

**American Council of Engineering Companies
of North Carolina**

By Laws of the Constitution

September, 2004 (Revised December, 2014, September, 2017)

ARTICLE I: THE COUNCIL

SECTION A: The American Council of Engineering Companies of North Carolina, hereinafter referred to as the COUNCIL, is an organization of engineering businesses which offer to furnish professional engineering and related services in the State of North Carolina.

ARTICLE II: MEMBERSHIP

SECTION A: LEVELS OF MEMBERSHIP

1. FULL MEMBERSHIP:

- a.** Full Membership shall be limited to those individual businesses, parent companies, branch offices, divisions or subsidiaries whose resident key executives (proprietors, partners, officers, or managers) are licensed to furnish professional engineering services to the built environment in the State of North Carolina and appropriately registered with the North Carolina Board of Examiners for Engineers and Surveyors.
- b.** Full Membership shall maintain established offices providing professional engineering services to the built environment in the State of North Carolina as;
 - i. Sole Proprietorships
 - ii. Partnerships
 - iii. Corporations
 - iv. Limited Liability Businesses (LLC, LP, LLP)
 - v. Or as an engineering department, division or subsidiary of a private, non-engineering, business when the parent business is not eligible to be a Full Member provided the component offers professional knowledge and professional services to clients other than the parent, and provided that component managers are professionally licensed. These include, but are not necessarily limited to, engineering departments/divisions or subsidiaries of contractors, or of architectural, industrial, accounting, or general management businesses. In all cases, full member benefits shall accrue only to the component that is accepted for full membership, but dues will be based on total North Carolina employment within that engineering department, division, or subsidiary increased by 20 percent of the number within that department.

- c. Membership applications for all levels may be voted on by electronic means, with a maximum permitted voting response time by Board members of three business days. For acceptance, this MUST be at least a two-thirds (2/3) vote, otherwise the membership applicant can petition the full Board of Directors for consideration.

2. ASSOCIATE MEMBERSHIP

- a. Criteria. Associate Members of the COUNCIL shall be limited to those sole proprietors, businesses, parent businesses, branch offices, divisions, subsidiaries, and/or organizations that support the goals of the COUNCIL; and provide professional services of a scientific and technical nature that are complementary to the service provided by Full Members, provided those managing the services are professionally licensed/certified/registered as appropriate in that area of expertise. Associate Members may include, but not be limited to, architects, archeologists, biologists, botanists, environmental scientists, geologists, landscape architects, land surveyors, testing labs, planners, soil scientists, computer engineers (or other engineering not requiring licensure by the state of North Carolina) and construction management businesses. Such members shall not include entities that supply goods or services that are specified by or used in engineering business operations.
- b. Eligibility. Only Businesses judged not eligible for membership as “Full Members” are eligible to become Associate Members. Associate Members shall not be eligible to vote on COUNCIL business, nor hold office in the COUNCIL. Businesses with an Associate Membership may be permitted to serve as Chair of a COUNSEL Committee by vote of the Board of Directors.
- c. Membership. Associate Members may belong to both ACEC and the COUNCIL if the applicant so desires and meets applicable eligibility requirements

3. AFFILIATE/SUPPLIER MEMBERSHIP

- a. Criteria. Affiliate/Supplier Members of the COUNCIL shall be limited to those sole proprietors, Businesses, parent Businesses, branch offices, divisions, and/or organizations that support the goals of ACEC and provide professional services or products used in the internal operation of Full Members or Associate Members.
- b. Eligibility. Businesses which provide professional services in areas such as accounting, insurance, law, marketing, graphic design, or which provide products such as construction materials, software, etc. as deemed appropriate by the Board of Directors. Affiliate/Supplier Members shall not be eligible to vote on COUNCIL business, hold office in the COUNCIL nor serve on a COUNCIL committee unless permitted by vote of the Board of Directors.

- c. Membership. Affiliate/Supplier Members may belong to both ACEC and the COUNCIL if the applicant so desires and they meet applicable eligibility requirements.

4. REPRESENTATIVES OF FULL MEMBERS

- a. Member representatives shall be key executives (proprietors, partners, officers, or managers) of a Full Member, Associate Member, or Affiliate/Supplier Member, and designated by appropriate officers/owners to participate in the activities of the COUNCIL on behalf of the Full Member, Associate Member, or Affiliate/Supplier Member.

5. LIFE MEMBERSHIP:

- a. Life Members shall be fully retired from active professional practice in the built environment; not be engaged in contracting, manufacturing, or any field of activity which would have rendered them ineligible for full membership in the first instance; and have been a full member for at least 10 years.
- b. Members who desire to maintain Life Membership in the American Council of Engineering Companies of North Carolina shall apply to the COUNCIL in writing. On approval of the application by the Board of Directors, the COUNCIL will carry individual Life Members on the Life Membership Rolls and will send to them notices of meetings and such other items as may be appropriate. Such members may participate in meetings of the COUNCIL and serve on committees, but they shall have no voting privileges.
- c. Names of individuals approved for Life Membership in the COUNCIL shall be forwarded to ACEC together with notification of the approval; and such individuals shall be carried on the rolls of ACEC as Life Members without further dues obligations as is provided for in the ACEC By-Laws.

6. MEMBERS OF ACEC/NC:

- a. Members shall be employees of Full-Member Firms, Associate-Member Firms, or Affiliate/Supplier Member Firms. Individuals who hold Life Membership, Life Fellow, or are ACEC/NC Staff are also members.

7. INACTIVE MEMBERSHIP

- a. At the discretion of the Board of Directors, a Member, Associate Member, or Affiliate/Supplier Member may be placed on "inactive membership" status for a period not to exceed three (3) years. Such request shall be initiated in writing by the Member specifying the nature of the request and the requested "inactive membership period". Payment of dues shall be current, then shall cease at the beginning of the inactive membership period.

- b. With the exception of receipt of the bi-monthly newsletter, all member benefits shall terminate during the inactive membership period. However, the Board may, at its' discretion, choose to afford certain and specific "benefits" deemed appropriate for a given situation.
- c. A Member on "inactive membership" status will be contacted at the end of the inactive membership period and offered the right to reinstate full membership status.

SECTION B: ELECTION TO FULL MEMBERSHIP

1. FULL MEMBERS

- a. Application for full membership shall be in writing, shall contain all information essential to establish eligibility for full membership, and shall be signed by Applicant upon the form prescribed by the Board of Directors. The Board of Directors may on a case-by-case basis override any requirements under this section by a formal vote.
- b. Applications for full membership shall be accompanied by one quarter's dues. Any applicant failing to attain full membership shall have all such monies returned upon denial of membership.
- c. Applications will be reviewed by staff which shall recommend acceptance, or non-acceptance and the reason therefore, to the Board of Directors. Such applications as are approved by two-thirds (2/3) vote of the Board of Directors shall admit the applicant business to full membership in the Council.
- d. COUNCIL Board of Directors shall retain the right to make exceptions to any Full Membership requirement by a formal vote in which the exception(s) is approved by 2/3 of the Board of Directors.

SECTION C: VOTING LIMITATIONS

- a) **Voting Limitations.** Only full Members in good standing can vote on COUNCIL matters.
- b) **Good Standing.** Good Standing is defined as a member that has complied with all of its obligations to the COUNCIL and continues to fulfill any and all requirements for membership as determined by the Board of Directors. This includes, but is not limited to, operating as a licensed engineering business in the State of North Carolina, being current on all COUNCIL dues, and remaining active in any joined committees or in any leadership roles in the COUNCIL. The Board of Directors shall have the power to vote on a member's good standing and to take any necessary action regarding a member's failure to maintain good standing.

- c) **Method of Voting.** Voting on any question before the COUNCIL may be by a voice vote or electronic means. Staff will tabulate any votes and report to the result to the Board of Directors. When deemed necessary by the Board of Directors, voting shall be by letter ballot to be mailed or distributed, received, and tabulated by the Secretary and/or Treasurer in accordance with the subsection (d) below.
- d) **Vote Allocation.** Each full member in good standing shall have the following number of votes on any question before the COUNCIL:

<u>Full Time Employees (FTE's) of a Full Member</u>	<u>Number of Votes</u>
50 and under	1
50-150	2
150-300	3
Over 300	*

* One additional vote for each additional 100 FTE or any part thereof.

2. ASSOCIATE MEMBERS

- a. Associate Members are not eligible to vote on COUNCIL affairs.

3. AFFILIATE/SUPPLIER MEMBERS

- a. Affiliate/Supplier Members are not eligible to vote on COUNCIL affairs.

SECTION D: METHOD OF VOTING

1. FULL MEMBERS

- a. Full Members shall be represented by any proprietor, partner, officer, or manager who is in good standing in the State of North Carolina and who has been designated to the Secretary/Treasurer as the representative member. The representative member or his designated alternate shall cast all the Full Member's votes in the business of the COUNCIL.

2. PROXY VOTING/PROXY REPRESENTATIVE

- a. Full Member representatives may choose to vote by proxy. Proxy designations must be in writing and submitted to the COUNCIL no later than five (5) days before any scheduled meeting or vote. Proxy designations shall include the name and signature of the Full Member, the full name and signature of the voting representative, the full name and title (if applicable) of the proxy, and the date such proxy was named.

- b. If a special meeting or vote is called by the Board of Directors, proxy designations must be received by the COUNCIL no later than twenty-four (24) hours before the special meeting or vote.
- c. In order to qualify as a proxy, the proxy representative must be appointed by the Full Membership representative for voting. The proxy must also be employed by the Full Member and must be at least eighteen (18) years of age.
- d. Proxy submissions may be sent via email to [jsmith@acecnc.org] or mailed to [ACEC/NC, 421 Fayetteville Street, Suite 1111, Raleigh, NC 27601].

3. QUORUM

- a. Twenty Percent (20%) of the votes entitled to be cast on a matter shall be represented at a meeting and/or vote of members to constitute a quorum on that matter.
- b. If a vote is cast via electronic means, as permitted under these Bylaws, the quorum must be met by calculating the number of votes actually cast. If a vote is cast at a meeting, attendance must be taken to determine if the quorum is met. If a quorum is not present, the vote will be void and subject to a re-vote at a later date and time, not to exceed twenty (20) days.
- c. A Bylaw amendment to decrease the quorum for any member action may be approved by the members entitled to vote on that action or by the Board of Directors.
- d. A Bylaw amendment to increase the quorum required for any member action shall be approved by the members entitled to vote on that action.

4. MEANS OF VOTING

- a. Membership vote may be conducted via written ballot or by electronic means. The Board of Directors shall designate one or more accepted methods of voting and notify voting Memberships of any limitations or requirements for voting no later than ten (10) days prior to a scheduled vote.

SECTION E: TERMINATION

- a. Memberships may not be terminated or expelled, except by a vote of the Board of Directors. All such terminations and/or expulsions must be carried out in a manner that is fair and reasonable and made in good faith.
- b. COUNCIL Board of Directors shall only terminate or suspend memberships that are not in good standing or otherwise present serious conflicts of interest with the COUNCIL.
- c. Any proceeding challenging a termination or expulsion shall be commenced within one (1) year after the Member receives notice of the termination or expulsion.

- d. In order to challenge a termination or expulsion, the terminated or expelled Member shall petition the COUNCIL Board of Directors, in writing, stating the reason why such termination or expulsion should be set aside.
- e. Upon receipt of a written petition to set aside a termination or expulsion, the Board of Directors shall meet to discuss the termination or expulsion, as well as statements made in the petition. A representative from the Member may attend this Board Meeting for the sole purpose of explaining the petition any relevant facts.
- f. All Board of Director votes on a petition to set aside a termination or expulsion are final.
- g. A Member who has been expelled or suspended may be liable to the corporation for dues assessments, or fees as a result of obligations incurred or commitments made by the member prior to expulsion or suspension.

ARTICLE III: DUES AND ASSESSMENTS

SECTION A: FISCAL YEAR/ADMINISTRATIVE YEAR

- 1. The fiscal/administrative year of the COUNCIL shall be from July 1 through June 30.

SECTION B: MEMBERSHIP DUES

1. FULL MEMBERSHIP

- a. Dues for Full Members shall be determined each year for the next succeeding year by an index number based on a Full Member's total number of personnel (Full Time Employees or FTE's) in all of its North Carolina offices as of April 1.
- b. The index number shall be the same as the ACEC index number for the Full Member's total number of personnel in all of its North Carolina offices as of April 1.
- c. Dues will be invoiced to Members on a quarterly basis each fiscal year beginning with July 1. Thereafter dues invoices will be sent out on October 1, January 1 and April 1. Invoices will include the COUNCIL dues and ACEC dues. If a Member's parent business pays ACEC dues direct to ACEC the invoice will not include ACEC dues.
- d. Payment of dues by Members shall be made within 30 days of receipt of invoice. If dues are not paid within 45 days the COUNCIL will send out a notice of delinquency to the Member. If dues are not paid within 90 days of receipt of invoice the Member may be dropped from membership in the COUNCIL at the discretion of the Board of Directors.

- e. Members that lose their membership from non-payment of dues may be re-instated when the Member requests re-instatement in writing to the Board of Directors; pays all back dues, and receives a 2/3 vote of approval for re-instatement by the Board of Directors.

2. ASSOCIATE MEMBERSHIP

- a. The annual dues for Associate Members in the COUNCIL shall be 70% of dues for comparably-sized Full Members and be bound by the same payment policy as Full Members.

3. AFFILIATE/SUPPLIER MEMBERSHIP

- a. The annual dues for Affiliate/Supplier Members in the COUNCIL shall be established annually by the Board of Directors and be bound by the same payment policy as Full Members.

4. LIFE MEMBERSHIP

- a. Life Membership dues shall be established annually by the Board of Directors and be bound by the same payment policy as Full Members.

SECTION C: SPECIAL ASSESSMENTS

- a. A Special Assessment, as used in this section of the Bylaws, shall be defined as a reasonable request for a sum of money to assist in a project or activity that will benefit all Memberships of the COUNCIL by promoting the purposes defined in Article I, Section B of the COUNCIL Constitution.
- b. No special assessment shall be levied for the repayment of commercial loans or other financial debt to which the COUNCIL is obligated to repay.

1. FULL MEMBERSHIP

- a. Special Assessments may be made against all the Members for the financing of projects or activities within the purpose of the Council as defined in the Constitution, Article I, Section B. The special assessments may be levied upon the approval thereof by a unanimous vote of all members of the Board of Directors, and a 2/3 vote of approval, by the membership, in accordance with the By Laws, Article II, Section C. The total amount assessed against each Member in any one calendar year for all projects shall not exceed the Member's amount of the COUNCIL'S dues payments. Assessment for a single project may not be levied for more than two consecutive years. Assessments shall be made only since a letter ballot.

2. ASSOCIATE MEMBERSHIP

- a. Associate Members may be requested to support, on a voluntary basis, financing of projects or activities within the purpose of the COUNCIL as defined in the Constitution, Article I, Section B.
- b. Associate Members may not be assessed for financing special Council projects or activities unless approved by a 2/3 majority of the Board of Directors.

3. AFFILIATE/SUPPLIER MEMBERSHIP

- a. Affiliate/Supplier Members may be requested to support, on a voluntary basis, financing of projects or activities within the purpose of the COUNCIL as defined in the Constitution, Article I, Section B.
- b. Affiliate/Supplier Members may not be assessed for financing special COUNCIL projects or activities unless approved by a 2/3 majority of the Board of Directors.

ARTICLE IV: MEETINGS

SECTION A: Regular meetings of the COUNCIL Board of Directors shall be held no less than six times a year and shall be held at times and places designated by the President and approved by the Board of Directors.

SECTION B: Special meetings of the COUNCIL Board of Directors shall be held, at a place and time designated by the President and approved by the Board of Directors.

SECTION C: Special meetings of the Board of Directors may be called by a 2/3 yes vote by members of the Board of Directors.

SECTION D: COUNCIL meetings, including special meetings, shall be announced to Members not less than ten days in advance of each meeting. Special meetings may be called upon shorter notice by the President and approved by the Board of Directors.

ARTICLE V: COMMITTEES AND FORUMS

SECTION A: The COUNCIL Board of Directors shall establish committees and forums (as further described in the Rules of Policy and Procedures) in order to conduct specific items of business and to work towards strategic goals of the COUNCIL, as directed by the President and the Board of Directors.

SECTION B: The President shall appoint the chairperson and vice-chairperson, if any, giving due consideration to recommendations of the Board of Directors. All position statements, policies, or legislative agenda items for external circulation by any committee must be pre-approved by the President and President-Elect.

ARTICLE VI: RULES OF ORDER

SECTION A: The general procedure to be followed in the conduct of all meetings of the COUNCIL, Board of Directors, and of the Executive Committee shall be as prescribed in Roberts Rules of Order which shall be the final authority on all matters of such procedures.

ARTICLE VII: DISCIPLINE

SECTION A:

1. Members (Full Member, Associate, and Affiliate/Supplier) shall agree that they will not bring suit against the COUNCIL, the Board of Directors, the Executive Committee, and any Member, any Individual Representative Member, any officer, or any employee of the COUNCIL because of any statement made, or action taken, in connection with the enforcement of the Constitution and/or By-Laws of the American Council of Engineering Companies of North Carolina.
2. The payment of annual dues will, in effect, be reaffirmation of this agreement

SECTION B:

1. Members (Full Member, Associate, or Affiliate/Supplier) may be expelled from membership on the grounds that their conduct or their policy is prejudicial to the interest of the COUNCIL. Members (Full Member, Associate, or Affiliate/Supplier) may also be expelled if they cease to fulfill the qualifications of membership as defined in Article II, Section A of the by Laws or if they neglect or decline to furnish such information as to their professional conduct or practices as may be required by the COUNCIL to determine whether or not such qualifications are met.
2. Expulsion shall be by a vote of 2/3 of the total voting power of the COUNCIL and only after the member has had the opportunity to be heard by a committee appointed by the Executive Committee. The findings and recommendations of the committee shall be forwarded in writing to the Board of Directors, all other Member Businesses and to the member concerned. The action of the COUNCIL shall be final.
3. The COUNCIL Board of Directors shall have the power to re-evaluate a member's Good Standing at any time, with or without notice. Should the Board of Directors find that a member no longer meets the requirements of Good Standing, the Board of Directors shall have the power to expel or terminate the member as determined necessary.

- SECTION C:**
1. Each Member (Full Member, Associate, and Affiliate/Supplier) waives any claim for libel or slander against the COUNCIL, the Board of Directors, the Executive Committee, and any Member, any individual Representative Member, any office, or any employee of the COUNCIL resulting from any action in good faith from a hearing or expulsion procedure under this subsection.
 2. Upon resignation or expulsion from the COUNCIL, any Member (Full Member, Associate, or Affiliate/Supplier) shall lose all its rights and interest in any funds or other assets of the COUNCIL.

ARTICLE VIII: AMENDMENTS AND REVISIONS

1. **SECTION A:** The COUNCIL Board of Directors shall be vested with the power to adopt the Constitution and Bylaws of the COUNCIL. Any proposed revision or amendment of the Constitution and/or the Bylaws shall be first submitted to the Board of Directors for consideration. The Board of Directors shall submit the proposed revision(s) together with the Board of Directors' recommendation to the COUNCIL memberships.
2. Approval by the membership shall require a majority vote of voting memberships.

