

ACEC/NC State PAC
Board of Trustees
Meeting Agenda
October 25, 2017
3:30 pm – 4:30 pm

- 1. Welcome and Introductions**
- 2. Review/Approve Meeting Minutes from 9-27-2017**
- 3. Educating the Industry**
 - a. Discuss the condensed "Leave Behind" (attached).
 - b. Jim provided an updated ACEC/NC overview PowerPoint presentation on 10/5/2017 via email.
 - c. Proceed with educational events?
 - i. Past President's Breakfast.
 - ii. Informational session of all 3 PACs via Skype or Go-To Meeting.
- 4. Branding**
 - a. Review the developed options (attached).
- 5. Logistics**
 - a. Bank account ready for donations.
 - b. Initial seed donations.
 - c. Funding of State PAC events.
- 6. Fundraising Ideas**
 - a. Spring 2018.
- 7. Distribution Strategy**
- 8. Open Discussion**
- 9. Attachments**
 - a. 9-27-2017 Meeting Minutes.
 - b. Condensed "Leave Behind."
 - c. DRAFT Logos.

NEXT MEETING: The next meeting is anticipated to be on Wednesday, November 29 at 3:30pm at the ACEC/NC office.

ACEC/NC State PAC Kick-Off Meeting

Meeting Minutes

September 27, 2017

3:30 pm

Chair: Jeremy Potter
Vice Chair: Jay Barr
Secretary: Scott Hinesley
Ex-Officio: Jim Smith
Treasurer: Steve Thomas
Asst. Treasurer: Brian Glidewell

Attendees: Jeremy Potter, Jay Barr, Jim Smith, Montell Irvin (phone), Scott Hinesley(phone), Steve Thomas (phone), Brian Glidewell (phone)

1. Welcome and Introduction of the Board of Trustees

- a. Introductions of the attendees were made.

2. Discuss By-Laws

- a. See attachment

3. Discuss Nominations and Approval

- a. Official Appointment and Vote was conducted.
- b. Scott Hinesley proposed a motioned regarding the official establishment of the positions.
- c. Jeremy Potter seconded the motion for discussion.
- d. A discussion was held regarding the motion.
- e. Jeremy Potter lead a vote on the motion.
- f. Motion was passed.

4. Educating the Industry

- a. There is a "White Paper" (attached) that provides an explanation to the newly formed I.E. and State PAC.
- b. A document should be prepared that condenses the "White Paper" to a concise, straight forward, short message that will help to educate ACEC/NC members of what the State PAC was devolved for, who may fund the PAC and how the proceeds are dispersed. We discussed that we would emphasize that ACEC/NC PAC would concentrate on the advocacy of candidates who are pro-business.
- c. Jim Smith to provide first draft of condensed document within two weeks.
- d. Introduce the State PAC at the upcoming events (i.e. Breakfast with the Board, etc.)
- e. Steve Thomas to coordinate a Past President's Breakfast once the one-page White Paper is finished by Jim Smith. Educating the Past Presidents was an important first step in getting the information out to our membership.
- f. Jim Smith to provide updated slideshow information.
- g. Plan an initial information session set up through a conference call with Skype or Go-To Meeting. This session would include all three PACs.

The logo for ACEC (American Council of Engineering Companies of North Carolina) features the acronym "ACEC" in a bold, serif font. Above the letters is a stylized yellow and orange arc that resembles a rising sun or a bridge. Below the acronym, the full name "AMERICAN COUNCIL OF ENGINEERING COMPANIES of North Carolina" is written in a smaller, sans-serif font.

AMERICAN COUNCIL OF ENGINEERING COMPANIES
of North Carolina

5. Branding

- a. The branding/logo will hold a similar look to ACEC/NC PAC. It will be something that distinguishes the State PAC, but will be recognizable as being associated with ACEC/NC.
- b. Jim Smith is to provide image files to Scott Hinesley and Jay Barr for populating a design.

6. Fundraising Ideas

- a. Goal is \$10,000 in the first year (July 1, 2017 to June 30, 2018).
- b. The idea of the first fundraising event being in the spring of 2018 and moderately sized was discussed. This way it would not compete with the other remaining events in the 2017 calendar year and allow for adequate planning.

7. Logistics

- a. Jim Smith to provide bank account establishment updates. Let everyone know when it is ready and able to be funded.
- b. Website update with donation page on ACEC/NC home page. Shorten the number of clicks to donate. Have the donations option at the top of the home page.
- c. Funding of the State PAC Events. Jim Smith to provide an official update on the legal authorization to use ACEC fundraising dollars towards the State PAC. How will that budget be determined?
- d. The Board of Trustees needs to begin thinking about a distribution strategy of the funds raised. Initial thought is to follow suit with a little to a lot of individuals.

8. Attachments

- a. By-Laws
- b. ACEC State PAC "White Paper"

NEXT MEETING: The next meeting is anticipated to be on Wednesday, October 25 at 3:30pm at the ACEC/NC office.

Meeting adjourned at 4:30 pm.

Respectfully Submitted,



Jeremy Potter, P.E.



Jay Barr, P.E.

END OF DOCUMENT

**BY-LAWS
OF
American Council of Engineering Companies
of North Carolina PAC**

PREAMBLE

American Council of Engineering Companies of North Carolina PAC (“ACEC NC PAC” or the “PAC”) is a North Carolina political action committee formed in accordance with the provisions of Chapter 163 of the North Carolina General Statutes and pursuant to N.C.G.S. § 163-278.19(b), is the political committee of the American Council of Engineering Companies of North Carolina (“ACEC/NC” or the “Parent Entity”), a professional association formed and operating under Section 501(c)(6) of the Internal Revenue Code.

ACEC NC PAC is dedicated to supporting candidates for North Carolina state office that share the goals and ideals of enhancing the business of engineering.

ARTICLE I. OFFICES

Section 1.1 Principal Office. The principal office of the PAC shall be in the State of North Carolina, County of Wake, or such other location as the ACEC/NC Board of Directors may from time to time determine.

ARTICLE II. BOARD OF TRUSTEES

Section 2.1 Function. All powers shall be exercised by or under the authority of, and the affairs of this PAC shall be managed under the direction of the Board of Trustees. The Board of Trustees shall provide policy oversight to the operations of the PAC and shall have all powers provided in Chapter 163 of the North Carolina General Statutes to carry out directly and indirectly the mission and purposes of the PAC as set forth or implied in these by-laws.

Section 2.2 Regular Meetings. Unless otherwise agreed, regular meetings of the Board of Trustees shall be held each year on or about July 1, the date, time and place of which are to be set forth in the notice of the meeting given by the Secretary.

Section 2.3 Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chair of the Board or any two (2) trustees. The date, time and place for holding any special meeting of the Board of Trustees shall be set forth in the notice of the meeting.

Section 2.4 Notice.

(a) Notice of any regular or special meeting including an attached agenda of items proposed for discussion shall be given by the person(s) calling for such meeting by: 1) written notice delivered personally; 2) written notice mailed to each trustee at his latest address which is on file with the Secretary of the PAC; 3) or by telephone, fax, or e-mail.

(b) Notice of any regular or special meeting shall be given at least ten (10) days prior thereto, by notice as hereinabove set forth in subparagraph (a).

(c) Any trustee may waive notice of any meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.5 Number. This PAC shall be managed by a board of not fewer than five (5) Trustees and one (1) non-voting director.

Section 2.6 Quorum. A majority of the total number of members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If less than a majority of the total Board is present at a meeting, a majority of the Trustees present may adjourn the meeting and reconvene the meeting later provided further notice of such later meeting is given to all members of the Board in accordance with Section 2.4 above.

Section 2.7 Manner of Acting. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the controlling act of the Board of Trustees. All voting members of the Board may vote on all matters coming before the Board for consideration. No member may vote by proxy.

Section 2.8 Action Without a Meeting. Any action that may be taken by the Board of Trustees at a meeting may be taken without a meeting provided all the trustees give written consent to the action to be taken or give written ratification and adoption of action previously taken.

Section 2.9 Duties of Trustees. A Trustee shall perform his or her duties as a Trustee in good faith, in a manner he or she reasonably believes to be in the best interests of the PAC, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 2.10 Election and Term. The initial Board consists of (Chair), (Vice-Chair), (Secretary), (Treasurer -Member At-Large), (Assistant Treasurer-Member At-Large), and Ex-Officio (non-voting Member).

The Chair of the Board shall be the Chair of the ACEC/NC Legislative Committee, the Vice-Chair shall be the Vice-Chair of the ACEC/NC Legislative Committee, the Secretary shall be the Vice President of ACEC/NC, the Assistant Treasurer shall be a Member At-Large and

shall be a member of the ACEC/NC Board, the Treasurer shall be a Member At-Large and shall be a member of the ACEC/NC Legislative Committee, and the non-voting Member shall be the Executive Director of ACEC/NC. Any successor to a board member of the PAC must hold the same position within ACEC/NC as the board member that he or she is replacing.

The initial terms of (Chair) and (Vice-Chair) shall correspond to their terms as Chair and Vice Chair of the Legislative Committee, respectively. The (Secretary) shall be one (1) year corresponding to the term as ACEC/NC Vice President. The initial term of (Treasurer) (Member At-Large from Legislative Committee) shall be four (4) years and the initial term of (Assistant Treasurer) (Member At-Large from Board of Directors) shall be two (2) years. Although the terms of office of the Members At-Large of the initial Board of Trustees shall be staggered, the terms of the Members At-Large who are elected after the initial term shall be two (2) years and four (4) years, respectively. Any Trustee may be re-elected to serve additional terms.

A majority of the ACEC/NC Board of Directors shall have the power to nominate candidates and fill vacancies created by the expiration of a regular or initial term or to fill vacancies caused by the resignation or death of any Trustee.

Section 2.11 Removal of Trustees. A vote of three-fifths (3/5) of the members of the full, voting members of the ACEC/NC Board of Directors shall have the authority to remove members of the Board of Trustees with or without cause, at any time.

Section 2.12 Structural Changes. The affirmative vote of three-fifths (3/5) of the members of the full ACEC/NC Board of Directors shall be necessary to approve the dissolution of the PAC.

Section 2.12 Compensation. Members of the Board shall not be entitled to receive a salary for serving on the board of the PAC. However, members of the Board shall receive

reasonable reimbursement for travel and subsistence expenses incurred on behalf of the PAC upon request.

ARTICLE III. OFFICERS

Section 3.1 Number. The officers of the PAC shall be the Chair, Vice-Chair, Treasurer, Assistant Treasurer, and Secretary. The Chair shall be the Chair of the ACEC/NC Legislative Committee, the Vice Chair shall be the Vice Chair of the ACEC/NC Legislative Committee, the Secretary shall be the Vice President of ACEC/NC, the Treasurer shall be the At-Large Member from the ACEC/NC Legislative Committee Member, the Assistant Treasurer shall be the At-Large Member from the ACEC/NC Board of Directors. The officers shall be elected by and shall serve at the pleasure of the ACEC/NC Board of Directors and in addition to such powers, duties and authorities prescribed by state law, the officers shall have such authorities and responsibilities as hereinafter provided.

Section 3.2 Election and Term of Office. The Chair and the Vice-Chair shall serve as long as they serve in the corresponding positions to the ACEC/NC Legislative Committee, the Secretary shall serve for a one (1) year term, corresponding to the term of the ACEC/NC Vice President. The Treasurer shall be elected by the Board of Trustees for a four (4) year term. The Assistant Treasurer shall serve for a two (2) year term. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3.3 Removal. Any officer or agent may be removed by the ACEC/NC Board of Directors with or without cause whenever in its judgment, the best interests of the PAC will be served thereby.

Section 3.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by any person appointed by the ACEC/NC Board of Directors for the unexpired portion of the term of the vacated office.

Section 3.5 Chair. The Chair shall be the Chief Executive Officer of the PAC and shall have all authority and power as would be conferred upon the office of the “President” in the general and active management of the PAC, including but not limited to the following duties:

- (a) presiding over the meetings of the Board of Trustees;
- (b) executing legal documents on behalf of the PAC subject only to such limitations of authority as may be specifically imposed by these By-laws or by resolution of the Board of Trustees;
- (c) managing the day to day affairs of the PAC.

Section 3.6 Vice-Chair. The Vice-Chair shall assume the responsibilities and duties of the Chair if the Chair is absent. The Vice-Chair shall assume such other duties or from time to time may be assigned to him or her by the Chair or Board of Trustees.

Section 3.8 Treasurer. The Treasurer shall:

- (a) reside in North Carolina;
- (b) receive training as required by N.C.G.S. § 163-278.7 by the North Carolina State Board of Elections or any other such training or education as may be required either by law or the Board of Trustees;
- (c) perform all those duties and requirements described in Chapter 163 of the North Carolina General Statutes and otherwise required by law, including, but not limited to, maintaining bank accounts,

preparing checks, filing timely reports with the North Carolina State Board of Elections, and filing any other statements as required by Chapter 163;

- (d) keep and maintain detailed accounts, current within not more than seven (7) days after the date of receiving a contribution or making an expenditure, of all contributions received and all expenditures made by or on behalf of the PAC that shall include all information required by the North Carolina State Board of Elections;
- (e) maintain an audit trail for every expenditure pursuant to methods prescribed by the North Carolina State Board of Elections
- (f) have charge and custody of and be responsible for all funds of the PAC;
- (g) be the custodian of PAC records; and
- (b) receive and give receipts for money due and payable to the PAC from any source whatsoever, and deposit all money in the name of the PAC in such banks, trust companies or other depositories as selected by the Board of Trustees; and
- (c) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Trustees.

Section 3.9 Assistant Treasurer. The Assistant Treasurer shall:

- (a) reside in North Carolina;

- (b) receive training as required by N.C.G.S. § 163-278.7 by the North Carolina State Board of Elections or any other such training or education as may be required either by law or the Board of Trustees;
- (c) assume the responsibilities and duties of the Treasurer if the Treasurer is absent or unavailable; and
- (d) assume such other duties or from time to time may be assigned to him or her by the Board of Trustees.

Section 3.10 Secretary. The Secretary shall have the duty and responsibility to:

- (a) keep the minutes of the proceedings of the Board of Trustees in one or more books provided for that purpose;
- (b) see that all notices and agendas for meetings are duly given in accordance with the provisions of these By-laws or as required by law;
- (c) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Trustees. Within twenty (20) days after each meeting of the Board, the Secretary shall transcribe the minutes of the meeting and shall mail a copy to each member of the Board.

ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 4.1 Contracts. The Board of Trustees may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PAC, and such authority may be general or confined to specific instances. However, all obligations, contracts, leases, promissory notes, debt instruments and other documents creating

an obligation on behalf of the PAC to pay consideration more than One Thousand Dollars (\$1,000) must be in writing, must be signed by the Chair (or such other officer as may be designated by a resolution of the Board of Trustees), and must be preapproved by a majority of the full Board of Trustees.

Section 4.2 Checks. All checks, drafts or other orders for the payment of money issued in the name of the PAC shall be signed by the Chair or the Treasurer, or such other person as may from time to time be designated by the Board of Trustees. Any checks more than One Thousand Dollars (\$1,000) must be preapproved by a majority of the full Board of Trustees.

Section 4.3 Deposits. All funds of the PAC not otherwise employed shall be deposited from time to time to the credit of the PAC in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE V. CONTRIBUTIONS

Section 5.1. Formation; Purpose and Applicable Law. ACEC NC PAC is formed pursuant to the laws of the State of North Carolina and authorized thereby to make contributions for North Carolina office. Pursuant to N.C.G.S. § 163-278.19, ACEC/NC, a 501(c)(6), is the parent entity of ACEC NC PAC.

Section 5.2. Contributions. The PAC intends to make contributions primarily to North Carolina candidates, but may make other lawful contributions as permitted by North Carolina law.

Section 3. Board Shall Determine Contributions. From time to time, the Board will meet at the call of the Chair at least once prior to the primary election and at least once prior to the general election, at which time, Board members will consider making contributions to candidates for nomination by primary or for election to office. During deliberations and

determinations with respect to such contributions, members of the Board shall consider, among other things, the stated positions and, if applicable, prior votes of the candidates under consideration with respect to matters of interest to the Parent Entity. In addition, members may consider the probability of election of the candidates under consideration. Decisions to make contributions shall be determined by majority vote of members. Decisions of the Board shall be communicated to the Treasurer for the preparation and distribution of such contributions, which contributions shall be disseminated under cover letter from the Chair of ACEC NC PAC.

ARTICLE VI. FISCAL YEAR

The fiscal year of the PAC shall begin on July 1 and shall end on June 30 of each year.

ARTICLE VII. PROHIBITION AGAINST CERTAIN USES OF PAC FUNDS

All PAC funds and property shall always be used exclusively for the purposes set forth in these by-laws. No funds or property of the PAC shall be devoted to or expended for any purpose for objectives not set forth these by-laws or for any purpose or objectives that are not permitted under Chapter 163 of the North Carolina General Statutes. In no event shall any of the funds or property of the PAC be used for the personal benefit, by way of compensation, directly or indirectly of the trustees of the PAC for their services rendered to the PAC as trustees. In addition, all trustees, officers and employees shall be entitled to receive reimbursement for reasonable expenses incurred by them on behalf of the PAC, or in conducting the affairs of the PAC. All trustees of the PAC shall be deemed to have expressly consented and agreed that upon dissolution or similar winding up of affairs of the PAC, whether voluntary or involuntary, the assets of the PAC then remaining in the hands of the Board, after satisfaction of the PAC's liabilities, shall be transferred, conveyed and disbursed only in a manner that is permissible under Chapter 163 of the North Carolina General Statutes.

ARTICLE VIII. AMENDMENTS

These by-laws may be amended by the Board of Trustees in any regular or special meeting of the Board of Trustees only by the affirmative vote of three-fifths (3/5) of all the voting members of the Board of Trustees. In no case, however, shall any by-law or resolution have the effect of allowing the PAC to engage in activities which are not permitted under Chapter 163 of the North Carolina General Statutes.

ARTICLE IX. CONFLICTS OF INTEREST

The PAC shall not enter into any contracts with any entity with which a trustee either directly or indirectly has a material financial interest except by vote of the Board of Trustees after full disclosure by the interested trustee. The interested trustee shall not be entitled to vote on the matter. For the purposes herein, a direct material financial interest shall include any equity/ownership by the trustee in such other entity and any equity/ownership by a member of the immediate family of such trustee in such other entity. A trustee has an indirect material financial interest in a transaction if either: (a) another entity in which he has a material financial interest, is a party to the transaction, or (b) another entity of which he or she is a director, officer, or trustee is a party to the transaction.

ARTICLE X. INDEMNIFICATION

Except in such cases where specifically prohibited by Chapter 163 of the North Carolina General Statutes, the PAC shall indemnify, defend and hold its trustees and officers harmless against all proceedings, claims, actions, liabilities and expenses to the full extent permitted by law.

No person who is serving or has served as a trustee in the PAC shall be personally liable to the PAC for monetary damages for breach of duties of a trustee, except for liability with

respect to: (i) acts or omissions that the trustee at the time of the breach knew or believed were clearly in conflict with the best interest of the PAC, (ii) any transaction from which the trustee derived an improper personal financial benefit, or (iii) acts or omissions with respect to which North Carolina law does not permit limitation of liability.

These By-laws have been approved, by the ACEC/NC Board of Directors on the _____ day of _____, 2017.

By: _____
(Chair – ACEC NC PAC)

By: _____
(Vice-Chair – ACEC NC PAC)

By: _____
(Secretary – ACEC NC PAC)

By: _____
(Treasurer – ACEC NC PAC)

By: _____
(Assistant Treasurer – ACEC NC PAC)



AMERICAN COUNCIL OF ENGINEERING COMPANIES
of North Carolina

May 5, 2017

ADVOCACY INITIATIVES

The mission of ACEC of North Carolina is to promote the business of engineering through legislative advocacy and business services.

To strengthen the effectiveness of our advocacy, at the May 4th meeting, the Board of Directors voted to incorporate an ACEC/NC Independent Expenditure Account (IE) and an ACEC State PAC.

An IE is the most flexible of all advocacy/political action tools. An IE, in conjunction with a traditional PAC provides ACEC/NC enhanced ability to advance critical legislative issues that impact our membership and support candidates who support our issue positions. An Independent Expenditure Account gives us the capability to strengthen our voice with the North Carolina General Assembly and best advocate for issues important to the business of engineering!

Independent Expenditure Account allows for the following:

- Firm and personal contributions;
- Engagement in electioneering communication to address issues and endorse candidates – advertising, voter contact, events, issue education, endorsement, etc.

Independent Expenditure Account limitations:

- Funds cannot be used for political events requiring a campaign contribution directly to candidates;
- No direct coordination with a candidate or campaign regarding use of IE Funds.

Benefits of an IE to ACEC/NC:

- We are a firm-based organization – thus allowing member firms to contribute. (PACs can only accept personal contributions);
- Flexibility in how we support a campaign or an issue, such as the NC Connect Bond Referendum;
- Ability to form coalition partnering on major issues.

ACEC/NC State Political Action Committee (PAC)

- A new traditional PAC (personal contributions only) with the following limited goal: attendance at political events requiring campaign contributions to individual candidates;
- Transition from EPAC to focus our efforts on the establishment of a PAC that works in conjunction with our IE.

IE + PAC = Meaningful, Effective, Winning Strategies!

Advocacy-so what have we got?

- **ACEC PAC – National PAC**

 - Donations to Congressional Candidates**

 - Contributions from Individuals only**

- **ACEC NC PAC – State PAC**

 - Donations to Legislative Candidates**

 - Contributions from Individuals only**

- **ECNC - Independent Expenditure**

 - Advocate for Issues (Bonds, Referendums)**

 - Firm and Individual Contributions accepted**



ACEC

PAC
of North Carolina



ACEC

INC
PAC



ACEC/INC

STATE PAC



ACEC/NC

AMERICAN COUNCIL OF ENGINEERING COMPANIES

STATE PAC

NORTH CAROLINA