

**American Council of Engineering Companies
of North Carolina**

**Bylaws of the Constitution
September, 2004 (Revised January, 2015)**

ARTICLE I: THE COUNCIL

SECTION A: ORGANIZATION - The American Council of Engineering Companies of North Carolina, hereinafter referred to as the COUNCIL, is an organization of engineering businesses, hereinafter referred to as Members of the COUNCIL or Members, which offer to furnish professional engineering and related services in the State of North Carolina.

ARTICLE II: MEMBERSHIP

SECTION A: LEVELS OF MEMBERSHIP

1. FULL MEMBERSHIP

- a. Criteria - Full Membership into the COUNCIL shall be limited to those businesses, parent companies, branch offices, divisions or subsidiaries whose resident key executives (proprietors, partners, officers, or managers) are licensed to furnish professional engineering services to the built environment in the State of North Carolina and appropriately registered with the North Carolina Board of Examiners for Engineers and Surveyors.
- b. Eligibility - Members of the COUNCIL awarded Full Membership shall maintain established offices providing professional engineering services to the built environment in the State of North Carolina as;
 - i. Sole Proprietorships
 - ii. Partnerships
 - iii. Corporations
 - iv. Limited Liability Businesses (LLC, LP, LLP)
 - v. Or as an engineering department, division or subsidiary of a private, non-engineering, business when the parent business is not eligible for Full Membership into the COUNCIL provided the component offers professional knowledge and professional services, and provided that component managers are professionally licensed. These include, but are not necessarily limited to, engineering departments/divisions or subsidiaries of contractors, or of architectural, industrial, accounting, or general management businesses. In all cases, Full Membership benefits shall accrue only to the component that is accepted for Full Membership, but dues will be based on the total North Carolina Full Time Employee (FTE) count within that engineering department, division, or subsidiary increased by twenty (20) percent of the number within that department.
- c. Election - Application for Full Membership shall be in writing and contain all information essential to establish eligibility and shall be signed by Applicant upon the form prescribed by the Board of Directors. The Board of Directors may on a case-by-case basis override any requirements under this section by a formal vote. Applications for Full Membership shall be accompanied by one quarter's dues. Any Applicant failing to attain Full Membership shall have all such monies returned upon denial of membership. Applications will be reviewed by COUNCIL staff which shall recommend acceptance, or non-acceptance and

the reason therefore, to the Board of Directors. Applications approved by two-thirds (2/3) vote of the Board of Directors shall admit the Applicant to Full Membership in the COUNCIL. COUNCIL Board of Directors shall retain the right to make exceptions to any Full Membership requirement by a formal vote in which the exception(s) is approved by two-thirds (2/3) of the Board of Directors. Applications for Full Membership may be voted on by electronic means, with a maximum permitted voting response time by the Board of Directors of three business days. In the event an approval by two-thirds (2/3) vote of the Board of Directors is not obtained, the Applicant may petition the full Board of Directors for consideration during scheduled Board of Director meetings.

2. ASSOCIATE MEMBERSHIP

- a. Criteria - Applicants requesting Associate Membership shall be limited to those sole proprietors, businesses, parent businesses, branch offices, divisions, subsidiaries, and/or organizations that support the goals of the COUNCIL; and provide professional services of a scientific and technical nature that are complementary to the service provided by Members of the COUNCIL with Full Membership, provided those managing the services are professionally licensed/certified/registered as appropriate in that area of expertise. Applicants for Associate Membership may include, but not be limited to, architects, archeologists, biologists, botanists, environmental scientists, geologists, landscape architects, land surveyors, testing labs, planners, soil scientists, computer engineers (or other engineering not requiring licensure by the state of North Carolina) and construction management businesses. Such applicants shall not include entities that supply goods or services that are specified by or used in engineering business operations.
- b. Eligibility - Businesses ineligible for Full Membership may be eligible for Associate Membership. A Business holding an Associate Membership shall not be eligible to vote on COUNCIL business, nor hold an Officer or Director position in the COUNCIL. Employees of a Member with an Associate Membership may serve as Chairperson/Co-Chairperson of a COUNCIL committee/forum with two-thirds (2/3) vote of approval by the Board of Directors.
- c. A Business with an Associate Membership may belong to both ACEC and the COUNCIL if they so desire and if they meet applicable eligibility requirements.

3. AFFILIATE/SUPPLIER MEMBERSHIP

- a. Criteria - Applications for Affiliate/Supplier Membership shall be limited to those sole proprietors, businesses, parent businesses, branch offices, divisions, and/or organizations that support the goals of ACEC and provide professional services or products used in the internal operations of those Members of the COUNCIL with Full Memberships or Associate Memberships.
- b. Eligibility - Businesses which provide professional services in areas such as accounting, insurance, law, marketing, graphic design, or which provide products such as construction materials, software, etc. may be eligible for Affiliate/Supplier Membership. A Business holding an Affiliate/Supplier Membership shall not be eligible to vote on COUNCIL business, nor hold an Officer or Director position in the COUNCIL. Employees of a Member with an Affiliate/Supplier Membership may serve as Chairperson/Co-Chairperson of a COUNCIL committee/forum with two-thirds (2/3) vote of approval by the Board of Directors.
- c. A Business with an Affiliate/Supplier Membership may belong to both ACEC and the COUNCIL if they so desire and they meet applicable eligibility requirements.

4. LIFE MEMBERSHIP

- a. Individuals may apply for Life Membership. Applicants for a Life Membership shall be fully retired from active professional practice in the built environment; shall not be engaged

in contracting, manufacturing, or any field of activity which would render them eligible to participate as an employee of a current Member of the COUNCIL.

- b. Individuals who desire to maintain a Life Membership shall apply to the COUNCIL in writing. On two-thirds (2/3) vote for approval of the application by the Board of Directors, the COUNCIL will carry the individual with Life Membership on the Roll of Members of the COUNCIL and will send to them notices of meetings and such other items as may be appropriate. Individuals with a Life Membership may participate in meetings of the COUNCIL and serve on committees, but they shall have no voting privileges.
- c. Names of individuals approved for Life Membership shall be forwarded to ACEC together with notification of the approval; and such individuals shall be carried on the rolls of ACEC as Life Members without further dues obligations as is provided for in the ACEC Bylaws.

5. INACTIVE MEMBERSHIP

- a. At the discretion of the Board of Directors, a Member (Full Membership, Associate Membership, or Affiliate/Supplier Membership) may be placed on Inactive Membership status for a period not to exceed three (3) years. Such request shall be initiated in writing by the Member specifying the nature of the request and the requested inactive period. Payment of dues shall be brought current, then shall cease at the beginning of the stipulated inactive period.
- b. With the exception of receipt of the bi-monthly newsletter, all benefits shall terminate during the inactive period. However, the Board of Directors may, at its' discretion, choose to afford certain and specific benefits deemed appropriate for a given situation.
- c. Members with an Inactive Membership will be contacted at the end of the stipulated inactive period and offered the right to reinstate to the appropriate membership level.

SECTION B: VOTING RIGHTS BY MEMBERSHIP LEVEL

1. FULL MEMBERSHIP

- a. Only Members within the Full Membership level and in "good standing" are eligible to vote on COUNCIL affairs.
- b. A Member in "good standing" is defined as a Member of the COUNCIL that has complied with all of its obligations to the COUNCIL and continues to fulfill any and all requirements for membership as determined by the Board of Directors. This includes, but is not limited to, operating as a licensed engineering business in the State of North Carolina, being current on all COUNCIL dues, and remaining active in any joined committees or in any leadership roles in the COUNCIL. The Board of Directors shall have the power to vote on a Member of the COUNCIL's "good standing" and to take any necessary action regarding a Member of the COUNCIL's failure to maintain "good standing".
- c. Each Member in "good standing" shall have the following number of votes on questions and issues brought before the COUNCIL:

<u>Full Time Employee (FTE) Count</u>	<u>Number of Votes</u>
1 – 50	1
51 - 150	2
151 - 300	3
Over 301	*

** One additional vote for each additional 100 FTE or any part thereof.*

2. ASSOCIATE MEMBERSHIP

- a. Members with Associate Membership are ineligible to vote on COUNCIL affairs.

3. AFFILIATE/SUPPLIER MEMBERSHIP

- a. Members with Affiliate/Supplier Memberships are ineligible to vote on COUNCIL affairs.

4. LIFETIME MEMBERSHIP

- a. An individual with a Lifetime Membership is ineligible to vote on COUNCIL affairs.

5. INACTIVE MEMBERSHIP

- a. Members with an Inactive Membership are ineligible to vote on COUNCIL affairs.

SECTION C: METHOD OF VOTING

1. MEMBER VOTING REPRESENTATIVE

- a. Members of the COUNCIL shall be represented by a proprietor, partner, officer, or manager who is in good standing in the State of North Carolina and who has been designated to the Secretary/Treasurer as the voting representative of the Member. The voting representative or his designated alternate shall cast all of the Member's votes pertaining to the business of the COUNCIL.

2. PROXY VOTING/PROXY REPRESENTATIVE

- a. Member of the COUNCIL (Full Membership) voting representatives may choose to vote by proxy. Proxy designations must be in writing and submitted to the COUNCIL no later than five (5) days before any scheduled meeting or vote. Proxy designations shall include the name of the Member of the COUNCIL, the full name and signature of the voting representative, the full name and title (if applicable) of the proxy, and the date such proxy was named.
- b. If a special meeting or vote is called by the Board of Directors, proxy designations must be received by the COUNCIL no later than twenty-four (24) hours before the special meeting or vote.
- c. In order to qualify as a proxy, the proxy representative must be appointed by the Member of the COUNCIL's representative for voting. The proxy must also be employed by the Member of the COUNCIL and must be at least eighteen (18) years of age.
- d. Proxy submissions may be sent via email to the COUNCIL Executive Director or mailed to COUNCIL office.

3. QUORUM

- a. Twenty Percent (20%) of the votes entitled to be cast on a matter shall be represented at a meeting and/or vote of Members to constitute a quorum on that matter.
- b. If a vote is cast via electronic means, as permitted under these Bylaws, the quorum must be met by calculating the number of votes actually cast. If a vote is cast at a meeting, attendance must be taken to determine if the quorum is met. If a quorum is not present, the vote will be void and subject to a re-vote at a later date and time, not to exceed twenty (20) days.

- c. A Bylaw amendment to decrease the quorum for any COUNCIL action may be approved by the Members of the COUNCIL entitled to vote on that action or by the Board of Directors.
- d. A Bylaw amendment to increase the quorum required for any COUNCIL action shall be approved by the Members of the COUNCIL entitled to vote on that action.

4. MEANS OF VOTING

- a. A vote by Members of the COUNCIL may be conducted via written ballot, voice or electronic means. The Board of Directors shall designate one or more accepted methods of voting and notify the Members of the COUNCIL of any limitations or requirements for voting no later than ten (10) days prior to a scheduled vote.
- b. When deemed necessary by the Board of Directors, voting shall be by letter ballot to be mailed or distributed, received, and tabulated by the Secretary/Treasurer.
- c. COUNCIL staff will tabulate votes and report the result to the Board of Directors.

SECTION D: TERMINATION OF MEMBERSHIP

- 1. Memberships may not be terminated or expelled, except by a two-thirds (2/3) vote of approval by the Board of Directors. All such terminations and/or expulsions must be carried out in a manner that is fair and reasonable and made in good faith.
- 2. The Board of Directors shall only terminate or suspend memberships that are not in “good standing” or otherwise present serious conflicts of interest with the COUNCIL.
- 3. Any proceeding challenging a termination or expulsion shall be commenced within one (1) year after the Member receives notice of the termination or expulsion.
- 4. In order to challenge a termination or expulsion, the terminated or expelled Member shall petition the Board of Directors, in writing, stating the reason why such termination or expulsion should be set aside.
- 5. Upon receipt of a written petition to set aside a termination or expulsion, the Board of Directors shall meet to discuss the termination or expulsion, as well as statements made in the petition. A representative from the Member may attend this Board Meeting for the sole purpose of explaining the petition and any relevant facts.
- 6. All Board of Director votes on a petition to set aside a termination or expulsion are final.
- 7. A Member who has been expelled or suspended may be liable to the corporation for dues assessments, or fees as a result of obligations incurred or commitments made by the member prior to expulsion or suspension.

ARTICLE III: OPERATING YEAR, DUES AND ASSESSMENTS

SECTION A: FISCAL YEAR/ADMINISTRATIVE YEAR

The fiscal/administrative year of the COUNCIL shall be from July 1 through June 30.

SECTION B: MEMBERSHIP DUES

1. FULL MEMBERSHIP

- a. Dues for Full Membership shall be determined each year for the next succeeding year utilizing an index number based on the total Full Time Employee (FTE) count in all of the Member’s North Carolina offices as of April 1.

- b. The index number shall be the same as the ACEC index number for the Member's total number of personnel in all of its North Carolina offices as of April 1.
- c. Dues will be invoiced on a quarterly basis each fiscal year beginning on July 1. Thereafter invoices will be sent out on October 1, January 1 and April 1. Invoices will include COUNCIL dues and ACEC dues. If a Member's parent business pays ACEC dues direct to ACEC the invoice will not include ACEC dues.
- d. Payment of dues by Members shall be made within thirty (30) days of receipt of invoice. If dues are not paid within forty-five (45) days the COUNCIL will send out a notice of delinquency to the Member. If dues are not paid within ninety (90) days of receipt of invoice the Member may be dropped from the COUNCIL at the discretion of the Board of Directors.
- e. Members that lose their membership from non-payment of dues may be re-instated when the Member requests re-instatement in writing to the Board of Directors; pays all back dues, and receives a two-thirds (2/3) vote of approval for re-instatement by the Board of Directors.

2. ASSOCIATE MEMBERSHIP

- a. The annual dues for Associate Memberships shall be 70% of dues for comparably-sized Members with Full Memberships and be bound by the same payment policy as for a Full Membership.

3. AFFILIATE/SUPPLIER MEMBERSHIP

- a. The annual dues for Affiliate/Supplier Memberships shall be established annually by the Board of Directors and be bound by the same payment policy as for a Full Membership.

4. LIFE MEMBERSHIP

- a. Life Membership dues shall be established annually by the Board of Directors and be bound by the same payment policy as for a Full Membership.

SECTION C: SPECIAL ASSESSMENTS AND LEVEL OF MEMBERSHIP

1. SPECIAL ASSESSMENTS

- a. A Special Assessment, as used in this section of the Bylaws of the Constitution, shall be defined as a reasonable request for a sum of money to assist in a project or activity that will benefit all Members of the COUNCIL by promoting the purposes defined in Article I, Section B of the COUNCIL Constitution. No special assessment shall be levied for the repayment of commercial loans or other financial debt to which the COUNCIL is obligated to repay.

2. FULL MEMBERSHIP

- a. Special Assessments may be made against Members of the COUNCIL for the financing of projects or activities within the purpose of the COUNCIL as defined in the Constitution, Article I, Section B. Special assessments may be levied upon approval and unanimous vote of the entire Board of Directors, and two-thirds (2/3) vote of approval, by the Members of the COUNCIL, in accordance with the Bylaws, Article II, Section C. The total amount assessed against each Member in any one calendar year for all projects shall not exceed the Member's amount of COUNCIL'S dues payments. Assessment for a single project may

not be levied for more than two consecutive years. For approval of a special assessment, the vote shall be made only on the basis of a paper ballot.

3. ASSOCIATE MEMBERSHIP

- a. Members with an Associate Memberships may be requested to support, on a voluntary basis, financing of projects or activities within the purpose of the COUNCIL as defined in the Constitution, Article I, Section B.
- b. Members with Associate Memberships may not be assessed for financing special COUNCIL projects or activities unless approved by two-thirds (2/3) vote by the Board of Directors.

4. AFFILIATE/SUPPLIER MEMBERSHIP

- a. Members with an Affiliate/Supplier Membership may be requested to support, on a voluntary basis, financing of projects or activities within the purpose of the COUNCIL as defined in the Constitution, Article I, Section B.
- b. Members with an Affiliate/Supplier Membership may not be assessed for financing special COUNCIL projects or activities unless approved by two-thirds (2/3) vote by the Board of Directors.

ARTICLE IV: MEETINGS

SECTION A: COUNCIL MEETINGS

Regular meetings of the Board of Directors shall be held no less than six (6) times a year and shall be held at times and places designated by the President and approved by the Board of Directors.

SECTION B: SPECIAL MEETINGS

Special meetings of the Board of Directors may be approved and called by two-thirds (2/3) vote of the Board of Directors. Special meetings of the COUNCIL Board of Directors shall be held, at a place and time designated by the President and approved by the Board of Directors.

SECTION C: MEETING NOTIFICATION

COUNCIL meetings, including special meetings, shall be announced to Members not less than ten (10) days in advance of each meeting. Special meetings may be called upon shorter notice by the President and approved by the Board of Directors.

ARTICLE V: COMMITTEES AND FORUMS

SECTION A: ESTABLISHMENT OF COMMITTEES AND FORUMS

The COUNCIL Board of Directors shall establish committees and forums (as further described in the Rules of Policy and Procedures) in order to conduct specific items of business and to work towards strategic goals of the COUNCIL, as directed by the President and the Board of Directors.

SECTION B: COMMITTEE CHAIRS AND VICE-CHAIRS

The President shall appoint the chairperson and vice-chairperson, if any, giving due consideration to recommendations of the Board of Directors. All position statements, policies, or legislative agenda items for external circulation by any committee must be pre-approved by the President and President-Elect.

ARTICLE VI: RULES OF ORDER

SECTION A: PROCEDURE AND AUTHORITY

The general procedure to be followed in the conduct of all meetings of the COUNCIL, Board of Directors, and the Executive Committee shall be as prescribed in *Robert's Rules of Order Newly Revised* which shall be the final authority on all matters of such procedures.

ARTICLE VII: DISCIPLINE

SECTION A: ACTIONS AGAINST THE COUNCIL

1. Members of the COUNCIL shall agree that they will not bring suit against the COUNCIL, the Board of Directors, the Executive Committee, any individual Officer, any Member of the COUNCIL, any individual representing a Member of the COUNCIL or any employee of the COUNCIL because of any statement made, or action taken, in connection with the enforcement of the Constitution, Bylaws of the Constitution and/or Policy and Procedures of the COUNCIL.
2. The payment of annual dues will, in effect, be reaffirmation of this agreement.

SECTION B: EXPULSION FROM THE COUNCIL

1. Members of the COUNCIL may be expelled on the grounds that their conduct or their policy is prejudicial to the interest of the COUNCIL. Members of the COUNCIL may also be expelled if they cease to fulfill the qualifications of membership as defined in Article II, Section A of the Bylaws of the Constitution or if they neglect or decline to furnish such information as to their professional conduct or practices as may be required by the COUNCIL to determine whether or not such qualifications are met.
2. Expulsion of Members shall be by a two-thirds (2/3) vote of approval by the total voting power of the COUNCIL and only after the Member has had the opportunity to be heard by a committee appointed by the Executive Committee. The findings and recommendations of the committee shall be forwarded in writing to the Board of Directors, all other Member of the COUNCIL and to the Member concerned. The action of the COUNCIL shall be final.
3. The Board of Directors shall have the power to re-evaluate a member's "good standing" at any time, with or without notice. Should the Board of Directors find a Member no longer meets the requirements of "good standing"; the Board of Directors shall have the power to expel or terminate the Member as determined necessary.

SECTION C: WAIVER OF CLAIMS AND RIGHTS

1. Each Member waives any claim for libel or slander against the COUNCIL, the Board of Directors, the Executive Committee, any Member of the COUNCIL, any individual representing a Member of the COUNCIL, any officer, or any employee of the COUNCIL

resulting from any action in good faith from a hearing or expulsion procedure under this subsection.

2. Upon resignation or expulsion from the COUNCIL, the Member shall lose all its rights and interest in any funds or other assets of the COUNCIL.

ARTICLE VIII: AMENDMENTS AND REVISIONS

SECTION A: REVIEW AND RECOMMENDATION

1. The Board of Directors shall be vested with the power to adopt the COUNCIL's Constitution and Bylaws of the Constitution. Any proposed revision or amendment to the Constitution and/or the Bylaws of the Constitution shall be first submitted to the Board of Directors for consideration. The Board of Directors shall submit the proposed revision(s) together with the Board of Directors' recommendation to the Members of the COUNCIL for review.

SECTION B: APPROVAL OF REVISIONS AND AMENDMENTS

1. Approval of revisions and/or amendments to the Constitution and/or Bylaws of the Constitution shall be enacted provided a Quorum of the members of the COUNCIL with voting privileges, as defined in Section C.3 of the Bylaws of the Constitution, exists and a majority of the votes cast are for approval of the revision and/or amendment.

