

# **BY-LAWS OF**

## **AMERICAN COUNCIL OF ENGINEERING COMPANIES OF INDIANA, INC.**

### **ARTICLE I - NAME**

#### **Section 1**

The name of the Corporation shall be American Council of Engineering Companies of Indiana, Inc., or ACEC Indiana.

#### **Section 2**

The principal office of the Corporation shall be in Indianapolis, Indiana.

The Corporation may have other such offices as may be designated by the Board of Directors from time to time.

### **ARTICLE II - DEFINITIONS**

#### **Section 1**

The term "design profession" includes the full-time practice of consulting engineering.

The term "consulting engineer" means an independent professional engineer who performs one or more of the disciplines of professional engineering services for clients on a fee basis. Consulting engineers are qualified by education, ability and experience to provide competent engineering services and must be registered as professional engineers in each state where they practice. Consulting engineers have no commercial affiliations with manufacturers, material suppliers, contractors or others which bias their judgment.

The term "Firm" means any Privately Owned Corporation, Publicly Owned Corporation, Limited Liability Corporation, S Corporation, Joint Venture, Partnership, Limited Partnership and Sole Proprietor.

"Mail" and "notice", as defined herein, may include any of the following:

- US Mail
- Private courier
- E-mail
- Facsimile
- Hand delivery

### **ARTICLE III - PURPOSES**

The purposes of this Corporation shall be:

1. To promote the common business interests of those engaged in the design profession.
2. To consider and deal by all lawful means with common problems of management, such as those involved in the promotion, marketing, employment, education and financial functions of the design profession, to foster cooperative action in advancing by all lawful means the common purposes of its members and promote activities designed to enable the profession to be conducted with the greatest economy and efficiency.
3. To afford due consideration to and expression of opinion upon questions affecting the profession and the financial, commercial and industrial interests of the state and nation, and to promote the common business interests of the profession.
4. To cooperate with other professions, industries and organizations and not attempt to deny a company in the industry, even though not an associate member, access to important association services, providing that appropriate compensation for such services are paid to the Corporation.
5. To conduct or engage in all lawful activities in furtherance of the foregoing purposes and consistent with those purposes and power enumerated in the Articles of Incorporation issued, approved and filed November 5, 1965 in the office of the Secretary of State of Indiana.

### **ARTICLE IV - MEMBERSHIP**

Members of the Corporation shall be comprised of Active Members and Associate Members.

#### **Section 1 – Active Member**

Any Firm, that:

1. has one or more active individuals registered or licensed to practice professional engineering in Indiana; and
2. is licensed to do business with the Indiana Secretary of State in the private practice of consulting engineering on a full time basis; and
3. has a permanent and bona fide home or branch office in Indiana is eligible to become an active member of this Corporation.

#### **Section 2 – Associate Member**

Firms licensed to do business with the Indiana Secretary of State or current member of the American Council of Engineering Companies (National) may be admitted into membership of the Corporation as Associate Members. Associate Members may participate in the affairs of the Corporation and shall be entitled to vote for one (1) Associate Member who shall serve on the Board of Directors. Associate Members shall have no other vote in the affairs of the Corporation nor shall they be eligible to hold office in the Corporation other than Director.

### Section 3 – Voting Members

At every meeting of the Members, each Active Member shall be entitled to one (1) vote which may be cast by an agent, representative or proxy. Each Active Member firm shall appoint and certify to the Secretary of the Corporation a person to be its representative in the Corporation and who shall represent, vote and act for the Member in all affairs of the Corporation.

### Section 4 - Admission of Members

Any firm meeting the eligibility requirements for membership shall be accepted as a member upon, (a) providing a written application for membership upon the forms prescribed by ACEC Indiana; (b) agree to comply with these Bylaws and all other policies, procedures, and rules as may be adopted from time to time by the Board of Directors; and (c) payment of such membership dues, fees, or assessments as required by the Board of Directors. Membership shall be nontransferable. .

### Section 5 - Duration of Membership and Resignation

Membership in this Corporation may terminate by voluntary withdrawal as herein provided or otherwise in pursuance of these by-laws. All rights, privileges and interest of a Member in or to the Corporation shall cease on the termination of membership. Such notice shall be presented to the Board of Directors at the next scheduled meeting of the Board of Directors. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.

### Section 6 - Suspension and Expulsion

Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be conviction or admission of a crime, violation of the by-laws of the Articles of Incorporation, the ACEC Indiana Professional and Ethical Guidelines (as adopted by the Board of Directors), or any other conduct prejudicial to the interests of the Corporation, by any officer, director, managing partner of a Member, or anyone acting on their behalf. Any Member may make a written request to the Board of Directors to initiate an inquiry under this Section. In the event the Board of Directors determines that an inquiry shall be conducted for purposes of suspending or expelling a Member, a statement of the charges shall be sent by certified or registered mail to the last recorded address of the Member as required before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the Member shall have the opportunity to appear in person and/or be represented by counsel to present any defense to such charges before action is taken thereon. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors. The written decision of the Board of Directors shall be sent to the inquiring Member and the responding Member.

### Section 7 - Appeal Procedure

Any person or firm shall have the right to appeal any decision of the Board of Directors, providing that written request for appeal be submitted to the Board within thirty (30) days after receipt of written notice of the Board's decision. The Board of Directors shall discuss said appeal at the next regularly scheduled meeting of the full Board. The person or firm requesting such appeal shall have the opportunity to be present at said meeting. A reversal of any Board decision will require a two-thirds (2/3) vote of the entire membership of the Board of Directors.

## **ARTICLE V - DUES**

### **Section 1 - Annual**

The annual dues for each Member of the Corporation shall be determined by the Board of Directors. The Board may set discounts and/or surcharges to annual dues at their discretion. Members shall be notified of any changes in dues during or prior to the first month of each fiscal year. Dues shall be payable in one installment for the year in the first month of the fiscal year or in multiple installments and amounts as approved by the Board.

### **Section 2 - Assessments**

Upon a majority vote of the Board of Directors the Corporation may levy assessments (in addition to regular dues) upon the members. All assessments shall be levied in accordance with the base number of the firm.

### **Section 3 - Failure to Pay**

Members who fail to pay their dues and/or assessments within sixty (60) days from the time the same became due shall be notified by the Executive Director, and, if payment is not made within the next succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the Board of Directors may by rule prescribe procedures for extending the time of payment of dues and assessments and continuation of membership privileges upon request of a member and for good cause shown.

## **ARTICLE VI - MEETINGS**

### **Section 1 - Meetings of Members**

Meetings of the members of the Corporation shall be held at such place, within or out the State of Indiana, as may be specified in the respective notices, or waivers of notice thereof.

### **Section 2 - Meetings of the Directors**

Meetings of the Board of Directors of the Corporation shall be held at such place within or out of the State of Indiana, as may be specified in the respective notices or waivers of notices thereof.

### **Section 3 - Annual**

There shall be an annual meeting of the Corporation within or without the State of Indiana, during the month of June, unless otherwise ordered by the Board of Directors, for installation of members of the Board of Directors, for receiving the annual reports, and the transaction of other business. Notice of such meetings, signed by the Executive Director, shall be mailed to the last recorded address of each Member at least thirty (30) days before the time appointed for the meeting.

### **Section 4 - Special**

Special meetings of the Corporation may be called upon by the President, the Board of Directors, or the Executive Director by request with proper notice of five (5) Members of the Corporation. Notice of

any special meeting shall be mailed to each Member at the last recorded address as required in advance with a statement of time, place and information as to the subject or subjects to be considered. Any and all action taken pursuant to a majority mail vote in each such case shall be binding upon the Corporation in the same manner as would be action taken at a duly called meeting. Voting on any matter, including the election of Directors, may be conducted by mail.

#### Section 5 - Quorum

Fifteen (15) Members present at any meeting of the Corporation shall constitute a quorum, and, in case there is less than this number, the presiding Officer may adjourn the meeting from time to time until a quorum is present.

#### Section 6 - Order of Business

The order of business at meetings shall be as follows:

1. Call to Order
2. Reading of minutes of previous meeting
3. Receiving communications
4. Reports of Officers
5. Reports of committees - standing and special
6. Unfinished business
7. New business
8. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these by-laws.

### **ARTICLE VII - BOARD OF DIRECTORS**

#### Section 1 - Authority

The Board of Directors shall have supervision, control and direction of the affairs of the Corporation, shall determine its policies or changes therein within the limits of the by-laws, shall actively pursue its purposes and shall have the discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

#### Section 2 - Directors

There shall be fifteen (15) members of the Board of Directors, fourteen (14) of whom shall be Active Members and one (1) of whom shall be an Associate Member.

The current Vice-President/Treasurer shall act as the National Director and the Secretary shall act as alternate National Director.

#### Section 3- Advisors

The Board of Directors may appoint a General Counsel and other advisors as deemed necessary. These shall be non-voting positions.

#### Section 4 - Terms

Each year there shall be elected by ballot for a term of three (3) years to replace the Directors whose terms are expiring. Any Director shall be eligible for re-election. Directors shall, at the first Board Meeting after the Annual Meeting or on July 1 whichever is sooner, immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified or unless they resign, are removed, or are otherwise unable to fulfill their term.

The Vice President/National Director shall serve for a one year term, and the Secretary shall serve a one year term as Alternate National Director. The Alternate National Director will become National Director at the beginning of the following term when the individual is serving as Vice President.

#### Section 5 - Meetings

Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon a call of the President at such times and places as the individual may designate and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by mail or other mode of transmittal to each member of the Board at the last recorded address as required in advance of such meetings.

#### Section 6 - Quorum

A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum is present.

#### Section 7 - Absence

Any member of the Board of Directors unable to attend a meeting shall, in a notice to the President or Secretary, state the reason for absence. If a Director is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, the individual's resignation shall be deemed to have been tendered and accepted.

#### Section 8 - Compensation

Directors and the General Counsel, if applicable, shall not receive any compensation for their services as Directors, but the Board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated Officers of the Corporation.

The National Director or acting National Director shall be reimbursed by ACEC Indiana for 100% of all registration, and reasonable<sup>1</sup> travel and lodging expenses incurred in attending the National ACEC conferences and other Directors' meetings as may be approved by ACEC Indiana's Board. ACEC Indiana's PAC Trustee/Champion shall be reimbursed by ACEC Indiana for 100% of the same. Reimbursement for expenses incurred as a member of ACEC national committees may be made by the committees in accordance with ACEC committee guidelines.

Nothing herein shall preclude a Director from serving the Corporation in any other capacity and

receiving compensation for such services.

"Reasonable" shall be as approved in advance by the Executive Director, and shall not include such items as travel expenses for spouses, first class air fare, extra night stays, etc.

#### Section 9 - Resignation or Removal

Any Director may resign at any time by giving written notice to the President, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified there, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board. Any Director may be removed by a majority vote of the Directors at any regular or special meeting at which a quorum is present.

#### Section 10 - Vacancies

The remaining Directors, though less than the authorized number of Directors noted in Article VII, Section 2, may by a vote of majority of their number, temporarily fill any vacancy for the offices of Director for the unexpired term.

### **ARTICLE VIII - OFFICERS**

#### Section 1 - Officers

The elective Officers of this Corporation shall be a President, a Vice President, Secretary and Treasurer, all of whom shall be Active Members of the Corporation on the Board and be licensed professional engineers in the state of Indiana. These Officers shall be elected annually by the Board of Directors as prescribed in Article IX, Section 2 of these by-laws. At the discretion of the Board of Directors, the offices of Vice President and Treasurer may be held by the same person.

#### Section 2 - Term

At the first Board Meeting after the Annual Meeting or on July 1st whichever is sooner, each elective Officer shall take office after election by the Board and shall serve for a term of one (1) year or until the successor is duly elected and qualified.

#### Section 3 - Vacancy

Vacancies in any office may be filled for the balance of the term thereof by the Directors at any regular or special meeting.

#### Section 4 - President

The President shall be the principal elective Officer of the Corporation, shall preside at meetings of the Corporation, of the Board of Directors and of the Executive Committee, and shall be a Member ex-officio, with right to vote on all committees.

The individual shall also, at the annual meeting of the Corporation and at such other times as the individual shall deem proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation, and shall perform such other duties as are necessarily incidental to the

office of President or as may be prescribed by the Board of Directors.

The President shall serve for one year, and then one additional year as Past President. If at the expiration of the Past President's term, additional years remain on the term, the individual shall then tender resignation. This provision shall not change the total number of Board Members as specified in Article VII – Section 2.

#### Section 5 - Vice President

The duties of the President may be delegated to the Vice President in the event of the President's temporary disability or absence from meetings, and shall have other duties as the President or the Board may assign.

#### Section 6 - Secretary

It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation, to keep a record of all proceedings, to attest documents and perform such other duties as are usual for such official or as may be duly assigned to the individual. The Secretary may appoint one or more assistant Secretaries, to perform such duties as the Secretary may delegate.

#### Section 7 - Treasurer

The Treasurer shall keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements authorized by the Board and approved by the Executive Director and such other Officers as the Board may prescribe. All sums received the individual shall deposit in the bank or banks, or trust company, approved by the Board of Directors, and shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of two officers or the Executive Director and an officer except that a dollar limit may be set by the Board for checks with one signature. The Treasurer may appoint one or more assistant Treasurers, to perform such duties as the Treasurer may delegate to him or them.

The funds, books and vouchers shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors.

#### Section 8 - Executive Director

The administration and management of the Corporation shall be in a salaried staff head, employed or appointed by, and directly responsible to, the Board of Directors. This person shall have the title of Executive Director or such other title as the Board shall from time to time designate. The Executive Director shall be the Chief Operating Officer of the Corporation, with responsibility for the management and direction of all operations, programs, activities, and affairs of the Corporation, functioning within the framework of policy aims and programs as generally determined by the Board of Directors. The Executive Director shall have such other duties as may be prescribed by the Board of Directors.

#### Section 9 - Bonding

At the direction of the Board of Directors, any Officer or employee of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, in such sum as the Board shall prescribe.



## **ARTICLE IX – COMMITTEES**

### **Section 1 - Committee Appointments**

The President, subject to the approval of the Board of Directors and subject to the restrictions contained herein, shall annually appoint the Chairman and members of the Standing Committees and any other Special Committees and members thereof, as the individual may deem necessary.

### **Section 2 - Standing Committees**

There shall be the following Standing Committees:

**Executive Committee:** There shall be elected annually by the Board of Directors an active past president, with the President, Vice President/Treasurer and Secretary shall constitute an Executive Committee. They may exercise the power of the Board of Directors when the Board of Directors is not in session and report to the Board of Directors at its succeeding meeting of any action taken. Three (3) members shall constitute a quorum for the transaction of business. Meetings shall be called by the President or by two (2) members thereof.

**Budget/Finance:** This Committee shall be responsible for the financial affairs of ACEC Indiana and for planning the annual budget for submission to the Board of Directors. The Budget/Finance Committee shall consist of the Officers of the Corporation and any other member the President-elect selects. By virtue of the office, the Treasurer shall serve as Chairman of this Committee.

**Nominating:** The Nominating Committee shall be composed of the current President, the current Vice President (President Elect), current Secretary (Vice President elect) and at least two (2) Past Presidents who are currently members of ACEC Indiana. During the month of February each year, the Executive Director shall request nominations from the membership for candidates to fill the Board of Directors positions whose terms are expiring. The Nominating Committee shall consider the nominations by the membership and make additional or alternative nominations as they see fit. The slate suggested by the committee shall be mailed to the membership for ballot. The ballot shall contain space for write-in votes. Voting shall be done by written ballot. Ballots must be returned to the ACEC Indiana office and received no later than the date indicated by the mailing. The Nominating Committee shall suggest a slate of officers from the new Board as elected. The slate of officers shall be submitted for ballot to the new Board by mail with a space provided for write-in votes. Ballots must be returned to the ACEC Indiana office and received no later than the date indicated by the mailing.

The Nominating Committee shall attempt to ensure as frequent a rotation of firms on the Board as practical to promote new ideas and give different firms an opportunity to be represented.

If a member of the nominating committee wishes to be nominated for any office, the individual shall yield to the next Board officer to participate in the slating of that particular office.

The Board of Directors shall be empowered to appoint another Committee for special purposes that benefit the mission of ACEC Indiana.

## **ARTICLE X - FISCAL YEAR**

The fiscal year shall commence on the 1st day of July and shall end on the 30th day of June.

## **ARTICLE XI - INDEMNIFICATION**

The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Corporation. Such indemnification shall not include matters which such Director, Officer or former Director shall be adjudged in an action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, including such matters as shall be settled by agreement predicated upon the existence of such liability for negligence or misconduct.

## **ARTICLE XII - DISSOLUTION**

The Corporation is not organized for profit, and no part of the net earnings shall inure to the benefit of any private members or individual. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all the money and other property or its proceeds, and the balance of all the money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

## **ARTICLE XIII - AMENDMENTS**

These by-laws or any portion of them may be altered, amended or repealed, or new by-laws may be made, by the majority vote of the Board of Directors at two consecutive meetings. After an affirmative vote at one Board of Directors Meeting, notice of the proposed by-laws change must be mailed to the membership fifteen (15) days prior to the second meeting where the change will be considered. All Active Members of the Corporation are invited to attend the Board of Directors meeting where the proposed change will be presented and make written or oral comment concerning the proposed change.

ADOPTED FEBRUARY 10, 1987  
REVISED MARCH 8, 1988  
REVISED JUNE 7, 1991  
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