

AMERICAN COUNCIL OF ENGINEERING COMPANIES OF VIRGINIA BYLAWS

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**AMERICAN COUNCIL OF ENGINEERING COMPANIES OF VIRGINIA, INC.
A VIRGINIA NONSTOCK CORPORATION**

Article I. NAME; LOCATION; GENERAL

- A. *Name.* The name of the Corporation is the American Council of Engineering Companies of Virginia, Inc. (ACEC Virginia), and it shall be so designated from time to time in these Bylaws as "the Council" or "Council."
- B. *Area Served.* The area to be served by the Council shall be the Commonwealth of Virginia, except that the Council, on behalf of its members, may pursue interests it may have elsewhere.
- C. *Principal Office Location.* The principal office of the Council shall be located in the Commonwealth of Virginia. For purposes, however, of providing appropriate notice to its officers and members, the Council may provide appropriate address information in this bylaw if said office location changes, without the necessity of changing or amending this bylaw, so long as any new principal office is located within the Commonwealth of Virginia.
- D. *Fiscal Year.* The Council's fiscal year shall be from July 1 through June 30.
- E. *Registered Agent.* The Council shall at all times have a registered agent and a registered office within the Commonwealth of Virginia.

Article II. NONSTOCK CORPORATION; PURPOSES; SEAL

- A. *Nonstock Corporation.* The Council is a Virginia nonstock corporation as defined and provided for in Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended, and it shall be a qualified tax exempt organization as defined under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. [Unless otherwise stated, all section references hereinafter are to the Code of Virginia of 1950, as amended].
- B. *Purpose.* The specific purposes for which the Council is formed are to:
 - 1. To be an indispensable partner to Virginia's engineering companies to support them in building their businesses.
 - 2. Advocate for a positive regulatory and business environment for consulting engineering firms by providing leadership, education, and programmatic support to expand and sustain their businesses.
 - 3. Promote values of Leadership, Education, and Advocacy
 - a. Leadership as demonstrated by actively seeking opportunities to serve the interests of the profession through public and private sector services.
 - b. Education as demonstrated by a commitment to serving stakeholders through anticipation of their needs, visionary thinking, and innovation.
 - c. Advocacy as demonstrated by being the acknowledged expert voice for engineering firms in Virginia.
 - 4. Such other purposes as the Executive Board may determine are reasonably related to the foregoing.
- C. *Seal.* The seal of the Council shall be the standard seal of the American Council of Engineering Companies of Virginia, Inc.

Article III. MEMBERSHIP

- A. *Classes of Membership.* The Council shall have three classes of membership, to be denominated as follows: (i) Member Firms, (ii) Life Members/Life Fellows, and (iii) Affiliate Member Firms.
 - 1. *Member Firms* shall:
 - a) be limited to those individual firms, parent firms or Virginia branch offices, divisions or subsidiaries of out of state firms whose resident principals (partners, proprietors, officers or

managers), furnish independent engineering services and maintain offices for the practice of independent engineering as (i) a consulting engineering firm, (ii) a qualified engineer-surveyor firm, (iii) a qualified engineer-architect firm, (iv) a qualified architect-engineer firm, (v) a qualified surveyor firm, or (vi) be an engineering department, division or subsidiary of a private, non-engineering company when the parent company is not eligible to be a Member Firm, provided the component offers professional knowledge and professional services to clients other than solely to the parent, and provided that component managers are professionally licensed. In all cases, member benefits shall accrue only to the component that is accepted for membership.

- b) have established and maintained recognized high professional standards, ethical reputation and responsibility to clients and financial stability in a manner which will assure that its aims, purposes and activities are consistent with those of the Council;
 - c) be elected to membership by the Executive Board;
 - d) have paid the requisite fees and dues;
 - e) designate one or more Members. A Member 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;
 - f) practice under an organizational agreement that does not involve a conflict of interest and that does not subordinate independent professional judgment to other considerations;
 - g) practice engineering in accordance with ACEC Professional and Ethical Conduct Guidelines
 - h) be any business entity type recognized under the laws of the Commonwealth of Virginia and meeting the requirements of subparagraphs (a) through (g) herein;
 - i) have a legally established office in the Commonwealth of Virginia and shall be a Virginia branch office or subsidiary of an out-of-state firm, provided the office meets the requirements of subparagraphs (a) through (h) herein.
2. *Life Members; Fellows.* Any Members or Fellows who have substantially retired from active practice as consulting engineers, who are not engaged in any field of activity that would have rendered them ineligible for the status of Member, and who have been Members or Fellows for a combined period of at least 10 years (including time as a member of ACEC), shall upon their request, become Life Members or Life Fellows, and, so long as they remain inactive, shall continue as Life Members without payment of dues. Life Members and Life Fellows shall enjoy all the privileges and benefits that accrue to Members and Fellows, except that they may not hold office in, and may not vote on matters before, the Council.
3. *Affiliate Member Firms.*
- a) *Criteria and Eligibility.* An Affiliate Member Firm shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries and/or organizations that support the goals of ACEC Virginia and ACEC and provide professional services or products used by (but not specified by) Member Firms. Only firms judged not eligible for ACEC Virginia membership as a Member Firm are eligible to become Affiliate Member Firms.
 - b) *Representation.* Affiliate Member Firms shall designate one or more Affiliate Members. An Affiliate Member is an individual designated by an Affiliate 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. Affiliate members shall not be entitled to hold office in the Council or vote on Council matters.
 - c) *Membership.* Affiliate Member Firms may belong to ACEC Virginia only, or to both ACEC Virginia and ACEC if the firm so desires and meets applicable requirements. Affiliate Member Firms, for example, may include, but not limited to architects, construction managers, archeologists, biologists, botanists, environmental scientists, testing labs, planners, computer or software experts, insurance consultants, bankers, accountants, attorneys, or A/E/C management consultants.
 - d) Shall have the same privileges as Member firms, unless otherwise stated in these bylaws.

- B. *Admission to Membership.* Members of each class who are qualified as defined in Article III shall be admitted as follows:
1. *Member Firms.* Applications for membership shall be received from firms that are endorsed and recommended for membership by two Member firms of the Council. Prospective members that do not have referrals from Member firms may be referred as noted in the Board Policy Manual. Applications shall be received online and shall contain all information essential to establish eligibility for membership. Applications for membership shall be reviewed by the Membership Committee, which shall recommend acceptance or non-acceptance and the reasons therefore to the Council's Executive Board. Applicant firms that are approved by an affirmative two-thirds vote of the Executive Board shall be admitted into the Council.
 2. *Affiliate Member Firms.* Firms which conform to the requirements of Article III.A.3 may apply to the Council for acceptance as an Affiliate Member Firm. The Membership Committee and Executive Board shall review an applicant's eligibility. An affirmative two-thirds vote of the Executive Board is required for acceptance.
- C. *Voting Entitlement of Members.*
1. Only Member Firms shall have voting rights. Affiliate members shall not vote on Council matters.
 2. Each Member Firm in good standing shall have one vote on any matter before the Council.
 3. Voting on each matter before the Council shall be by voice vote except:
 - a) when requested by a Member, voting shall be by roll call ballot with the Secretary tabulating the number of votes accordingly, or
 - b) when deemed necessary by the Executive Board, voting shall be by letter ballot to be mailed or emailed to each Member Firm by the Executive Director, and then received and tabulated by the Secretary.
 4. Any Member of a Member Firm in good standing shall have the privilege of casting the Member Firm's vote in the business of the Council. In the event of a conflict in votes between Members of the same Member Firm, such Member Firm's vote shall not be counted.
- D. *Withdrawal; Termination.*
1. *Withdrawal.* Any Member Firm or Affiliate Member Firm may withdraw membership in the Council upon written notice to the President or any other member of the Executive Board, who shall then forward the notice to the full Executive Board.
 2. *Termination, Suspension, or Censure.* A Member Firm or Affiliate Member Firm may be terminated from membership, suspended for up to two years, or censured if the Executive Board determines in good faith that the Member Firm:
 - a) has violated these Bylaws or other rules of the Council,
 - b) has failed to pay dues and other charges owed to the Council,
 - c) has violated the Professional and Ethical Conduct Guidelines adopted by ACEC,
 - d) has committed an act bringing discredit to the profession or the Council, or is found by a court of law to have committed a fraud or any other crime involving moral turpitude, or
 - e) otherwise has failed to meet the requirements for membership.

Notification by the Executive Board of its intention to terminate, suspend, or censure a Member Firm or Affiliate Member Firm and the reasons therefor shall be made in writing by the Executive Director to the firm no fewer than 30 days before the Executive Board meeting at which the action is to be taken. Any firm so notified shall have the right to appear or be represented and heard by the Executive Board prior to final action by it. The Executive Board

shall permit the affected firm thirty (30) minutes to make its presentation; provided that the Executive Board may extend such period in its discretion. A Member Firm's membership may only be terminated or suspended, and the Member Firm may only be censured, upon an affirmative vote of two-thirds of the members of the Executive Board.

3. *Effective Date.* The effective date of withdrawal, termination, or suspension of membership, unless otherwise approved by the Executive Board, shall be the last day of that quarter of the calendar year in which withdrawal action is taken by the firm or termination or suspension action is completed by the Executive Board.

Article IV. MEETINGS OF THE MEMBERSHIP

A. *General.* Regular meetings of the membership shall be held at least one time each fiscal year, and may be held in locations as approved by the Executive Board in or out of the Commonwealth of Virginia.

1. *Annual Meeting.* There shall be an annual business meeting of the membership at the annual conference pursuant to Section 13.1-838. An annual report of the Executive Board and each Council committee shall be submitted at the annual meeting.
2. *Special Meeting.* The Council may hold a special meeting of voting members under Section 13.1-839. Special meetings of voting members for any purpose may be called pursuant to resolution of the Executive Board. Special meetings shall be called by the president at the request, in writing, of one third (1/3) of the Executive Board members in office, or at the request, in writing, of one-third (1/3) of the Council's voting members. Such request shall state the purpose of the proposed meeting, and business transacted at a special meeting shall be confined to the subjects stated in the notice and matters germane thereto.
3. *Quorum; Voting.* Twenty percent of the voting members of the Council in attendance at a meeting, including at least two members of the Executive Board, shall constitute a quorum for the transaction of Council business, unless a larger number is required by the Articles of Incorporation or nonwaivable provisions of Virginia law. Attendance at every meeting of members shall be recorded among the permanent records of the Council. Votes may be cast in person or by proxy.

B. *Action without Meeting.* Action required or permitted to be taken at a meeting of voting members may be taken without a meeting and without action by the Executive Board pursuant to Section 13.1-841.

1. If not otherwise determined under Section 13.1-844, the record date for determining voting members, if any, entitled to take action without a meeting is the date the first member signs a consent form under this paragraph.
2. If a notice of proposed action is required by other provisions of these bylaws or the Council's governing documents to be given to non-voting members, and the action is to be taken by unanimous consent of the voting members, then the Council shall give its non-voting members written notice of the proposed action at least 10 days before the action is taken. The notice shall contain or be accompanied by the same material that would have been required to be sent to the voting members in a notice of meeting at which the proposed action would have been submitted to the voting members for action.

C. *Notices.* The Council shall notify its voting members of the date, time and place of each special meeting or other meeting of voting members. Notice of any meeting, special or otherwise, of voting members stating the time and place where it is to be held shall be sent by the Council by U.S. First

Class Mail, postage pre-paid, or by electronic means of communication, to each voting members no fewer than 10 days nor more than 60 days before the meeting, except that notice of a voting members' meeting to act on an amendment to the Articles of Incorporation, a plan of merger, a proposed sale of assets under Section 13.1-900 or the dissolution of the Council shall be given no fewer than 25 days nor more than 60 days before the meeting.

1. Any such notice of meeting sent by the Council shall be directed to all voting members entitled to notice at their address as it shall appear on the books and records of the Council, unless they shall have filed with the Council's Secretary a written request that notices intended for them be mailed to some other address, in which case it shall be mailed to the address designated in such request. Unless the Articles of Incorporation require otherwise, the Council is only required to give notice to members entitled to vote at such meeting under the notice requirements set forth in these Bylaws.
2. Notice of a Meeting of the Membership need not state the purpose for which the meeting is called. Notice of a special meeting, however, shall state the purpose for which said meeting is called. If not otherwise fixed under Section 13.1-840 or Section 13.1-844, the record date for determining members, if any, entitled to notice of and to vote at an Annual Meeting or at a special meeting is the close of business on the day before the effective date of the notice to such voting members.
3. If a Meeting of the Membership is adjourned to a different date, time or place, written notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or shall be fixed by the Bylaws, however, the notice of the adjourned meeting shall be given under this section to voting members as of the new record date.

- D. *Waiver of Notice of Meetings.* A voting member may waive any notice required by the Articles of Incorporation or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, signed by the voting member entitled to such notice and delivered to the Council's Secretary for inclusion in the minutes or filing with the Council's records. A voting member who attends a meeting waives objection to lack of notice or defective notice of the meeting, unless the voting member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. Such a voting member further waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects to considering the matter when it is presented.

Article V. MEMBERSHIP FEES AND DUES

- A. *Member Firms.* Each Member Firm shall have an index number assigned to it based on the index number system of ACEC. The dues shall be computed and assessed as provided in the Board Policy Manual.
- B. *Affiliate Member Firms.* Affiliate Member Firms may be assessed dues as determined by the Executive Board and as provided in the Board Policy Manual.

Article VI. EXECUTIVE BOARD

A. General.

1. The Council shall be governed by an Executive Board which shall consist of the Council's (i) President, who shall also serve as Alternate Director, as required, (ii) President Elect, (iii) three regional Vice Presidents and one At-large Vice President, (iv) Secretary, (v) Treasurer, (vi) National Director, who shall be the Immediate Past President and (vii) the Executive Director, who shall be without voting power.

2. Under Section 13.1-855, the number of members of the Executive Board may be increased or decreased from time to time by amendment of these Bylaws by the Council's Executive Board and membership, as provided herein.
3. It is provided that, for all purposes, the Executive Board shall serve in the place and stead of a Board of Directors, as set forth in the Council's Articles of Incorporation and in accord with applicable Virginia law.

B. *Voting for Executive Board Members.*

1. The Council's Nominating Committee shall advise the voting members no fewer than 30 days before the annual business meeting at the annual conference of its nominations for candidates to be elected to the Executive Board. Additional nominations from the floor may be made at the annual business meeting.
2. Executive Board members shall be approved by a majority vote of a quorum of voting members in good standing at the Council's annual business meeting. Official election of the Executive Board shall be by a majority vote of members voting by mail or electronic ballot, and the results shall be announced to the membership within 10 days after the annual conference. Members of the Executive Board shall take office immediately after the annual business meeting.
3. No Member Firm shall have more than two employees serving on the Executive Board at one time. Where two employees of a Member Firm are serving on the Executive Board they cannot hold any combination of the President Elect, President or National Director chairs simultaneously.

C. *Terms; General.* Members of the Executive Board shall be elected for a term of one year or until their successors take office, unless an Executive Board member resigns under Section 13.1-859 or is removed by the Executive Board under Section 13.1-860. The terms of office may be staggered in accordance with Section 13.1-858.

1. All members of the Executive Board may be elected for up to three additional one-year terms. The Executive Board may elect a member more than four terms only if it deems that special circumstances exist which make it in the best interest of the Council.
2. An Executive Board member shall attend all scheduled board meetings. Failure to attend meetings as provided herein may result in the removal of a board member from the Executive Board, as determined by the affirmative vote of at least two-thirds of the entire Executive Board (excluding the board member that is the subject of potential removal).
3. Policy and program activities of the Council shall be determined by the Executive Board and then recorded in writing and signed by the President. Such policies and programs shall be consistent with the Council's exempt purpose and function. The Executive Director may make recommendations for the Executive Board's consideration about policies and programs established for the Council.

D. *Vacancy.* Should any vacancy occur in the Executive Board through resignation, death, the expiration of term of service, or any increase in membership of the Executive Board, between annual elections, then such vacancies may be filled from the membership by the Executive Board, as it deems proper pursuant to Section 13.1-862, to be effective until the next following election, at which time a new Executive Board member shall be elected by the Executive Board for the remainder of the term in which the vacancy shall have occurred. In the event of a vacancy in the office of President, said position shall be filled by the President Elect who shall serve as the acting President at the pleasure of the Executive Board.

E. *Responsibilities of Executive Board.* The Executive Board shall guide and direct the Council, and

shall be the deciding body for the Council on all matters. Members of the Executive Board shall also serve on committees as provided for in Article VIII. The responsibilities of the Executive Board are included in the Board Policy Manual.

F. *Meetings of the Executive Board.*

1. Five members of the Executive Board shall constitute a quorum for the transaction of the business of the Executive Board. At all meetings at which a quorum is present, the affirmative vote of a majority of the Executive Board members present shall be the act of the Executive Board.
2. Voting may occur by electronic ballot between Board meetings. The ballot shall include the option to vote for deferral. One or more votes for deferral shall result in mandatory deferral of the vote until such time as the Board can have full discussion on the matter.

G. *Notice of Meetings; Waiver; Action without Meeting.*

1. Notice of regular meetings of the Executive Board may be given but is not required, although it is expected that all Executive Board members shall be kept apprised of regular board meeting dates. Special or emergency meetings may be held on call of the President, or if the President is absent or unable or refuses to act, then by any officer or by any two Executive Board members. Notice of the date, time and place of special meetings shall be given at least seven days before the meeting date in the manner provided by law, to include by electronic means of communication, except special meetings may be called upon lesser notice upon agreement of two-thirds of the members of the Executive Board. A notice of any special meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice and matters germane thereto.
2. A written waiver of notice made before or after the date and time stated in the notice, signed by the Executive Board members and filed with the minutes or corporate records, shall be the equivalent of giving such notice. Attendance at or participation in a meeting waives any requisite notice unless the Executive Board member, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or give assent to action taken at the meeting.
3. Action may be taken by the Executive Board or by a quorum of the Executive Board members, without a meeting, if one or more written consents setting forth the action taken shall be signed by all of the Executive Board members either before or after such action is taken and included in the minutes or filed with the corporate records. Such signed consent has the effect of a meeting vote in accordance with Section 13.1-865. A consent shall be deemed "signed" if an Executive Board member clearly acknowledges his or her agreement to the subject matter of the consent by e-mail.

H. *Meetings by Telephone and Other Means.* Members of the Executive Board, or of committees established pursuant to these Bylaws, may participate in any meeting by any means of communication by which all Executive Board or committee members participating may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at such meeting. When such meeting is conducted by means of a telephone conference or similar communications equipment, a written record shall be made of the action taken at such meeting.

Article VII. OFFICERS

- A. *Executive Board.* The Council's officers shall be comprised of a President, a President Elect, three regional Vice Presidents, one At-large Vice President, a Secretary, a Treasurer, and a National Director. The duties of each Board member are outlined in the Board Policy Manual.

- B. *Executive Director.* The Executive Director shall be employed by the Executive Board on an annual basis. Duties are outlined for this position in the Board Policy Manual.
- C. *Removal of Officers.* Under Section 13.1-874, any officer may be removed with or without cause at any time if the Executive Board, in its absolute discretion, shall consider that such removal is in the best interests of the Council.

Article VIII. COMMITTEES

- A. *Appointments.* Upon approval of the Executive Board, the President shall annually appoint the chairs of all Council committees.
 - 1. The Nominating Committee shall prepare a slate of nominees for any vacancy that may occur among the officers of the Council. This committee shall be composed of the President Elect and the three most recent Past Presidents of the Council.
 - 2. The Finance Committee shall implement the financial policies established by the Executive Board, prepare the annual budget and have a review the accounts completed each year for the Council. The Treasurer shall be Chair of the committee. A budget for the ensuing fiscal year shall be prepared by the Finance Committee for the consideration of the Executive Board and membership 30 days prior to the Annual Business Meeting and shall be reviewed by the Board no later than the Annual Meeting. Approval of the budget by the Board shall be by mail or electronic means and shall be announced to the membership within 15 days after the Annual Meeting. The failure of a Member Firm to vote on the budget after due notification shall constitute a vote of approval of the budget.
 - 3. The Advocacy Committee shall provide advocacy on behalf of the engineering industry and establish rapport with pertinent governmental agencies.
 - 4. The Education Committee shall provide continuing education for firm employees and promote engineering in schools of the Commonwealth.
 - 5. The Executive Committee shall provide direction to the Executive Director between meetings on issues as needed. This committee will be comprised of the President, President-Elect, and the National Director.
 - 6. The Membership Committee shall pursue prospects to apply for membership, encourage members to bring in new members, review applications, recommend acceptance of applications to the Executive Board, encourage attendance at meetings, and help new members become active quickly in the Council.
 - 7. The PAC Committee shall develop funding opportunities for both the ACEC/PAC and the Engineering Companies of VA PAC (ECVPAC) to support advocacy efforts on the state and national level, provided that no lobbying or PAC activity shall be undertaken and no political contributions shall be made if the Council's tax-exempt status would be jeopardized thereby, or if the same would violate the policies of the Council or the American Council of Engineering Companies national organization.
 - 8. The Transportation Committee shall advocate on behalf of the engineering industry on state and national issues.
- B. *Ad Hoc Committees.* One or more ad hoc committees may be appointed by the President or by the Executive Board to consider any matter of concern to the Council. The President shall designate the chair of each ad hoc committee and dissolve each such committee immediately after its assignment is completed.

Article IX. SPECIAL INTEREST GROUPS (SIGs)

A. *Establishment of SIGs.* The Executive Board may establish Special Interest Groups (“SIGs”) to focus on those interests which may require more intense activity than currently being offered by the Council, while simultaneously relying on the expertise of the Council's staff and officers. Additional information on guidelines and procedures for SIGs are located in the Board Policy Manual.

Article X. BOARD POLICY MANUAL

A. *Development and Maintenance of Manual; Amendment.*

1. The Executive Board shall develop and maintain a Board Policy Manual containing additional details concerning membership, governance, and operation of the Council. The official copy of the Board Policy Manual shall be kept with the Articles of Incorporation, the Bylaws, and other official documents of the Council.
2. The Board Policy Manual may be amended, revised, and replaced only upon the affirmative vote of at least a majority of the members of the Executive Board. In the event of a conflict or inconsistency between a provision of the Board Policy Manual, on the one hand, and the Articles of Incorporation or these Bylaws, on the other hand, the Articles of Incorporation or Bylaws, as the case may be, shall prevail.

Article XI. INDEMNIFICATION

A. *General.* Except as limited by its Articles of Incorporation, the Council shall indemnify its officers, employees and agents to the fullest extent provided by law.

B. *Payment of Expenses.* Expenses incurred in defending a civil, criminal, administrative, arbitral or investigative action, suit or proceeding may be paid by the Council in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Board upon receipt of an undertaking by or on behalf of the board member, officer, employee or agent to repay such amount, unless it shall ultimately be determined that the officer, employee, or agent is entitled to be indemnified by the Council as authorized in these Bylaws.

C. *Indemnification.* The Council may indemnify each person, though said person is not or was not a board member, officer, employee or agent of the Council, who served at the request of the Council on a committee created by the Executive Board or these Bylaws, to consider and report to it in respect to any matter. Any such indemnification may be made under the provisions thereof and shall be subject to the limitations thereof, except that (as indicated) any such Committee Member need not be nor have been a board member, officer, employee or agent of the Council.

D. *Applicability; Non-exclusivity.* The provisions hereof shall be applicable to actions, suits, or proceedings (including appeals) commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof. The indemnification provisions herein provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested members of the Executive Board or otherwise, or by law or statute, both as to action in an official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a board member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

E. *Insurance.* The Council may purchase and maintain insurance on behalf of any person who is or was a board member, officer, employee or agent of the Council, or is or was serving at the request of the Council as a board member, officer, employee or agent of another Council, against any liability asserted against and incurred by in any such capacity or arising out of their status as such, whether or not the Council would have the power to indemnify them against such liability under the provisions of these Bylaws.

Article XII. RULES OF ORDER

- A. *Robert's Rules of Order.* The general procedure to be followed in the conduct of all meetings of the Council and of the Executive Board shall be as prescribed in Robert's Rules of Order, which shall be the final authority of all matters of such procedures.

Article XIII. OTHER MATTERS

- A. *Corporate Records.* The Council shall keep correct and complete books and records of account and minutes of all Executive Board and Membership's meetings and a record of all actions taken by the Executive Board and members without a meeting, and a record of all actions taken by any committee of the Executive Board in place of the Executive Board. It shall also keep at its registered office or principal place of business such other business and tax records as are required by law, including a copy of its most recent annual report and annual tax return, if applicable.
- B. *Prohibition against Sharing in Corporate Earnings; Disposition of Funds.*
1. The Executive Board shall have absolute control of the Council's assets, which shall be utilized in a manner consistent with the Council's Bylaws and Articles of Incorporation and consistent with the Council's exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.
 2. No director, officer or employee of, or any member of a committee of, or person connected with the Council, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the Council's operations, provided that this shall not prevent the payment to any such person of such reasonable compensation as shall be fixed by the Executive Board for services rendered to or for the Council in executing any of its purposes.
 3. The Council's property is irrevocably dedicated to its stated exempt purposes, and, upon liquidation, dissolution or abandonment, and after providing for the debts and obligations thereof, the Council's remaining assets, if any, shall not inure to the benefit of any private individual but instead shall be distributed to such organizations as may be designated by the Council's Executive Board, provided that such organizations shall be exempt from the assessment and payment of federal income taxes under Section 501(c) of the Internal Revenue Code of 1986, or under corresponding provisions of then current federal internal revenue law.
 4. All officers, directors and members of the Council shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the Council's affairs, whether voluntary or involuntary, the assets of the Council then remaining in the hands of the Executive Board shall be distributed, transferred, conveyed, delivered and paid over to charitable institutions upon such terms and conditions and in such amounts and proportions as the Executive Board may impose and determine.

Article XIV. FINANCE

- A. *Deposits.* All paid funds, property and net receipts shall be deposited in a bank or financial institution having FDIC insurance to the general account of the Council, except that funds designated for a particular activity may be accounted for separately.
- B. *Designated Funds.* Designated funds, if any, received from public agencies shall be accounted for separately, if so required by such agencies.
- C. *Loans.* Loans authorized and approved by the Executive Board shall be secured by an agreement setting forth all terms for repayment signed by the borrower; the Executive Board will make every reasonable effort to ensure repayment of all such loans.
- D. *Budget.* The Executive Director shall not expend, obligate, or commit funds in excess of the amount approved in the budget for any fiscal year, unless authorized or ratified by the Executive

Board.

- E. *Bonding.* All persons in a position to handle checks or cash belonging to the Council, those with authority to withdraw its funds from any bank account, and otherwise to exercise control or management over the Council's financial affairs, shall be bonded by a recognized bonding agency or company, to the extent required by law, if so applicable.
- F. *Signatures.* All checks or demands for money on behalf of the Council shall be signed by such persons as the Executive Board shall from time to time designate.
- G. *Investments.* All funds not required to meet current operating expenditures and obligations shall be placed in an interest-bearing account in a financial institution having appropriate insurance on such accounts, or shall be invested in securities issued or guaranteed by the United States Government. The Treasurer and Executive Director shall, subject to the recommendation of the Finance Committee and approval by the Executive Board, determine the manner and appropriate amounts to be so invested or placed in such account.

Article XV. NON-DISCRIMINATION

- A. *Non-Discrimination.* The officers, Executive Board members, committee members, employees and persons served by the Council shall be elected or selected entirely on a non-discriminatory basis with respect to age, sex, race, disability, religion and national origin. For purposes of these Bylaws, any reference to one gender shall be deemed made to the other gender.

Article XVI. AMENDMENTS

- A. *Proposed Amendments.* Amendments to the Bylaws and to the articles of incorporation may be proposed to the Executive Board by petition of 10 Member Firms, majority vote of the Executive Board, or a majority vote of the voting Member Firms in attendance at a regular or special meeting of the Council where a quorum is present. The Executive Board shall submit such proposed amendments to the Council membership for action within 60 days, together with the recommendations of the Executive Board.
- B. *Voting.* The Bylaws and Articles of Incorporation may be amended by affirmative vote of a majority of the Member Firms. Any matters not specifically covered by these Bylaws shall be governed by the applicable provisions of the Code of Virginia of 1950, as amended, in force at the time.

Effective: January 1, 1996.

Amend: January 29, 1998.

Amend: January 23, 2002

Amend: June 3, 2004

Amend: March 9, 2006

Amend: June 19, 2008

Amend: March 17, 2011

Amend: February 28, 2013

Amend: July 9, 2014

Amend: June 16, 2017

Roy W. Sebring, Chair
By Laws Committee