

BYLAWS OF
AMERICAN COUNCIL OF ENGINEERING COMPANIES OF IDAHO

ARTICLE I
NAME, GOVERNING BYLAWS AND AFFILIATIONS

1. The name of this corporation is American Council of Engineering Companies of Idaho, representing the Consulting Engineers of Idaho. The approved abbreviation for this corporation, where an abbreviation is proper, shall be ACEC of Idaho.
2. ACEC of Idaho functions and performs under the provisions of and in accordance with the Articles of Incorporation and these Bylaws.
3. The fiscal year shall be October 1 through September 30.
4. ACEC of Idaho may affiliate with or represent any State and/or National organizations with interests similar to ACEC of Idaho.
5. Affiliations, or severing of affiliations, may be proposed by majority vote at any regular or special meeting of the members, or by majority vote of the Board. The Secretary-Treasurer shall mail the proposed affiliation, or severing of affiliation, and a letter ballot for same to each member at least thirty (30) days prior to the date designated for counting ballots. A two-thirds affirmative vote of the ballots returned shall be required for adoption of the affiliation or severing of the affiliation. The Board shall act as Teller's committee and shall certify the results of the vote to the members by mail.

ARTICLE II
PURPOSE

The purpose of ACEC of Idaho is to consider and act in management, business and professional matters pertaining to consulting engineering and land surveying, with the objective of protecting and enhancing the business climate for our member firms, thus enabling them to provide sustainable consulting services in the interests of their clients and the community, and particularly to include:

1. Protecting the public welfare;
2. Promoting harmony, cooperation and mutual understanding among consulting engineers and land surveyors;
3. Cooperating with public bodies and other organizations in matters of common interest;
4. Promoting the professional status and ethical conduct of its members in the State of Idaho;
5. Acting as a clearing house and information center for its members and providing cooperative services for their common purpose and benefit;

6. Advising on enactment of legislation on a national basis affecting the interests of consulting engineers and land surveyors and assisting its members on state and local legislation that may have a relation to the general interests of ACEC of Idaho; and
7. Supporting and assisting in the advancement of the science and practice of engineering and land surveying.

ARTICLE III MEMBERSHIP

1. Definitions.

- a. Where reference is made to "firm members" or "member firm," such reference includes only firm members of ACEC of Idaho. Where reference is made to "individual members," such reference includes only individual members of ACEC of Idaho. Where reference is made to "life members," such reference includes only life members of ACEC of Idaho. Where reference is made to "affiliate" or "associate" members such reference includes only affiliate or associate members of ACEC of Idaho. Where reference is made to "members" or "membership," such reference includes firm members, individual members, life members, affiliate and associate members of ACEC of Idaho.
- b. For purposes of these Bylaws a "representative" is an individual designated by a Member Firm, who is a sole proprietor, partner, officer or manager (a) having an ownership interest, or (b) exercising management responsibility for technical or business decisions.
- c. For purposes of these Bylaws a "voting representative" is an individual designated by a member firm, who is a sole proprietor, partner, officer or manager (a) having an ownership interest, or (b) exercising management responsibility for technical or business decisions, who votes the firm's index number for any ballot requiring a majority or two-thirds vote of all firm members voting by letter ballot.

2. Classes of Membership. Membership in ACEC of Idaho shall be of five classes:

- a. Firm Membership,
- b. Individual Membership, ~~and~~
- c. Life Membership
- d. Associate Membership, and
- e. Affiliate Membership

3. Qualifications for Firm Membership. Firm membership in ACEC of Idaho shall be open to firms who meet all of the following qualifications:

- a. The firm shall have established office(s) in Idaho for engaging in the practice of consulting engineering and/or land surveying, and shall have a current Certificate of Authorization issued by the Board of Registration of Professional Engineers and Professional Land Surveyors.

- b. One or more of the engineer or land surveyor representatives of the firm shall be registered/licensed and in good standing as professional engineers and/or land surveyors in the State of Idaho.
 - c. One or more employees of the firm shall be a member in good standing of the Idaho Society of Professional Engineers (ISPE).
 - d. The firm and its engineer or land surveyor representatives shall not have any commercial affiliation or alliances which would create a conflict of interest with the practice of consulting engineering and/or land surveying.
 - e. The firm and its engineer or land surveyor representatives shall have established reputations for ethical conduct, integrity and professional competence.
 - f. The firm shall agree to maintain membership in the American Council of Engineering Companies (ACEC).
 - g. The firm shall designate an engineer or land surveyor as a voting representative to vote on its behalf on ballot issues. At the firm's option, the firm may designate an alternate engineer or land surveyor to vote in the voting representative's absence.
4. Qualification for Individual Membership. Individual membership in ACEC of Idaho shall be open to individuals who meet all of the following qualifications:

- a. The individual member shall be employed by a firm which is a member firm of ACEC of Idaho.
- b. The individual shall be a sole proprietor, partner, officer or manager (a) having an ownership interest, or (b) exercising management responsibility for technical or business decisions.
- c. The individual shall have his or her principal source of earned income from consulting engineering and/or land surveying, and be registered/licensed and in good standing in Idaho.
- d. The individual shall not have any commercial affiliations or alliances which would create a conflict of interest with the practice of consulting engineering and/or land surveying.
- e. The individual shall have an established reputation for ethical conduct, integrity, and professional competence.

5. Qualifications for Life Membership. Life membership in ACEC of Idaho shall be open to retired individuals who meet all the following qualifications:

- a. The life member shall have met all requirements of Section 4 above, prior to retirement from a consulting engineering or land surveying firm at age of 55 or older.
- b. The life member must be nominated for this honorary position by the Board of Directors of ACEC of Idaho.

- c. A life member of ACEC of Idaho cannot be a life member of ACEC unless he or she is fully retired and closes his or her firm.

6. Qualifications for Associate Membership. Associate membership in ACEC of Idaho shall be open to firms that meet all the following qualifications:

- a. Firms judged not eligible for Firm membership.
- b. Firms should support the goals of ACEC and provide professional services of a scientific and technical nature that are complementary to the services provided by Firm members.
- c. Associate firms are not eligible to vote on ACEC business, hold office in ACEC nor serve as a chair of an ACEC committee.

7. Qualifications for Affiliate Membership. Affiliate membership in ACEC of Idaho shall be open to firms that meet all the following qualifications:

- a. Firms judged not eligible for Firm membership.
- b. Firms should support the goals of ACEC and provide professional services used in the internal operation of Firm or Associate Firm members.
- c. Affiliate firms are not eligible to vote on ACEC business, hold office in ACEC nor serve as a chair of an ACEC committee.

8. Interrelationship of Firm and Individual Membership.

- a. A person may not be an individual member of ACEC of Idaho unless the firm in which he or she is employed is a firm member of ACEC of Idaho.
- b. At least one engineer or land surveyor representative of a firm must qualify as an individual member of ACEC of Idaho. He or she shall be designated for individual membership at the same time the firm applies for firm membership. If a firm consists of more than one engineer and/or land surveyor representative, such additional representatives may also become individual members of ACEC of Idaho, if they meet the qualifications for individual membership as set forth in Section 4 above. Designation of individual membership may be made at the same time the firm applies for membership, or at some later time. New individual members designated by firm members must be identified.

9. Admission to Membership. Applicants for membership, either as a firm, an individual, a life member, or associate or affiliate shall provide such evidence of qualification as the Board may prescribe as necessary for compliance with requirements of this Article.

10. Applications for Firm, Individual, Associate or Affiliate Membership. Applications for Firm, Individual, Associate or Affiliate Membership shall be reviewed and acted upon by the Board. At its discretion, the board may bring applications for firm and individual membership before the membership for discussion.

11. Nominations for Life Membership. The honorary position of life membership requires special nomination by the Board of Directors. The Board shall be responsible for nominee's compliance with all qualifications prior to approval. At its discretion, the board may bring nominations for life membership before the membership for discussion.

12. Right of Appeal. Any applicant who may feel aggrieved by any action of the Board in refusing membership or in suspending, censoring or expelling him or her shall have the right of appeal to the Board. In hearing appeals, the Board may admit oral or written evidence which will most fairly present the facts but, in the case of every appeal, the Board shall attempt conciliation and compromise prior to all such hearings.

13. Revocation of Membership. The Board shall have the sole discretion to revoke the membership of a firm member, an individual member, a life member, an associate member or an affiliate member who fails to meet or to continue to meet all the qualifications for membership as set forth in this Article.

14. Failure to Pay Dues or Assessments. Any firm member who fails to pay dues or assessments for a period of three months after written notice that the same are payable may be removed from the membership roll upon order of the Board and thereupon all rights of firm and individual members employed by the firm shall terminate.

15. Annual Certification. Each member firm shall annually submit an update of its directory information, including a list of individual members; certify its index number as defined by ACEC; include a statement that it continues to meet membership qualifications; and that it intends to continue to comply with the qualifications.

ARTICLE IV DUES AND ASSESSMENTS

1. Annual firm member dues, payable quarterly in advance, shall be established according to the index number as defined by ACEC, and shall be increased each year at the same cost of living percentage as used by ACEC. Any dues increase in addition to the cost of living increase shall be approved by a majority vote of all firm members voting by letter ballot prior to the time of the annual meeting. Initial dues of new firm members shall be pro rated on a quarterly basis from the date of admission into ACEC of Idaho, and shall be paid in advance. There will be no dues requirement for individual members and life members.

Associate member and affiliate member dues shall be set by the board.

2. Firm and individual members dropped from the membership roll for failure to pay dues as set forth in Article III.12 can be reinstated upon payment of all back delinquent dues and a reinstatement fee as determined by the Board.

3. Assessments may be proposed by majority vote at any regular or special meeting of the members, or by majority vote of the Board. Assessments shall be approved by a majority vote of all firm members voting by letter ballot.

ARTICLE V VOTING

1. All designated representatives of firm members and life members may vote at regular or special meetings for business issues decided by oral vote.

2. Only designated voting representatives may vote the firm's index number for any ballot requiring a majority or two-thirds vote of all firm members. The votes cast by a firm member's voting representative shall equal that firm's index number. Life members shall have an index number of one and shall have one vote.

Associate and Affiliate members shall have no vote.

3. Any number of member firms in good standing shall constitute a quorum at an ACEC of Idaho regular or special meeting, that has been called and notification given as set forth in Article X.1. A simple majority of the Board members shall constitute a quorum at a Board meeting.

ARTICLE VI OFFICERS

1. ACEC of Idaho is dedicated to maintaining a succession of officers and directors to maintain continuity of leadership and to optimize training available through ACEC. To accomplish this, elected officers are expected to serve a five year progression consisting of one year as Secretary-Treasurer, one year as Vice President, one year as President Elect, one year as President, and one year as Past-President. Directors to ACEC are expected to serve a four year progression consisting of two years as Alternate Director followed by two years as Director.

2. The member firms shall elect officers to fill the expiring terms by letter ballot as set forth in Article VII.4 prior to the annual meeting. The elected officers shall be a President; a President-Elect; a Vice President; a Secretary-Treasurer; a Director, and an Alternate Director to the American Council of Engineering Companies. The President-Elect shall advance to the office of President. The Vice President shall advance to the office of President-Elect. The Secretary-Treasurer shall advance to the office of Vice President. The Alternate Director shall advance to the office of Director. Other candidates for elected offices may appear on the ballot as set forth in Article VII.

3. The elected officers and the immediate Past-President shall constitute the Board.

4. Eligibility for nomination, election, and retention of a position as an elected officer or board member of ACEC of Idaho shall be contingent upon the individual being a "representative" (as defined in Article, Section 1.b) of a member firm in good standing and residing in the State of Idaho.

5. Newly elected officers shall assume their offices and duties at the October meeting each year and shall hold office until their respective successors have been duly elected and installed. The terms of office of the elected officers shall be as follows:

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|---|-----------|
| President, President-Elect, Vice President, Secretary-Treasurer | One year |
| Director, Alternate Director | Two years |

6. In the event that an elected officer is unable or unwilling to serve, the remaining elected

officers shall advance to the next office in succession as set forth in this Article. A vacancy in the office of Secretary-Treasurer or Alternate Director occurring between elections shall be filled for the unexpired term through nomination by the President and approval by the Board.

7. No firm shall have more than one of its “representatives” serve as a member of the Board at the same time.

8. The Board shall be empowered to employ an Executive Director. The duties to be performed by, and the remuneration paid to, the Executive Director shall be as approved by the Board.

ARTICLE VII NOMINATION AND ELECTION OF OFFICERS

1. Nominations for officers shall be made by the Nominating Committee, consisting of the Immediate Past President as its chair and one member appointed by the Board.

2. No member of the Board, other than the Immediate Past President, shall be eligible to serve on the Nominating Committee.

3. One or more nominations shall be made by the Nominating Committee for each office to be filled. In the event that a nominee submitted by the Nominating Committee is not the officer in line for succession to an office, the reasons for such change shall be stated on the ballot, or in separate information transmitted with all ballots mailed.

4. In the event that a nominee submitted by the Nominating Committee becomes ineligible for office, or is unable, or declines to serve prior to the time that ballots are printed, his or her name shall be withdrawn by the Nominating Committee. The name of a qualified replacement nominee shall be submitted to the Board by the Nominating Committee and such name shall be placed on the ballot in lieu of the withdrawn nominee's name. The reasons for such change shall be stated on the ballot, or in separate information transmitted with all ballots mailed.

5. The Nominating Committee shall report the names of its nominees to the Secretary-Treasurer thirty (30) days before the date of the election, and the names shall be placed on a ballot, with space for write-in votes, to be mailed to all voting members at least fifteen (15) days before the Annual Meeting. The ballots must be returned to the Secretary-Treasurer prior to the Annual Meeting.

6. Ballots shall be canvassed and delivered to three Tellers appointed by the President at the Annual Meeting. The votes shall be counted by the Tellers and the names of the elected officers and other balloting results shall be transmitted by the Tellers in writing to the Secretary-Treasurer for release by the President.

ARTICLE VIII DUTIES OF OFFICERS

1. The President shall preside over all meetings of ACEC of Idaho and be an ex-officio member of all committees except the Nominating Committee.

2. In the absence of the President, the order of succession as presiding officer at a meeting of

ACEC of Idaho shall be President-Elect, Vice President, and Secretary-Treasurer.

3. The President-Elect shall be responsible for finance and shall prepare the annual budget for presentation at the Annual Meeting. The President-Elect shall monitor the payment of dues and report to the Board the names of delinquent firms or members. The President-Elect shall be the chair of the conference committee.

4. The Vice President shall be responsible for arrangements and programs for all meetings.

5. The Secretary-Treasurer shall be responsible for keeping an accurate record of the proceedings of the membership and of the Board. The Secretary-Treasurer shall be responsible for informing the President and the Board of duties to be performed at stated times or at stated intervals and shall issue all calls, notices, etc., as instructed by the President or by the Board. The Secretary-Treasurer shall be responsible for conducting the correspondence of the corporation, and maintaining custody of all books, records and documents. The Secretary-Treasurer shall be responsible for maintaining a complete record of past members of the Board for the purpose of establishing information for appointment or election.

6. The Secretary-Treasurer shall be responsible for maintaining a set of books showing receipts and disbursements of the corporation, paying all bills as directed by the Board, and submitting a complete report of the year's business at each Annual Meeting, which shall be audited as directed by the Board. The Secretary-Treasurer shall be responsible for having custody of all funds of the corporation and depositing same as directed by the Board and disposing of obsolete records, consisting of vouchers and paid bills more than five (5) years old.

ARTICLE IX BOARD OF DIRECTORS

1. The Board of Directors, or Board as it may be referred to, shall consist of all elected officers of ACEC of Idaho and the Immediate Past President. The President shall serve as Chairman of the Board.

2. The Board shall serve as a financial committee of ACEC of Idaho and perform such functions as may be prescribed by the Bylaws. The Board shall adopt a budget, and cause the accounts of the Secretary-Treasurer to be audited not less than once a year. Expenses of persons servicing ACEC of Idaho shall be allowed at the discretion of the Board.

3. The Board shall consider all questions brought before it involving the rights and standing of members. The Board shall hear and decide all questions affecting the conduct of members and its decision in all such matters shall be reported to the membership at the next regular meeting of ACEC of Idaho following the Board's decision.

4. The Board shall provide for and superintend the publication and distribution of all proceedings or transactions of ACEC of Idaho and shall have authority to appoint an editor and publish an official periodical or other publications.

5. The Board shall be empowered to invest and reinvest such funds as may be available for the creation of a reserve fund. A three-fourths vote of the Board shall be required to authorize expenditure from this fund.

6. At any meeting of the Board attended by less than full membership of the Board, in the event that the prevailing vote on any decision constitutes less than a majority of the full membership of the Board, it shall be the privilege of any member of the Board to call for a letter ballot of the entire Board. In such case, the Secretary-Treasurer shall submit the question to all members of the Board by letter ballot within one week of the date of the original action, and a majority of all votes received within fifteen (15) days of the mailing of the ballots shall decide the question, provided votes are received from at least two-thirds of the total number of members of the Board. The Secretary-Treasurer shall record the disposition of each letter ballot, including the dates of mailing and the return of the ballots, and the names and votes of all members of the Board voting. He or she shall notify all members of the Board of the results within four (4) weeks of the date of the original action.

ARTICLE X MEETINGS

1. Regular meetings of ACEC Idaho shall be held at a time and place agreed upon by the Board. Notification of the time and place for regular meetings shall be provided to the membership at least 3 business days prior to the meeting.

2. Special meetings of ACEC of Idaho include the business meeting conducted at the annual Summer Meeting and other meetings called by the Board. Notification of the time and place for special meetings called by the Board shall be provided to the membership at least 3 business days prior to the meeting.

3. Other special meetings may be held at the call of the President or on the petition of five members. Notification of the time and place for other special meetings shall be provided to the membership at least 3 business days prior to the meeting.

4. The Board shall make an annual report to the members at the Annual Meeting.

5. The order of business at meetings of the Board shall be:

- a. Roll Call
- b. Approval of Minutes of the Previous Meeting
- c. Report on Communications
- d. Reports of Committees
- e. Unfinished Business
- f. New Business
- g. Adjournment

6. The order of business at meetings of ACEC of Idaho shall be:

- a. Roll Call
- b. Approval of Minutes of the Previous Meeting
- c. Report on Communications
- d. Reports of Committees
- e. Unfinished Business
- f. New Business
- g. Installation of Officers Elected (Annual meeting only)
- h. Adjournment

7. Roberts' Rules of Order Revised shall govern matters of parliamentary procedure, plus any special meeting rules, regulations or policies that may be adopted from time to time.

ARTICLE XI COMMITTEES

1. All committee members and Chairs, except the Nominating Committee and Conference Committee, shall be appointed by the Board with recommendations made by the President. Within 30 days following the Annual Meeting each year, interested members shall make known their interest for committee membership in writing to the President. The President shall endeavor to configure committee membership to have representation by smaller and larger firms and to provide opportunities for new members. Retention of existing committee members will be based on their participation level, relationships, and value to the organization.
2. All committees shall make written reports to the membership at the Annual Meeting.
3. The standing committees are as outlined in the ACEC of Idaho Policies.
4. Liaison committee members are representing ACEC but cannot represent a final position for ACEC unless approved by the committee Chair. Committee Chairs shall obtain Board input and approval on final positions on legislation, rule-making, issues that may significantly impact the membership, and financial commitments.

ARTICLE XII AMENDMENTS

It is the intent of ACEC of Idaho to review and update the bylaws annually. Amendments to the Bylaws may be proposed by majority vote at any regular or special meeting of the members, or by majority vote of the Board at any regular or special meeting. The Secretary-Treasurer shall mail the amendments as proposed and a letter ballot for same to each member at least thirty (30) days prior to the date designated for counting ballots. A two-thirds affirmative vote of the ballots returned shall be required for adoption of the amendments. The Board shall act as Teller's committee and shall certify the results of the vote to the members by mail.

These bylaws were last amended in _____, 2011.