

BYLAWS OF THE AMERICAN COUNCIL OF ENGINEERING COMPANIES OF ARIZONA

Article I. Name, Location, Purpose, Affiliation

Section 1 - Name. The name of this organization shall be the American Council of Engineering Companies of Arizona, hereinafter referred to as ACEC/AZ.

Section 2 - Location. The headquarters of ACEC/AZ shall be located in the State of Arizona at such location as shall be directed by the Board of Directors, hereinafter referred to as the Board.

Section 3 - Purpose. ACEC/AZ is a state council representing independent consulting engineering and land surveying firms located in Arizona. The 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 of 1954, as it may be amended from time to time. ACEC/AZ shall provide a single, united voice representing the state's independent consulting engineers and land surveyors in addressing governmental and private agencies, in cooperating with other business and professional organizations, in promoting the ethics and public image of the engineering and surveying profession, in protecting the public health and safety, and in advancing the private practice of engineering and surveying. ACEC/AZ shall devote time, personnel, money, and other resources principally to those matters of or within the State of Arizona. Recognizing that no state or state organization can exist entirely oblivious to adjacent or national activities, actions or proposals, ACEC/AZ shall maintain reasonable communications with all such national engineering and surveying organizations as the Board deems appropriate. When requested by any of these national engineering or surveying organizations for actions, opinions or other response, ACEC/AZ shall respond on a case-by-case basis.

Section 4 - Affiliation. ACEC/AZ shall serve as the Arizona Member Organization of the American Council of Engineering Companies (ACEC).

Article II. Membership

Section 1 - Member Firms.

- A. A member firm shall be limited to those individual firms, parent firms, branch offices or subsidiaries whose resident principals (proprietors, partners, or officers) furnish independent consulting engineering and/or land surveying services, and shall:
1. maintain and have established an office(s) in the State of Arizona for the practice of consulting engineering and/or land surveying;
 2. have a principal(s) registered professionally in accordance with the laws of the State of Arizona, who shall act for the firm on professional policies and activities;
 3. have high professional repute and ethical standards;
 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.

- B.** Only member firms shall have the right to vote. Each member firm shall be entitled to one vote per index number as established under the provisions of Article III, Section 2A. Each member firm shall designate a member as its voting representative. A member firm may elect to split its vote.

Section 2- Application for Membership. Application shall be submitted to the Secretary on a form provided by the Council. All applications shall be presented to the Board. The Board shall take the final action on all applications. The Chairman or President shall notify the applicant of the results of action. If the action is favorable, the Firm will become a Member effective immediately upon payment of dues.

Section 3- Changes in Membership Status. Any Member ceasing to fulfill the necessary requirements for membership shall be terminated upon Board action. A Member Firm may be expelled from membership on the grounds that their conduct or policy is detrimental to the purposes or interests of ACEC/AZ and/or ACEC or is of such nature as to bring ACEC/AZ and/or ACEC into disrepute.

Section 4- Sustaining Membership.

- A.** The purpose of a Sustaining Membership is to promote enhanced communication, cooperation and coordination between engineering and land surveying firm members of ACEC/AZ and firms or organizations providing services and/or products commonly used by consulting engineers or land surveyors through the implementation of a Sustaining Member category of membership. Sustaining Membership grants membership into the American Council of Engineering Companies of Arizona only (not the American Council of Engineering Companies).
- B.** Any organization which provides services and products commonly used by consulting engineers or land surveyors shall be eligible for Sustaining Membership. Sustaining Membership shall be limited to organizations that are not eligible for regular membership. In no event shall the total number of Sustaining Memberships exceed 25% of total ACEC/AZ firm membership.
- C.** An organization desirous of having Sustaining Membership within ACEC/AZ shall submit to ACEC/AZ a completed application form. The President of ACEC/AZ shall review the application and make its recommendation on said application to the ACEC/AZ Board of Directors. All applications shall be presented to the Board for final action. The Chairman or President shall notify the applicant of the results of action. If the action is favorable, the applicant will become a Sustaining Member effective immediately upon payment of dues.
- D.** If for any reason the Board of Directors decides not to accept an organization seeking Sustaining Membership, the applicant shall be so informed.
- E.** Sustaining Membership shall be permitted up to two representatives and shall notify the ACEC/AZ promptly when there is a change in representation.
- F.** Sustaining Member representatives may serve on any ACEC/AZ committee and may attend and participate in ACEC/AZ membership activities. In all such activities, however, the Sustaining Member representative shall serve without a vote, in an advisory capacity only. Sustaining Members shall not be eligible to serve as committee chairmen or officers

of ACEC/AZ. Sustaining Members are not members of ACEC and are not eligible to participate in ACEC programs and benefit plans.

- G. Sustaining Members may not use Sustaining Membership status in ACEC/AZ for any commercial purpose, except they may list Sustaining Membership in proposals (and similar documents of short term duration) to members of ACEC/AZ. Use of symbols and/or words indicating Sustaining Membership on or in materials such as brochures, letterheads and business cards is expressly forbidden.

Section 5– Honorary Member. An "Honorary Member" shall:

- A. Have been engaged as a registered professional engineer or land surveyor with principal occupation as a consulting engineer or land surveyor for a minimum of ten years.
- B. Be at least fifty years of age.
- C. Have a record of outstanding engineering or land surveying accomplishments and ethical practice.
- D. Not be employed full-time nor have others in his/her employ.
- E. Agree to support the purpose of ACEC/AZ.
- F. Reside in the State of Arizona.
- G. Be proposed to the Board by a principal of a member firm who shall furnish a brief biographical sketch and statement of qualifications.
- H. Be approved unanimously by the Board.

Article III. Budget, Dues and Assessments

Section 1 - Budget.

- A. A budget committee composed of the Treasurer, who shall act as the committee Chair, and two members appointed by the Chairman and approved by the Board shall prepare a proposed budget for the next fiscal year and submit it to the Board no later than two months prior to the beginning of the next fiscal year.
- B. The Board shall approve the budget for next fiscal year prior to the beginning of the next fiscal year.

Section 2 - Dues and Assessments.

- A. The total ACEC/AZ budgeted annual dues and any special assessments approved by a majority of the Board shall be apportioned among member firms on a basis of a schedule of index numbers approved by the Board.
- B. ACEC dues of ACEC/AZ member firms shall be added to their ACEC/AZ dues, except in cases where a branch office or subsidiary is a member of ACEC/AZ and the parent firm pays dues directly to ACEC for branch offices and subsidiaries.

- C. Member dues are due the beginning of the fiscal year or upon joining, but may be paid in quarterly installments. One-half annual dues shall be assessed against those joining during the second half of the fiscal year. Special assessments shall be payable as directed by the Board.
- D. Member dues are delinquent if not paid within ninety days after the quarterly installment is due. Assessments are delinquent 90 days after the due date set by the Board. Delinquent member firms shall be denied the right to vote or to have their members hold office until all financial obligations are met. The Board may expel a member firm for delinquency in dues or other financial obligations to the Council.
- E. The dues for Sustaining Membership shall be determined each year for the next succeeding year by the Board of Directors. Sustaining members are not subject to assessments.
- G. Sustaining member dues are due the beginning of the fiscal year or upon joining. One-half annual dues shall be assessed against those joining during the second half of the fiscal year.
- H. Sustaining member dues are delinquent if not paid within ninety days after the annual billing. The Board may expel a sustaining member for delinquency in dues or other financial obligations to the Council.
- H. Honorary Members shall not be subject to dues or assessments.

Article IV. Membership Meetings

Section 1 - Membership Meetings. Membership meetings may be called by the Chairman, by a majority of the Board, or by petition of ten member firms. The time, place and purpose of such meetings shall be stated by the entity calling the meeting, and a notice shall be sent to the membership no later than two weeks prior to the meeting.

Section 2 - Quorum. Representation by twenty percent of the member firms will constitute a quorum at any membership meeting.

Article V. Board of Directors and Officers

Section 1 - Authority. The business affairs and administration of the ACEC/AZ shall be directed by the Board which shall meet not less than six times each year. All Board meetings are open to all members. The Board shall direct general policy, approve appointment of committees and direct their activities, approve appointment of representatives as may be required, make final decisions and be spokesman for the ACEC/AZ.

Section 2 - Composition. The Board shall consist of a Chairman, a Chair-Elect, a Senior Vice Chair, a Secretary, a Treasurer, the Immediate Past Chair, and five Vice Chair's. Members of the Board will be from small, mid-size and large firms throughout Arizona. All primary engineering disciplines (*civil, structural, electrical, mechanical, geotechnical*) and land surveying will be represented by members of the Board. All shall be members. Any six Board Members present at a Board meeting shall constitute a quorum. If a quorum is not present, the Chairman may seat members as acting vice chairs to constitute a quorum.

Proxies must be in writing. No more than one person from any firm shall serve on the Board simultaneously.

Section 3 - Officers.

- A. The Chairman shall preside over all membership and Board meetings and appoint all committees with approval of the Board.
- B. The Chair-Elect shall perform such duties as are assigned by the Chairman or the Board and in the absence of the Chairman preside over membership and Board meetings.
- C. The Senior Vice Chair shall perform such duties as assigned by the Chairman or the Board.
- D. The Secretary shall keep a complete record of all proceedings of all membership and Board meetings, maintain the membership roster, have custody of all permanent records and perform all other duties usually pertaining to the office of Secretary, utilizing the services of the staff.
- E. The Treasurer shall collect dues and other moneys due, direct payment of bills as authorized by the Board and perform other duties usually assigned to a Treasurer, utilizing the services of the staff.
- F. The Immediate Past Chair shall serve as parliamentarian, serve as the immediate assistant to the Chairman and perform such other duties as the Chairman or Board may assign.
- G. The five Vice Chair's shall perform such duties as may be assigned by the Chairman or Board and serve as liaison members to committees.

Section 4 - Terms of Office.

- A. All officers, except the Chairman and Immediate Past Chair, shall be elected annually as hereinafter set forth for one-year terms. At the end of their one-year term, the Chair-Elect shall automatically succeed to the office of Chairman and the Chairman shall automatically become the Immediate Past Chair. Each officer shall hold office until each successor has been duly elected and take office. The Board shall appoint a member to fill any vacancy occurring in the Board during the fiscal year.
- B. Recognizing board meetings are held on regular scheduled monthly intervals; that Council business is conducted regarding the future well-being and destiny of its membership; and that in order for business to be conducted, a full quorum should be represented, board attendance is of the utmost importance.
 - 1. The Attendance of Board of Director meetings will be noted and recorded by the Secretary.
 - 2. Unexcused absences will be noted. In the event an individual Board Member has been absent three meetings in a board year, such member shall be subject to replacement by a majority vote of the Board members at a subsequent meeting of the Board.

Article VI. ACEC National Director and Alternate National Director

The Chairman with Board approval shall appoint an ACEC National Director and Alternate National Director. These appointments shall be made from Board members whose firms are ACEC members. If these appointments cannot be filled from the Board, members from ACEC member firms shall be appointed and the ACEC National Director so appointed shall be an ex-officio non-voting member of the Board. The expense of registration, travel, food and lodging shall be reimbursable for attendance by the National Director or Alternate National Director at no more than two ACEC meetings annually.

Article VII. Nomination and Election of Officers

Section 1 - Nominating Committee. There shall be a Nominating Committee composed of the Immediate Past Chair, who shall serve as Chairman, the Chair Elect, and the President.

Section 2 – Nominations. At least 60 days prior to the end of the fiscal year the Nominating Committee shall meet and nominate the new incoming board member as prescribed in Article V, Section 2, Composition. The Chair or President will contact all current Board members to confirm their interest and ability to continue their progression as a Board member. If a Board member is no longer able to serve, the Nominating Committee will seek a nominee from the membership who meets the criteria outlined in Article V, Section 2, Composition.

Section 3 – Nominating Committee Report. Except for Chairman and Past Chairman, the slate of Board members as presented by the Nominating Committee shall be approved by a quorum of the current Board of Directors.

Article VIII. Committees

Section 1 - Committees. Committees may be established for a stated purpose by the Chairman or the Board. The Board shall annually review all committees to determine the necessity for their continuation.

Section 2 – Chairman and Committee Members. The Chairman shall appoint a chairman of each committee who shall direct the affairs of the committee. Each member, honorary member, and sustaining member may elect to be a member of one or more committees.

Section 3 – Authority. Each committee may act and speak for the committee on matters affecting the members of the committee and such actions shall be reported to the Board. Actions affecting the Council general membership shall be referred to the Board for action.

Article IX. Rule of Order

The most recent edition of Roberts Rules of Order shall govern procedure at all membership and Board meetings.

Article X. Fiscal Year

The fiscal year of the organization shall commence 1 July and end on the following 30 June.

Article XI. Staff

The Board may employ and determine the salaries of a President and staff. The President shall have such duties as determined by the Board.

Article XII. Amendments

Any proposed Amendment to these Bylaws shall be submitted to the Board by notice in writing at least two weeks prior to a Board meeting. If approved by six members of the Board, or if the notice was by petition by the principal of 20 member firms, the proposed Amendment shall be submitted immediately to the principal of member firms to be returned within 30 days indicating approval or disapproval. The Amendment shall become effective immediately if approved by a majority of those responding.