOVERNMENT OF THE COUNCIL

- A. The number of officers of the Council, their qualifications, terms of office, and duties shall be fixed by, or determined in accordance with, the Bylaws. The officers shall be elected by the membership in the manner provided in the Bylaws.
- B. The voting power of the membership shall be vested solely in the Member Firms as provided in the Bylaws.
- C. The Bylaws may be altered, amended or repealed and new Bylaws may be adopted in the manner provided in the Bylaws.

American Council of Engineering Companies of Alabama

Bylaws

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American Council of Engineering Companies of Alabama

Bylaws

ARTICLE I. THE COUNCIL

- A. **Definition.** American Council of Engineering Companies of Alabama (ACEC/Alabama) is a state association representing independent consulting engineering firms. ACEC/Alabama is incorporated under the laws of the State of Alabama as a nonprofit organization. Hereinafter American Council of Engineering Companies of Alabama may be referred to as “the Council.”
- B. **Abbreviation.** The approved abbreviation of the name of the Council shall be ACEC/Alabama. 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 Executive Committee.
- D. **Seal.** The Executive Committee has prepared a suitable corporation seal. This seal shall be in the charge of the Secretary/Treasurer, who shall be responsible for affixing the seal to appropriate official documents.
- E. **Consulting Engineer.** A consulting engineer is an independent professional 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 registered as professional engineers in Alabama. Consulting engineers shall have no commercial affiliations with manufacturers, materials suppliers, contractors or others, which bias their judgment.
- F. **Land Surveyor.** A land surveyor is an independent professional 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 registered as a professional land surveyor in Alabama. Wherever the words “consulting engineer” or “consulting engineering” appear herein it is intended that the words “land surveyor” or “land surveying” may be substituted. Land surveyors shall have no commercial affiliations with manufacturers, material suppliers, contractors, or others, which bias their judgment.

ARTICLE II. MEMBERSHIP

- A. **Member Firms.** Shall be limited to those individual firms, parent firms, branch offices, or subsidiaries whose resident principals (proprietors, partners or officers) furnish independent consulting engineering services and shall:
 - 1. Establish and maintain an office for the practice of consulting engineering.
 - 2. Have principals registered or licensed professionally in accordance with the laws of Alabama;
 - 3. Practice consulting engineering in accordance with the *ACEC/National Professional and Ethical Conduct Guidelines*;
 - 4. Practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate independent professional judgment to other considerations.

5. The key principal shall be the voting member as designated by the Member Firm.
- B. *Principal.*** A principal is an individual designated by a member firm, who is a sole proprietor, partner, officer, or manager: i) having an ownership interest, or ii) exercising management responsibility for technical or business decisions.
- C. *Life Members.*** Shall be fully retired from active practice, be not engaged in contracting, manufacturing or any field of activity that would have rendered them ineligible for membership in the first instance and have been a Member for at least 10 years, and shall request to ACEC/Alabama to become life members, and as long as they remain inactive, may so continue without payment of dues.
- D. *Associate Membership.*** Shall be limited to those proprietors, firms, parent firms, subsidiaries and/or organizations that provide professional services of a scientific and technical nature that are complimentary to the services provided by Member Firms. Associate Membership shall not be eligible to vote on ACEC/Alabama business, may not hold office in ACEC/Alabama.
- E. *Sustaining Membership.*** Shall be limited to those sole proprietors, firms, parent firms, subsidiaries and/or organizations that provide business support services/products that are complementary to the services provided by Member Firms. Such members may include entities that supply goods or services that are specific by consulting engineers. Sustaining Membership shall not be eligible to vote on ACEC/Alabama business, may not hold office in ACEC/Alabama and cannot serve as chairperson of an ACEC/Alabama committee. Sustaining members may serve on any ACEC/Alabama committee, as appointed by the President and may attend and participate in ACEC/Alabama membership activities. In all such activities, however, the sustaining members shall serve without a vote, in an advisory capacity only.
- F. *Affiliate Membership.*** ACEC/Alabama affiliations are formed when a group of individuals or non-member firms desire to pursue a specific business issue that requires more intense activity than currently being offered by the Council.

Upon request, an affiliate committee consisting of the ACEC/Alabama President, President-Elect, and Secretary/Treasurer is empowered to recognize affiliates, subject to confirmation by the Council's Executive Committee.

To be recognized by the Council the affiliate must have a common purpose that is consistent with the Council's policy and position statements. In addition it must have a sufficient number of potential members who exhibit an active interest in its goals and objectives.

An affiliate must have a designated chairperson. Its operating and financial plans must be dedicated to the accomplishment of the affiliate's purposes.

Affiliates whose firms meet ACEC/National's eligibility requirements are encouraged to become regular members of the Council as well.

ARTICLE III. ADMISSION AND SEPARATION

- A. *Admission.*** Members of each class who are qualified as defined in Article II shall be admitted as follows:
1. Applicants must apply to ACEC/Alabama for acceptance on the form and in the format prescribed by the Executive Committee. ACEC/Alabama shall have full rights to establish procedures and to determine eligibility of Applicants provided that qualifications for membership are no less stringent than those of ACEC. When the application is approved,

the applicant shall become a member of ACEC/Alabama. Those applicants approved for membership as Member Firms will also become members of ACEC/National.

- a) Application for membership shall be in a form prescribed by and addressed to the Executive Director or Secretary/Treasurer.
- b) Application shall contain the following information:
 - i) Full name of applicant, with business address and telephone number
 - ii) Branch or branches of engineering in which applicant practices
 - iii) Length of time during which applicant has been in independent practice as a consulting engineer
 - iv) Certification that the applicant agrees to uphold the Bylaws of ACEC/Alabama if admitted to membership
 - v) Average number of personnel (including principals) of the applicant's firm during the past year
 - vi) Full disclosure of ownership of applicant
 - vii) Listing of Individual Member proposed by applicant, including Alabama registration number, position in firm, residence address and telephone number
 - viii) Endorsements of the applicant, by two or more members in good standing, shall be part of each application
- c) The application will be considered at the Executive Committee meeting following the date of receipt of the completed application by the Executive Director or Secretary/Treasurer and upon a two-thirds vote of approval by the Executive Committee, membership will be approved.

B. Separation. Separation of a member from ACEC/Alabama may come about either through resignation or expulsion.

1. **Resignation.** A member may resign from ACEC/Alabama upon written notice to the Council. Resignations shall be effective at the end of the quarter following the date of the receipt of the written resignation and upon fulfillment of all obligations to the effective date of resignation.
2. **Expulsion.** A member may be expelled from membership on the grounds that the members' conduct or policy is prejudicial to the interest of ACEC/Alabama. A member of any class also may be expelled if the member ceases to fulfill the qualifications and responsibilities of membership as defined in Article II and Article IV or if the member neglects or declines to furnish such information as to the member's professional conduct or practices as may be required by ACEC/Alabama to determine whether or not such qualifications are met.

Expulsion shall be by two-thirds of the total voting power of the Executive Committee, and only after the member has had the opportunity to be heard by a committee designated by the Executive Committee. The findings and recommendations of the Committee shall be forwarded in writing to the Executive Committee and to the member concerned. The action of the Executive Committee shall be final.

Provided, however, that ACEC/Alabama shall, without prior notice, forthwith and without the requirement of any vote by the Executive committee, expel from membership any Member that does not certify to the Council, in writing, prior to the last business day of the fiscal year, the following:

(Name of Member)

Hereby certifies that it does not have in effect nor seek adherence to any code of ethics, statement of principle, policy statement, rule, bylaw, guideline, standard, or collective statement which has the purpose or effect of suppressing, restraining or discouraging its members from entering into design competitions, providing free services, or providing services on a continuing basis, nor does it pursue any other collective course of action which has the purpose or effect of suppressing or eliminating competition based upon designs, free services or contingent arrangements.

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

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

ARTICLE IV. RESPONSIBILITY OF MEMBERSHIP

- A. **Responsibility.** All members are bound by properly enacted rulings and actions of ACEC/Alabama and ACEC/National.
- B. **Certification.** Annually each member 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 ACEC/Alabama. Annual certification shall occur at the time of submitting information for the Membership Directory on forms provided by ACEC/Alabama.

ARTICLE V. DUES AND ASSESSMENTS

A. Determination of Member firm Annual Dues and Special Assessments

Index numbers shall be computed to one decimal point by raising the average number of full-time employees (30 hours or more per week) to a power of $1/1.75$ [employee# $^{(1/1.75)}$]. There shall be a maximum index number of 80.

1. **Annual National Dues**

- a) ACEC/Alabama dues are based on the ACEC/National budget as adopted by the Board of Directors of ACEC/National. Each firm's annual dues shall be calculated in accordance with the ACEC/National Rules of Policy and Procedure.
- b) ACEC/National dues of ACEC/Alabama member firms shall be added to their **ACEC/Alabama** dues, except in cases where a branch office or subsidiary is a member of ACEC/Alabama and the parent firm pays dues directly to ACEC/National for branch office and subsidiaries.

2. **Annual State Dues**

- a) State annual dues shall be payable by Member Firms, Associated Members, and Sustaining Members to ACEC /Alabama. Associated and Sustaining Member dues shall be established by the Executive Committee at least four (4) months prior to the beginning of the fiscal year.
- b) The estimated budget for the forthcoming year as prepared by the Secretary/Treasurer and the Administration and Finance Committee, and as recommended by the Executive Committee shall be based upon the estimated total of annual state dues for a forthcoming year.

The proposed dues schedule for the forthcoming year, together with the proposed budget, shall be mailed to the entire membership in good standing on or before April 1, each year. Approval or rejection of the proposed dues schedule and budget shall be by written ballot received by May 1 of that year. A majority vote of the membership in good standing shall be required for adoption of the proposed dues schedule and budget.

Non-returned ballots will be counted in accordance with Article VI (E) of the Bylaws.

B. Payment

- 1. Dues shall be payable annually or quarterly, in advance.
- 2. A firm elected to membership in ACEC/Alabama in any one quarter shall pay dues starting with the next following quarter.
- 3. ACEC/National dues payments shall be made by ACEC/Alabama Member Firms, except Member Firms having membership in more than one State Organization, to ACEC/Alabama. ACEC/Alabama will collect and forward national dues together with a statement of account to ACEC/National within 30 days after the beginning of each quarter.
- 4. Payment shall be made direct to ACEC/National by Member Firms having membership in more than one State Organization.
- 5. 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.

6. Dues of Associate and Sustaining Members shall be payable directly to ACEC/Alabama annually at the beginning of the fiscal year for existing membership, or prorated beginning with the first quarter after joining ACEC/Alabama.
- C. **Delinquency of Payment.** Failure on the part of a Member Firm to pay dues or assessments within six months of the original due date of the dues or assessments may be accepted as notice of resignation in accordance with Article III, B, 1, if approved by the Executive Committee.
- D. **Reinstatement.** Former Member Firms rejoining shall be obligated to pay dues owed at the time of termination.

ARTICLE VI. GOVERNMENT OF ACEC/ALABAMA

- A. **Executive Committee.** Government of the membership shall be vested in the Executive Committee; consisting of the President, President-Elect, Eight (8) Vice Presidents, Secretary/Treasurer, Past President and the National Director.
- B. **Quorum.** The presence of eight (8) of the members of the Executive Committee shall constitute a quorum for the transaction of business. A quorum of the Executive Committee may be established via conference call with the exception of the quarterly Executive Committee meetings. No proxy ballots or votes shall count towards the establishment of a quorum pursuant to this section. When a quorum is properly established each Executive Committee member shall have one vote.
- C. **General Membership Voting Power.** In matters before the general membership, ACEC/Alabama adheres to the policy of one firm, one vote. Each Member Firm in good standing shall have voting power for election of officers and other Council business based upon one vote per firm.
- D. **Voting.** At the discretion of the Executive Committee, the vote on any matter may be cast by mail, telephone, facsimile or other means of recordable electronic communication.
- E. **Voting Action.** For the transaction of business a simple majority of the votes cast at a meeting in person, by proxy, by mail, by telephone or by facsimile shall constitute action of the Executive Committee except as otherwise provided in the Articles of Incorporation or these Bylaws. In the event a ballot is not returned it shall be counted as an affirmative vote.
- F. **Rules of Policy and Procedure.** The "Rules of Policy and Procedure", as published annually by ACEC, shall be the "Rules of Policy and Procedure" of ACEC/Alabama, where applicable, with the term Member organization referring, at the State or ACEC/Alabama level, to Member Firm. All conflicts will be resolved by the Executive Committee of ACEC/Alabama.

ARTICLE VII. OFFICERS

A. *Titles and Terms of Service*

1. The Officers of ACEC/Alabama shall be President, President-Elect, eight Vice Presidents, Secretary/Treasurer, Past President, and National Director of whom no three shall be from the same Member Firm. The Officers shall also include the Executive Director.

2. The President, President-Elect, Vice Presidents, Secretary/Treasurer, and National Director shall be elected from among the principals of member firms. The Executive Director shall be appointed by and shall serve at the pleasure of the Executive Committee. The Vice Presidents shall be elected from the areas designated on the attached zone map. One Vice President shall come from zones 1-6. Two Vice Presidents shall come from zone 7. If there are no candidates for Vice President in a zone a candidate from an adjacent zone shall be elected. The National Director shall be elected from a list of past presidents.

3. The terms of office of the elective officers shall be as follows:

<i>President</i>	<i>One Year</i>
<i>National Director</i>	<i>Two Years</i>
<i>President-Elect</i>	<i>One Year</i>
<i>Vice Presidents</i>	<i>Two Years</i>
<i>Secretary/Treasurer</i>	<i>Two Years</i>
<i>Past President</i>	<i>One Year</i>

4. A term of office shall coincide with the beginning of the fiscal year as defined in the Bylaws and shall continue until a successor is qualified and elected. For the annual meeting, the outgoing officers shall continue to serve until the close of old business.

The Vice Presidents shall be elected in staggering two-year terms. A President-Elect shall be elected each year.

B. Eligibility for Office

1. **President.** The President succeeds to the office from the office of the President-Elect.
2. **President-Elect.** A Member of ACEC/Alabama shall be eligible to hold the office of President-Elect provided he or she is a Principal of a Member Firm. Vice Presidents and the Secretary/Treasurer shall be eligible to hold the office of President-Elect in a subsequent term.
3. **Vice Presidents and Secretary/Treasurer.** A Member of ACEC/Alabama shall be eligible to hold the office of Vice President or Secretary/Treasurer provided he or she is a Principal of a Member Firm.
4. **Past President.** The Past President succeeds to the office from the office of the President.
5. **National Director.** A Member of ACEC/Alabama shall be eligible to hold the office of National Director provided he or she is a principal of a Member Firm and provided he or she has served as Past President of ACEC/Alabama.

C. Nominations for Office

1. Not before January 1, no later than February 15 of each year, all members will be notified by the Secretary/Treasurer of vacancies for office that will occur, and that nominations as appropriate from each Member Firm to fill such vacancies are in order. Nominations shall be given to the Nominating Committee. The Chairman of the Nominating Committee shall receive recommendations no later than February 25.
2. Not later than March 15 of each calendar year, the Nominating Committee shall nominate one candidate for each elective office, and shall seek their willingness to serve.

D. Election to Office

1. **Nominees.** No later than April 1 of each year, the Executive Director shall prepare a ballot listing the names of the nominees provided by the Nominating Committee and a blank space for each available office for “write in” names and mail said ballot on said date to all Member Firms in good standing. Ballots must state that only those received by ACEC/Alabama before noon on May 1st, will be counted. Ballots will be forwarded electronically to key contacts of member firms.
 2. **Announcement of Election Results.** The Secretary shall announce the names of the officers elected in the next issue of the official publication of ACEC/Alabama, but no later than May 15th.
- E. Succession of Officers.** Any elected officer of ACEC/Alabama shall continue to serve until a successor is elected and qualifies.
1. A vacancy occurring in an elective office of ACEC/Alabama during the term of an officer shall be filled for the unexpired term as follows:
 - a) President, by a President-Elect.
 - b) President-Elect, by a 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. In the event a vacancy in the office of President-Elect occurs less than 90 days before the annual meeting, the nomination and election shall be for the office of President and the person elected shall upon election assume the office of President, at the Annual Meeting.
 - c) National Director, by the Past President.
 - d) All other offices shall be filled at the discretion of the Executive Committee.
 2. In the case of the disability of any officer of ACEC/Alabama, or neglect in the performance of duty, the Executive Committee shall vote to declare the office vacant.
 3. In the temporary absence or disability of the President, the President-Elect shall discharge the duties of the President.
 4. A President, President-Elect, Vice President or Secretary/Treasurer of ACEC/Alabama having served a full term in the office to which elected, shall be ineligible for reelection to successive terms in the same office.

ARTICLE VIII. EXECUTIVE COMMITTEE

- A. Composition.** The Executive Committee, authorized in the Articles of Incorporation, shall consist of the President, President-Elect, Vice Presidents, and Secretary/Treasurer, Past President, National Director and Executive Director. It shall have immediate supervision of the financial affairs of ACEC/Alabama.
- 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 semiannual meetings of ACEC/National.
- C. Planning Meeting.** After the spring annual meeting of ACEC/National and prior to the ACEC/Alabama Annual Meeting the Executive Committee shall meet with the Long Range

Planning Committee and the past Presidents to plan for the activities of the upcoming year. The Long Range Plan shall be updated and goals established at the discretion of the Executive Committee.

- D. **Special Meetings.** Special meetings of the Executive Committee may be held as determined by the President or by any two or more other members of the Executive Committee. At least ten days notice of any such special meeting shall be given by the Secretary/Treasurer to members of the Executive Committee.
- E. **Insurance Against Defalcation.** The Executive Committee shall maintain in force an insurance policy indemnifying ACEC/Alabama with respect to any defalcation by any officer or employees of ACEC/Alabama.
- F. **Quorum.** The presence at a meeting of at least eight (8) of the members of the Executive Committee shall constitute a quorum for the transaction of business. No proxy ballots or votes shall count towards the establishment of a quorum pursuant to this section.
- G. **Voting Action.** For the Transaction of business a simple majority of the votes cast at a meeting, in person, by proxy, by mail, by telephone or by facsimile shall constitute action of the Executive Committee except as otherwise provided in the Articles of Incorporation of these Bylaws.

ARTICLE IX. MANAGEMENT

A. *Duties and Responsibilities*

1. *Executive Committee*

- a) The Executive Committee shall seek to fulfill the purpose of and manage the affairs of ACEC/Alabama in accordance with the laws under which ACEC/Alabama organized and within the provisions of the Articles of Incorporation and Bylaws. It shall direct the investment and care of the funds of ACEC/Alabama, 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 ACEC/Alabama; designate the appointed officers; perform the specific duties required of it by the Bylaws and generally direct the business of ACEC/Alabama.
 - b) The Executive Committee shall insure that the designated funds such as, the *Richard A. Groenendyke Scholarship Trust Fund*, shall always remain available to provide monies for their stated purposes.
 - c) Between meetings of General Membership, the Executive Committee shall exercise full powers of the General Membership in matters which in the judgment of the Executive Committee must be acted upon before the next regular meeting of the General Membership, except as provided for the Articles of Incorporation, and all actions taken by the Executive Committee shall be in accordance with the general policies of the General Membership and shall be reported to the General Membership at its next meeting.
2. **President.** The President is the chief elected officer of ACEC/Alabama and shall, subject to authority of the General Membership, have responsibility for the general management of its affairs; be responsible for the preparation of the agenda and preside over all meetings of **ACEC/Alabama** and of the Executive Committee; assign administrative responsibility for

committees to other members of the Executive Committee; and be an ex-officio member of all committees.

The President shall not be counted in determining the presence of a quorum for the transaction of business by any committee, except in obtaining the quorum for the Executive Committee. The President shall not be allowed to vote in any committee except the Executive Committee in the case of a tie vote.

3. **President-Elect.** The President-Elect shall prepare for the next year as President, be assigned duties by the President and be a member of the Operations, Administration and Finance, and Membership Committee. The President-Elect shall submit committee assignments to Executive Committee by March 1 of the year in which they begin term as President-Elect. In addition, the President-Elect shall develop and submit to Executive Committee an agenda for their term to complete objectives of the Long Range Plan. The President-Elect shall also include in their agenda special items that are of current concern to ACEC/Alabama that may not be part of the current Long Range Plan.
4. **Vice President.** Each Vice President may be assigned duties including the administration of committees and may preside at any meeting of ACEC/Alabama or the Executive Committee at the request of the President.
5. **Secretary/Treasurer.** The Secretary/Treasurer serves ex-officio as a member of the Administration and Finance Committee and shall review each annual financial report and report thereon to the General Membership and the Executive Committee; be responsible for the collection of all monies due to ACEC/Alabama and for the transfer of such monies to the appropriate bank accounts; have charge of the books of account of ACEC/Alabama and exercises all customary managerial function with regard to the financial transactions of ACEC/Alabama; sign all documents relating to transactions in securities; present annually to the General Membership a balance sheet of ACEC/Alabama's books as of May 31; furnish such other financial statements as may be required; and be responsible to invest, on the recommendation of the Executive Committee, funds not needed for current disbursements. The Secretary/Treasurer shall sign legal papers and other documents as appropriate; attend meetings of the Executive Committee and the General Membership; be responsible for the official records of the proceedings of the General Membership and Executive Committee meetings; and be responsible for maintaining the official records and document of ACEC/Alabama.
6. **National Director.** The National Director represents ACEC/Alabama at ACEC meetings and votes for ACEC/Alabama on various issues. The National Director is required to attend all ACEC/National Conventions during his or her term. The National Director serves as a communication liaison between ACEC/Alabama and ACEC. The National Director shall serve on an ACEC Committee during his or her term.
7. **Past President.** The Past President shall serve as the Alternate National Director, filling in for the National Director as needed. The Alternate National Director, when feasible should serve on an ACEC/National committee during his or her term.
8. **Executive Director.** Under the direction of the President and the Executive Committee the Executive Director shall be the chief staff executive of ACEC/Alabama; shall be paid a salary and enjoy fringe benefits in such amounts as shall be determined by the Executive Committee; attend all meetings of the General Membership and Executive Committee; be responsible for preparing the Annual Report and such other reports as may be prescribed by the General Membership or Executive Committee; supervise the work of the Secretary/Treasurer and other employees of ACEC/Alabama, have charge of all ACEC/Alabama properties; serves as signature authority for ACEC/Alabama; fulfill all other duties as established in the job description developed by the Executive Committee; and with

the assistance of the Secretary, if a separate individual, conduct and maintain full records of the correspondence of ACEC/Alabama. In the absence of the Secretary/Treasurer the Executive Director shall serve as Secretary/Treasurer.

9. **Legal Counsel.** The Executive Committee may retain legal counsel for itself and ACEC/Alabama staff. All request for legal services and advice shall be submitted to the Executive Committee. ACEC/Alabama shall not be responsible for payment of fees or legal services or advice required by Members or Member Firms, unless specifically approved in advance by the Executive Committee.

B. Budget and Accounting

1. Budget

- a) An annual budget shall be developed and approved in accordance with Article V.A.1.a. and V.A.2 herein and presented to the General Membership at its annual meeting, unless specifically adopted as otherwise provided for herein.
- b) The fiscal year of **ACEC/Alabama** shall be from June 1 to May 31.
- c) **Budget Adjustments.** The Executive Committee may approve adjustment of individual line items of the annual budget. Such adjustments shall not result in total expenditures in excess of the total budget approved by the General Membership nor shall such adjustments affect ACEC/Alabama dues in any way. The Executive Committee shall have authority to apply excess receipts to activities and programs of ACEC/Alabama, or to reserve investment or savings accounts of ACEC/Alabama.

2. Payment of Bills

- a) The Secretary/Treasurer shall draw checks as directed by the Executive Committee to meet expenditures authorized by the budget.
- b) All checks shall require the signatures of two of the following; the Executive Director and any designated Executive Committee member or any two designated Executive Committee members as designated by the Executive Committee.

3. **Annual Compilation or Review.** An annual compilation or review of ACEC/Alabama's internal and financial operations shall be prepared by an independent Certified Public Accountant. A copy of the CPA's report shall be sent promptly each year to all Member Firms, and shall be made available to members of all other classes on request.

4. **Internal Audit.** At the discretion of the Executive Committee, a certified financial audit of ACEC/Alabama's internal and financial operations may be prepared at the close of the fiscal year by an independent Certified Public Accountant appointed by the Executive Committee.

A copy of the Auditor's Report shall be sent promptly each year to all Member Firms, and shall be made available to members of all other classes on request.

ARTICLE X. MEETINGS OF ACEC/ALABAMA

A. *Procedure*

The rules of procedure for meetings shall be as established by the Executive Committee, or in the absence of specific Bylaws or written procedure, *Robert's Rules of Order, Revised*.

B. *Meetings of ACEC/Alabama*

The annual meeting of ACEC/Alabama shall be held during the first quarter of each fiscal year at a location to be determined by the Executive Committee. New officers shall be installed during the annual meeting. The meeting shall provide an opportunity for the exchange of ideas and for presentation and discussions designed to enhance the professional development of Members.

C. *Meetings of the General Membership*

1. ***Regular Meetings.*** Regular meetings of the General Membership shall be held each year. One meeting shall be held at the time of the annual meeting, and the other meetings shall be held as called.
2. ***Special Meetings.*** Special meetings of the General Membership may be held as determined by the General Membership or the Executive Committee. Special meetings may also be initiated by petition signed by at least ten Member Firms. At least 40 days notice of any such special meeting shall be given by the Secretary to members of the General Membership. Notice of a special meeting shall state its purpose, and no other business shall be considered.
3. ***Motions and Discussions From the Floor.*** Only key principles and alternate key principles when acting for key principals shall make and second motions. The President at his discretion may recognize others for discussion purposes only.

ARTICLE XI. COMMITTEES

A. *Creation and Classification*

1. The President-Elect shall annually appoint the Chairpersons, of all committees except the Past Presidents Committee.

Committees shall report to the General Membership and the Executive Committee in accordance with the Rules of Policy and Procedure governing committee operations.

2. The Executive Committee may discontinue any committees, and may appoint other committees from time to time, from its own membership, or otherwise.

B. *Standing Committees.* The following shall be Standing Committees:

1. ***Long Range Planning Committee. Duties:*** Recommend goals, objectives, and strategies toward which the Council activities should be directed. Update the Long Range Plan and monitor progress toward its accomplishment. Serve the Executive Committee as a general advisor.

2. **Past-Presidents Committee.**

Past-Presidents Committee serves in an advisory capacity to the Executive Committee and the Long Range Planning Committee in reviewing matters referred to it by either body and commenting on Council activities, programs and directions. The Past-Presidents Committee shall also serve on the Professional and Ethical Conduct Committee, Nominating Committee and Audit Committee. The Nominating Committee each year shall be composed of the immediate Past President of ACEC/Alabama, as Chairperson, and the other Past Presidents.

- A. **Professional and Ethical Conduct Committee. Duties:** Review and recommend changes to Professional and Ethical Conduct Guidelines and Disciplinary Procedures. When formally directed by the Executive Committee, the Professional and Ethical Conduct Committee reviews alleged violations of the Professional and Ethical Conduct Guidelines.
 - B. **Audit Committee. Duties:** Periodically review ACEC/Alabama's internal accounting procedures and financial operations, as well as audits prepared by an independent Certified Public Accountant. The Audit Committee will report its findings and recommendations to the Executive Committee.
 - C. **Nominating Committee. Duties:** Direct the preparation and distribution of nomination invitations, ballots and other election materials. They shall make a selection of the slate of officers to serve for the upcoming year in accordance with the schedule set out in the Bylaws.
3. **Bylaws and Resolutions Committee. Duties:** Draft proposed amendments to the Articles of Incorporation, Bylaws, and Rules of Policy and procedure upon request of the Executive Committee. Prepare resolutions and policy statements in the proper form for consideration by the Executive Committee and the General Membership as presided by the Rules of Policy and Procedure. Review policy statements for possible confirmation by the Executive Committee at each annual meeting.
 4. **Administration and Finance Committee. Duties:** Review the programs and activities proposed by the President-Elect, Executive Committee, and existing committees and recommends budgets for the upcoming year, including sources of income and budget allocations.
 5. **Membership Committee. Duties:** Propose Member Firm activities and membership development programs. Seek new and innovative ways of obtaining new members, through the assistance of the Executive Director. Direct the Executive Director in seeking out and obtaining a membership of new Member Firms.
 6. **Operations Committee. Duties.** Coordinate the activities of all committees and internal operations that relate to the administrative and management functions of ACEC/Alabama. Review programs and operations to insure that ACEC/Alabama is properly and efficiently managed in accordance with the Long Range Plan.
- C. **Practice Committees** – The membership and objectives of the Practice Committees shall be as designated by the Executive Committee. The Executive Committee shall have the discretion to activate or inactivate a Practice Committee.
1. **Geotechnical and Environmental Engineering Committee. Duties.** Makes recommendations and pursues activities related to geo-environmental legislation, regulations, and practices including surface water and groundwater quality, wastewater, hazardous

waste, wetlands, and air quality. Maintains contact with recognized organizations in the environmental and geotechnical fields to stay abreast of new environmental and governmental regulations that may impact the industry.

2. **Transportation Committee. Duties.** Monitors legislation, regulations, and other activities and programs in the transportation fields, including highways, railroads, aviation and mass transit. Recommends ACEC/Alabama positions on transportation issues. Maintains liaison with public agencies having responsibilities in these fields as well as other transportation coalitions.
3. **Civil Engineering and Surveying Committee. Duties.** Monitors legislation, regulations and other activities and programs in the civil engineering field. Recommends ACEC/Alabama positions on civil engineering issues. Maintains liaison with public agencies having responsibilities in these fields as well as other civil engineering coalitions.
4. **Mechanical, Electrical & Plumbing Committee. Duties.** Monitors legislation, regulations, and other activities and programs in the fields of mechanical, electrical and plumbing (MEP). Recommends ACEC/Alabama positions on MEP issues. Maintains liaisons with public agencies having responsibilities in these fields as well as other MEP coalitions.
5. **ACEC/Alabama – ASPE – JECA Liaison Committee. Duties:** To develop joint programs, unify efforts, and cooperative measures between the three organizations for consideration by the Executive Committee.
6. **Business Practices Committee. Duties:** Monitor and make recommendations regarding the Business Practice Programs of the Council; serve as the committee through which all Business Practice Programs and activities are undertaken; increase effectiveness and insure comprehensive converge of business management procedures utilized by our Consulting Engineers. Promote programs and activities to assist Member Firms in improvement of their business management practices. Compile data needed in the development of policy and positions relative to business management of Consulting Engineering Firms.
7. **Inter-Professional Committee. Duties:** Recommend policies, develop and conduct programs to serve the needs of Member Firms engaged in inter-professional practice with other Consulting Engineers, Architects, and other design professionals. Facilitate practice-related information exchange at State and Local levels. Encourage and promote action in cooperation among Engineers, Architects, and other design professionals at all levels. Identify business needs of the inter-professional practitioner, recommend specific actions, and provide guidance to the Executive Committee on inter-professional practice matters. Serves also as the AIA Task Force and Liaison Committee with duties consistent to these.
8. **Energy Committee. Duties:** Monitor legislation organize programs and make recommendations on matter of energy conservation, utilization and alternate energy in institutional, residential, commercial and industrial facilities involving Consulting Engineers. Maintain Liaison with the public agencies involved in energy matters and recommend positions to the Executive Committee.
9. **Engineering Excellence Awards Committee. Duties:** Conduct annual Engineering Excellence Awards Programs including development of criteria for judging and publicizing of the program and its results.
10. **Professional Development Committee. Duties:** Conduct ACEC/Alabama – Scholarship Awards Program. Recommend Programs directed toward Engineering Schools and educators designed to encourage a better understanding and responsiveness to private practice. Recommend policies and provide guidance on issues related to relicensing and

continuing education. Provide ACEC/Alabama with reports on the Alabama State Board of Licensure for Professional Engineers and Land Surveyor's activities and represent ACEC/Alabama on matters related to engineering education and excellence in relation to request of the Board of Licensure

11. **QBS Committee. Duties:** Advance public understanding of the benefits of owners when competition for Consulting Engineering engagements is focused first upon the comparative qualifications, experience, and related performance factors. Gather, evaluate, and disseminate case studies and other information which reflects the effectiveness or ineffectiveness of various Engineer/Architect selection methods employed in the public and private sectors with particular emphasis on any relationship between such procurements and their impact upon project cost, efficiency, or safety. Assist where requested and appropriate in formation of E/A Procurement laws, ordinances, regulations, and policies that will enhance the public interest.
12. **Governmental/Legislative Affairs Committee. Duties:** Monitor the governmental and legislative affairs programs of ACEC/Alabama. Coordinate the efforts of all governmental/legislative affairs activities to minimize duplication of effort and to insure complete coverage of governmental/legislative affairs involving consulting engineers. Make recommendations to the Executive Committee regarding line of communication with ACEC/Alabama; appropriate representatives on various governmental liaison and task force committees.

D. **Quorum.** A simple majority of the members of a committee shall constitute a quorum.

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

- A. **Amendments.** The Articles of Incorporation and these Bylaws may be amended by any of the following procedures:
 1. **Initiation of Amendments.** Amendments may be initiated by any of the following:
 - a) Petition, signed by at least ten Member Firms;
 - b) A simple majority of the total voting power of the General Membership at any meeting or by mail, telephone, facsimile or other means of recordable electronic communication.;
 - c) A majority of the Executive Committee; or
 - d) A majority vote of the whole Bylaws and Resolutions Committee.
 2. **Review.** Any proposed amendment shall be reviewed by the Bylaws and resolutions Committee, which shall refer it with its recommendation to the Executive Committee, which in turn shall submit it to the General Membership for approval.
 3. **Vote.** The Secretary/Treasurer shall send a copy of the proposed amendment and ballot to Member Firms. Amendments to the Articles of Incorporation and the Bylaws shall require a majority of the total voting power of the General Membership and shall become effective immediately unless stated otherwise in the amendment. Non-returned ballots will be counted in accordance with Article VI (E) of the Bylaws.

ARTICLE XIII. USE OF COUNCIL NAME AND EMBLEM

Members of all classes shall be authorized to use the name of the Council or its approved abbreviation ACEC/Alabama, after their names, and also to use the official Council emblem, name or abbreviation on stationary, business cards, brochures, job signs and as otherwise prescribed in *ACEC Rules of Policy and Procedure*. The Council name, abbreviation or emblem shall not be imprinted upon drawings, reports, specifications, calculations or other instruments of service prepared or used by Members.

Any use of the ACEC/Alabama name, abbreviation or emblem shall only be made to signify affiliation with ACEC/Alabama and shall not be made in any manner that could reasonably suggest that the Member necessarily represents, or is, the Council.

ARTICLE XIV. OFFICIAL PUBLICATION

Except as otherwise required by law or by any provision of the Articles of Incorporation or these Bylaws, notices and announcements relating to ACEC/Alabama – published in ACEC/Alabama *“Eye on Engineering”* and sent to all members of ACEC/Alabama- shall be deemed to have been brought to the attention of all members of ACEC/Alabama.

ARTICLE XV. INDEMNIFICATION

ACEC/Alabama may, by resolution of the General Membership, provide for indemnification by the Council of any and all of its current or former officers, directors, staff or committee members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been an officer, director, staff or committee member, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for which such individuals shall be liable for negligence or misconduct in the performance of duty and to matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XVI. REFERENCE ADOPTION

ACEC/Alabama recognizes and adopts the *“Rules of Policy and Procedure”* and the *“Professional and Ethical Conduct Guidelines”* of ACEC/National as they currently exist or may be amended.