

# BYLAWS



## I. NAME AND OBJECT

### A. Name:

The name of this organization shall be the American Council of Engineering Companies of Ohio.

### B. Object:

The object of the Council shall be to unite and organize Ohio engineering companies in a trade association that has the primary objective of advancing the professional and business interests of its members in support of the public welfare. The organization shall:

1. Foster the highest standards of professional excellence and ethics in the performance of consulting engineering services;
2. Foster a public understanding of consulting engineering and an appreciation for the contributions to society by consulting engineers;
3. Encourage communication and cooperation among its members, and among other members of the profession;
4. Develop and further the enactment of sound public policies, legislation, and regulations affecting the practice of consulting engineering;
5. Promote the practice of consulting engineering by advancing high standards of education and training for consulting engineers;
6. Assist in improving the management and administration of consulting engineering services, and;
7. Cooperate with public bodies and other professional, technical, or trade organizations in matters affecting the practice of consulting engineers.

## II. DEFINITIONS

### A. Acronyms:

Where the acronym “ACEC Ohio” is used in these Bylaws, it shall be considered to mean the American Council of Engineering Companies of Ohio, which may also be referred to as “the Council.” Where the acronym “ACEC” is used, it shall be considered to mean the national trade association, the American Council of Engineering Companies, based in Washington, D.C.

### B. Board of Directors:

Where the words “Board of Directors” are used in these Bylaws, they shall be considered to mean the Board of Directors of the American Council of Engineering Companies of Ohio.

### C. Corporation:

Where the word “Corporation” is used in these Bylaws, it shall be considered to mean ACEC Ohio.

### D. Principals:

A Principal is an individual designated by a Member Company who is a sole proprietor, partner, officer or manager (a) having an ownership interest in the company, or (b) exercising management responsibility for technical or business decisions. A principal may be referred to as a member, but shall not carry membership status, except as a Life Member.

### E. Private:

Private is defined to be privately held companies, including those that are publicly traded, but not organizations such as public utilities.

### F. Professional Engineer:

Where the term “Professional Engineer” or “Professional Surveyor” is used in these Bylaws, these terms shall be considered to mean professionals licensed by the State of Ohio Board of Registration for Professional Engineers and Surveyors.

## III. ORGANIZATION

### A. State Organization:

The American Council of Engineering Companies of Ohio shall be incorporated as a not-for-profit organization under the laws of the State of Ohio and shall be a state Council of qualified engineering companies and consulting engineers. This

organization shall be affiliated with and serve as the recognized representative body to the American Council of Engineering Companies.

B. Chapters:

1. The Board of Directors may authorize the establishment of Chapters and shall be empowered to define the geographic boundaries for such Chapters.
2. Each Chapter shall meet the following requirements:
  - a. Its aims and purposes shall be consistent with those of ACEC Ohio.
  - b. Its bylaws and activities shall not conflict with those of ACEC Ohio.
  - c. Its membership shall consist of not less than 5 (five) companies.
  - d. Only companies that are members of ACEC Ohio shall be admitted as members of a Chapter and permitted to regularly participate in Chapter meetings and activities.
3. Establishment and dissolution of Chapters shall be at the discretion of the Board of Directors.

#### IV. MEMBERSHIP & PARTICIPATION

A. Classes of Membership:

The classes of membership in ACEC Ohio shall have the qualifications described below.

1. Member Companies: Member Companies shall be limited to those individual companies, parent companies, branch offices, divisions or subsidiaries that are engaged in providing independent engineering services, and:
  - a. Maintain an office(s) in Ohio for the practice of engineering, as (i) sole proprietorships; (ii) partnerships; (iii) corporations; or (iv) an engineering department, division or subsidiary of a company not eligible to be a Member Company, on the condition that such affiliate offers professional knowledge and professional services to clients other than the parent, and on the further condition that the managers thereof are professional engineers. In all cases, member benefits shall accrue only to the affiliate entity that is accepted for membership.
  - b. Have one or more principals who are Professional Engineers and, if required, hold a Certificate of Authorization from the State Board of Registration for Professional Engineers and Surveyors.

- c. Belong to the American Council of Engineering Companies (ACEC). The only exception to this requirement is that companies that were not members of ACEC at the time they were admitted into membership in ACEC Ohio's predecessor organization, the Ohio Association of Consulting Engineers, shall not be required to belong to ACEC.
  - 2. Life Members: Life Members are individuals fully retired from active practice, not engaged in any field of activity that would have rendered them ineligible for membership in the first instance, who have been principals of Member Companies for at least 10 years and who have requested the Board of Directors to become Life Members.
  - 3. Affiliate Member Companies: Affiliate Member Companies shall be limited to those sole proprietors, companies, parent companies, branch offices, divisions, subsidiaries, and/or organizations that support the goals of ACEC Ohio and provide professional services or products used by Member Companies.
    - a. Only companies judged not eligible for membership as a Member Company are eligible to become Affiliate Member Companies. Principals of Affiliate Member Companies shall not be eligible to vote, hold office or serve as chair of a committee.
    - b. An Affiliate Member Company is not required to belong to ACEC, but may do so if the applicant company so desires and meets applicable eligibility requirements.
- B. Procedures for Approval of Membership:
- 1. Each application for membership shall be submitted to the President who shall review the application to ascertain whether it complies with the requirements for membership as set out in these Bylaws, and who shall recommend approval or disapproval of the application by the Board of Directors.
  - 2. The Board of Directors shall approve those membership applications it determines to be in compliance with the requirements for membership as set out in these Bylaws.
  - 3. The appropriate Chapter shall be informed of all applications for membership approved by the Board of Directors.
- C. Suspension or Termination of Membership:
- The Board of Directors may suspend or terminate the membership of any Member Company, Affiliate Member Company, or Life Member for non-payment of dues, or for such other reasons as may be considered in the best interests of the Council.
- D. Member Meetings

An Annual Membership Meeting shall be held each year, the date and location of which shall be determined by the Board of Directors.

Regular meetings of the members may be held at such periodic intervals between annual meetings and at such time as the Board of Directors may specify.

Special meetings of the members may be called by the President, Chair or Vice Chair, a majority of the Board of Directors or by fifty percent (50%) of the members.

E. Place of Meetings

Meetings of the members may be held at any place within or without the State of Ohio.

F. Notice of Meeting

Each member shall furnish the Secretary-Treasurer with an address to which notices of meetings and other notices or correspondence may be addressed.

Written notice of the time and place of each meeting shall be given to each member by personal delivery, commercial delivery service, US mail, or electronic mail transmission, at least ten (10) but not more than sixty (60) days before each meeting.

The Secretary-Treasurer shall, upon the written request of any person or persons entitled to call a meeting of the members, deliver notice of such meeting to the members. If the Secretary-Treasurer refuses the request, the person or persons entitled to call a meeting of the members may give written notice to the members in the manner provided in this section.

Every notice of a special meeting of the members must state briefly the purpose specified by the person or persons calling such meeting. Any business other than that stated in the notice shall be taken up at such special meeting only with the unanimous written consent of the members.

Any member may waive notice of the time and place of any meeting of the members, either before or after the holding of the meeting.

V. MANAGEMENT OF THE COUNCIL

A. Governing Authority:

The governing authority of ACEC Ohio shall be vested in a Board of Directors whose members shall be Principals of Member Companies. The Board of Directors is empowered to transact all business of the Council, but may delegate its authority to one or more officers, employees or committees.

B. Composition:

1. The Board of Directors shall be composed of:
  - a. For the fiscal year beginning July 1, 2017: One (1) Director from each Chapter, seven (7) At-Large Directors, the National Director and Alternate Director to ACEC, the Chair, Vice Chair, Secretary-Treasurer, and Immediate Past Chair of the Council, for a total of not more than 17 Directors.
  - b. For the fiscal year beginning July 1, 2018: One (1) Director from each Chapter, five (5) At-Large Directors, the National Director and Alternate Director to ACEC, the Chair, Vice Chair, Secretary-Treasurer, and Immediate Past Chair of the Council, for a total of not more than 15 Directors.
  - c. For the fiscal year beginning July 1, 2019, and thereafter: One (1) Director from each Chapter, four (4) At-Large Directors, the National Director to ACEC, the Chair, Vice Chair, Secretary-Treasurer, and Immediate Past Chair of the Council, for a total of 13 Directors.

2. Director Removal:

Any Director may be removed, with or without cause, at any time by the affirmative vote of a two-thirds (2/3) of the Directors then in office.

Any vacancy in the number of Directors by reason of this section may be filled at the same meeting in the manner prescribed in Section V(B)(4).

3. Director Resignation

Any Director of the Corporation may resign at any time by giving written notice to the Chair or Secretary-Treasurer.

A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

4. Director Vacancies

The remaining Directors, though less than a majority of the authorized number of Directors, may, by a vote of a majority of their number, temporarily fill any vacancy for the offices of Director for the unexpired term.

The members of the Corporation shall have a right to fill any vacancy for the office of Director, whether the vacancy has been temporarily filled by the remaining Directors, at any special meeting of the members called for that purpose or at any annual meeting of the members. Any Director so elected by the members shall hold office until a successor is elected as Director.

C. Voting Power:

1. Each member of the Board of Directors shall have one (1) vote. A simple majority of members present and voting shall be sufficient for passage of motions except that a two-thirds majority of the total number of board members shall be required for:
  - a. Changes to Bylaws, or waiver of Bylaws.
  - b. Approval of admission or expulsion of Member Companies, Affiliate Member Companies and Life Members.
  - c. Changes in the status of any Chapter.

D. Quorum:

The presence of a majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business.

E. Employees:

1. The Board of Directors may employ a President and other assistants as it shall deem necessary. The President shall serve as directed by the Board.
2. The President and any officer or employees who are designated to withdraw funds shall be bonded in sufficient amounts to protect the interest of the Council. The cost of such bonds shall be paid by the Council.

F. Officers & National Directors:

1. The officers of the Council shall be the Chair, Vice Chair, Secretary-Treasurer, and Immediate Past Chair.
  - a. The Chair shall be the Chief Executive Officer of the Council and shall have overall responsibility for general management of its affairs. The Chair shall succeed to the office from the office of Vice Chair. The Chair shall preside over all meetings of the Board of Directors and shall be an ex-officio member of all committees, but shall have no vote thereon. The Chair shall appoint the chair of all Standing Committees and other ad-hoc or special committees as considered necessary, except as otherwise provided in these Bylaws.
  - b. The Vice Chair shall preside at any meeting of the Board of Directors in the absence of the Chair, or when requested by the Chair. In the event the Chair is unable to serve for any reason, the Vice Chair shall fill the unexpired Chair term. The assumption of an unexpired term by the Vice Chair shall

not prevent the Vice Chair from serving a subsequent term as Chair. The Vice Chair shall serve as chair of the Planning Committee.

- c. The Secretary-Treasurer shall keep and maintain the official records of the Council. The Secretary-Treasurer shall exercise general supervision over the records and files, shall have charge of all funds and financial records of the Council and shall be empowered to defray the normal operating expenses of the Council from Council funds. The Secretary-Treasurer shall be responsible for collection of all dues, assessments and other monies and shall be aided in the execution of these duties by the President and staff of the Council. The Secretary-Treasurer shall serve as chair of the Budget & Finance Committee.
  - d. The Immediate Past Chair shall be a member of the Board of Directors until succeeded by the next Past Chair.
2. The National Director and Alternate to ACEC shall represent ACEC Ohio at national meetings of ACEC as authorized by the Board of Directors and shall furnish the President with a written report of those meetings. For the fiscal year beginning July 1, 2019, and thereafter, the Alternate National Director to ACEC board position is eliminated.
  3. The Chapter Directors shall regularly report to and represent the interests of members in their Chapters.

G. Terms of Service:

1. The term of service for each officer shall be one (1) year, commencing on the first day of July.
2. The term of service for the National and Alternate Directors to ACEC shall be two (2) years, commencing on the first day of July of each odd-numbered year. It is expected that the alternate will advance to the position of National Director. For the fiscal year beginning July 1, 2021, and thereafter, the National Director will be nominated from the field of eligible Principals of Member Companies, subject to the requirements of section V.(H)(2).
3. The term of office for the Chapter Directors of ACEC Ohio shall be two (2) years, commencing on the first day of July. At least half of the Chapter Directors shall assume office in even-numbered years and the remainder shall assume office in the odd-numbered years.
4. The term of office for the At-Large Directors of the Council shall be two (2) years, commencing on the first day of July, with election of at least half of At-Large Directors taking place in the odd-numbered years and the remainder elected in even-numbered years.

H. Eligibility:



1. Any Principal of a Member Company or Life Member of the Council shall be eligible to serve as a Chapter Director or At-Large Director.
2. Any Principal of a Member Company who has been a Board Member of the Ohio organization, and who has served ACEC of Ohio for a minimum of three (3) years, and demonstrated interest in national involvement by attending the ACEC Fall Membership Conference or the ACEC National Convention shall be eligible for election as the National Director to ACEC.
3. Any Principal of a Member Company who has served on the Board of Directors for a minimum of eighteen (18) months shall be eligible for election to the office of Chair, Vice Chair or Secretary-Treasurer.

I. Election of Officers and Directors:

1. Chapter Directors of ACEC Ohio shall be elected in accordance with the Bylaws of the respective Chapter. Each Chapter shall notify the Chair of the Council of the results of such election no later than the first day of June. A Chapter may at any time revoke the appointment of its Chapter Director and substitute a replacement. In the event of the resignation, removal, death or inability of a Chapter Director to serve, the Chapter shall appoint a replacement. Chapters shall notify the Chair in writing regarding appointments or revocations of appointments of Chapter Directors.
2. The Nominating Committee of the Council shall nominate qualified individuals who meet eligibility requirements set out in these Bylaws for the offices of Chair, Vice Chair, Secretary-Treasurer, for the National Director to ACEC position, and for the requisite number of Director-At-Large positions.
3. The Nominating Committee shall submit its report to the Board of Directors no later than the first day of February of each year. The report of the Nominating Committee shall be made known to the membership within thirty (30) days of such submission.
4. Any additional nominations may be submitted by a petition signed by principals of at least fifteen (15) Member Companies and filed with the Chair of the Nominating Committee no later than the first day of April. If nominees are unopposed for election, they shall be considered to be duly elected. If there is more than one (1) nominee for an office, one (1) ballot shall be submitted to each Member Company no later than the first day of May. These ballots shall be returned to the Chair no later than the first day of June to be counted by the Nominating Committee. Newly elected officers and Directors shall take office on the first day of July.

J. Executive Committee:

1. Composition:

The Executive Committee shall be composed of the Chair, Vice Chair, Secretary-Treasurer and the Immediate Past Chair. The Chair shall serve as chair.

2. Authority to Act:

The Executive Committee is empowered to manage the affairs of the Council between meetings of the Board of Directors and shall have full power to act for the Board on urgent matters requiring action prior to the next regularly scheduled Board meeting.

3. Quorum:

All Executive Committee actions shall require three affirmative votes. The presence of three Executive Committee members at a meeting, or the participation of three members in a telephone conference, shall constitute a quorum for the transaction of business.

K. Vacancies:

In case of a vacancy in the office of the Chair, the Vice Chair shall succeed to the office of Chair and the office of Vice Chair shall be deemed vacant. All vacancies in any other office shall be filled by appointment by the Chair with the approval of the Board of Directors, except that a vacancy in the office of Chapter Director shall be filled by the appropriate Chapter in accordance with its Bylaws as provided in Section V. (I)(1). Whenever a vacancy is filled as above provided, the new appointee shall hold office until the term of such office expires.

L. Committees:

1. Standing Committees:

The five (5) following committees shall be considered to be Standing Committees:

Budget & Finance	Nominating	Membership
Bylaws	Planning	

The duties, responsibilities and membership of these committees shall be as follows:

- a. Budget & Finance: This committee shall be responsible for proposing an annual operating budget to the Board of Directors, including the compensation of the Council's employed staff. The committee shall be chaired by the Secretary-Treasurer, and other members shall be the Chair, Vice Chair and President.

- b. Bylaws: This committee shall be responsible for drafting amendments to the Council's Bylaws for consideration of the Board of Directors as directed by the Board. The chair and members of this committee shall be members of the Board of Directors and shall be appointed by the Chair.
- c. Planning: This committee shall be responsible for reviewing and recommending changes to the Strategic Plan to the Board of Directors on an annual basis. The plan shall enumerate the Council's mission, goals and objectives and tactics for achieving them. The committee shall be chaired by the Vice Chair and other members shall be the Chair, Secretary-Treasurer, the Immediate Past Chair, and four members of the Board of Directors appointed by the Chair.
- d. Nominating: This committee shall be responsible for proposing candidates for election as officer and directors, as provided in Section V. (I). This committee shall consist of a chair, who shall be the Immediate Past Chair, and two members of the Board of Directors appointed by the Chair.
- e. Membership: This committee shall be responsible for recruiting new Member Companies and retaining Member Companies, consistent with the Strategic Plan. The chair of this committee shall be a member of the Board of Directors and shall be appointed by the Chair. Members of the committee shall be appointed by the Chair from the Principals of Member Companies.

2. Ad-Hoc or Special Committees:

The Chair or the Board of Directors shall be empowered to appoint other committees for special purposes. The chairs and members of such Ad Hoc or Special Committees shall be appointed by the Chair, except that the Board of Directors, upon a two-thirds vote of the total number of members of the Board, may exercise the prerogative of appointing the chair and members of any such committee. The duties and responsibilities of each such committee shall be recommended by the Chair and approved by the Board of Directors and shall be given to each chair in writing.

3. Duties:

It is the duty of each committee chair to keep the Board of Directors or President advised of the committee's activities and to submit a written or oral report to the Board of Directors at its regularly scheduled meetings. In addition, the committee chair shall prepare and submit an annual written report for distribution at the Annual Meeting.

M. Indemnification:

- 1. Directors and Officers: To the fullest extent not prohibited by applicable law, the Council shall indemnify each person against any and all costs and expenses

(including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a director or officer of the Council, or by reason of being or at any time having been, while such a director or officer, an employee or other agent of the Council or, at the direction or request of the Council, a director, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.

Upon the request of a Director, officer, or volunteer who is the subject of an action, suit, or proceeding referred to in Section V. M. 1., above, the Corporation shall pay the expenses, including attorneys' fees, as they are incurred by such Director, officer, or volunteer in defending the action, suit or proceeding. Such payment of expenses in advance of the final disposition of the action, suit, or proceeding shall only be made after receipt of an undertaking by or on behalf of the Director, officer, or volunteer to repay the Corporation for the amount spent by the Corporation if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation

2. Employees and Agents: The Council shall indemnify any other person to the extent such person shall be entitled to indemnification under the laws of the State of Ohio by reason of being successful on the merits or otherwise in defense of an action to which such person is named a party by reason of being an employee or other agent of the Council, and the Council may further indemnify any such person if it is determined on a case by case basis by the Board of Directors that indemnification is proper in the specific case.
3. General: Notwithstanding anything to the contrary in these Bylaws, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors or by written opinion of legal counsel designated by the Board of Directors for such purpose that indemnification is contrary to applicable law.

N. Insurance:

The Council may, as the Board of Directors may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a director, officer, employee or other agent of or in a similar capacity with the Council, or who is or at any time has been, at the direction or request of the Council, a director, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

## VI. BOARD OF DIRECTORS MEETINGS

### A. Frequency:

The Board of Directors shall meet a minimum of four (4) times per year, the date and location of which shall be determined by the Board of Directors. Additional meetings of the Board of Directors may be called by the Chair. Members of the Board of Directors shall be notified in accordance with the requirements of Section IV.(F). Provided that the required notice has been given, meetings may be held by telephone or other appropriate electronic media.

### B. Special Meetings:

Special Meetings of the Board of Directors may be called by the Chair at such times and places as considered necessary. Special Meetings shall also be called by the Chair when requested by petition signed by five (5) or more Board members filed with the President. All Board members shall be notified at least three (3) days prior to such meetings.

### C. Action Without Meeting:

Any action that may be authorized or taken at a meeting of Directors may be taken without a meeting if authorized by the Chair and approved by two-third majority of the Directors by electronic vote.

### D. Waiver of Notice of Meeting:

Any Director may, either before or after any meeting, waive any notice required to be given by law or under these Bylaws. Notice of any meeting of the Board of Directors shall not be required to be given to any Director who attends such meeting either in person or by proxy. Any waiver of notice must be in writing and filed with or entered upon the records of the Corporation.

### E. The most current edition of “Roberts Rules of Order”, when necessary, shall be the authority of the Corporation to the extent they are not inconsistent with these bylaws.

## VII. FINANCE

### A. Fiscal year and membership year:

The fiscal year and membership year of this organization shall extend from the first day of July through the last day of June unless otherwise determined by the affirmative vote of the Board of Directors.

### B. Determination of dues:

The dues for each class of membership shall be determined by the Board of Directors. Chapters shall establish their dues and budgets.

#### VIII. CONFLICT OF INTEREST AND ANTI-TRUST

The Corporation's Conflict of Interest and Anti-Trust Policies are attached hereto as Exhibits A and B.

#### IX. AMENDMENT OF BYLAWS

These Bylaws may be amended by at least a two-thirds vote of the total number of members of the Board of Directors then in office. Amendments must be introduced at a regularly scheduled meeting of the Board of Directors and may not be voted upon sooner than the next regularly scheduled meeting.