

AMERICAN COUNCIL OF ENGINEERING COMPANIES OF MISSOURI

BYLAWS

ARTICLE I - COUNCIL

SECTION 1. NAME. The American Council of Engineering Companies of Missouri is an organization of independent engineering companies in private practice incorporated under the laws of the State of Missouri as a non-profit organization. Hereinafter the American Council of Engineering Companies of Missouri shall be referred to as the "Council".

SECTION 2. ABBREVIATION. An approved abbreviation of the name of the Council where an abbreviation is proper shall be ACEC/MO.

SECTION 3. EMBLEM. The design and specification of the emblem of the Council shall be as prescribed by the Board of Directors.

SECTION 4. CONSULTING ENGINEERING. The practice of consulting engineering as used in these Bylaws shall include those disciplines offered by individuals in private practice who qualify under the laws of the State of Missouri relating to the practice of engineering, professional engineering or consulting engineering.

ARTICLE II - MEMBER FIRMS

SECTION 1. CRITERIA. Member Firms shall be limited to those individual firms, parent firms, branch offices, divisions, or subsidiaries which maintain an established place of business or do business in the State of Missouri in accordance with the laws of the State of Missouri and shall furnish independent consulting engineering services. Member Firms:

- (a) Shall maintain offices suitable for receiving and accommodating clients and their needs in a professional and business-like atmosphere for the practice of consulting engineering as:
 - (1) individual proprietorships,
 - (2) partnerships,
 - (3) corporations or divisions or subsidiaries rendering consulting engineering services, provided that their officers act for them on engineering activities and policies, or
 - (4) limited liability companies.
- (b) Shall have one or more principals registered or licensed as a professional engineer in accordance with the laws of the State of Missouri. A principal is an individual designated by a Member Firm, who is a sole proprietor, partner, officer, or manager: (1) having an ownership interest, or (2) exercising management responsibility for technical or business decisions.
- (c) Shall have high professional repute and ethical standards
- (d) Shall practice consulting engineering in accordance with the American Council of Engineering Companies' Professional and Ethical Conduct Guidelines and not be connected with any organization which does not fully support such guidelines.
- (e) Shall have at least one representative as defined in ARTICLE II - SECTION 3.

- (f) Shall not conduct their practice under an organizational arrangement that involves a conflict of interest or that subordinates independent professional judgment to other considerations. Firms or corporations wholly or partially owned by commercial or construction contracting, manufacturing, sales, public utility, holding company, or other similar organizations which function as service organizations for the controlling company shall not be eligible for membership if such ownership arrangements prejudice or subordinate the professional or ethical judgment of the consulting engineers.
- (g) May be a branch office, division, or other subsidiary of a firm that is not a member of the American Council of Engineering Companies.
- (h) Shall maintain membership in the American Council of Engineering Companies, hereinafter called ACEC.

SECTION 2. ADMISSION. An Applicant for Member Firm shall furnish such substantiation as the Board of Directors may require in order to ascertain qualifications for membership. If the Board of Directors finds the qualifications satisfactory as defined in this Article, it may elect the firm to membership. Election shall be by a minimum two-thirds (2/3) majority of all Directors present and voting. Upon subscription to the Bylaws of the Council and payment of the entrance fee, the firm shall be enrolled for membership in the Council.

SECTION 3. REPRESENTATIVES. Each Member Firm shall designate the individual(s) to represent it in the Council in accordance with the following:

(a) <u>ACEC/MO Index</u>	<u>Representatives</u>
1.5 - 1.9	1
2.0 - 3.9	2
4.0 - 5.9	3
6.0 - 8.9	4
9.0 - 13.0	5
14.0 - 17.0	6
18.0 - 21.0	7
22.0 - 25.0	8

- (b) In determining the ACEC/MO Index Number, all principals, officers and full-time employees of the firm employed in all Missouri offices shall be used. Where personnel complement fluctuates, the average number of personnel during the preceding year shall be used.
- (c) At least one representative will be a registered professional engineer in the state of Missouri. All representatives shall practice as proprietors or partners of engineering firms or as officers of engineering corporations. All representatives shall be authorized to and do act for the firm or corporation on engineering policies and activities.

SECTION 4. VOTING RIGHTS. Representatives shall exercise the voting rights of the Member Firms. Each representative shall have one vote.

SECTION 5. SUSPENDED MEMBERSHIP. Any Member Firm may voluntarily terminate or suspend its membership upon written notice to the President & CEO or Secretary/Treasurer. A suspended membership may be reinstated upon written notice to the President & CEO or Secretary/Treasurer, payment of dues and assessments for the current year, payment of any past costs incurred by ACEC/MO as a result of the suspended membership, and a reinstatement fee determined by the Board of Directors if the applicant has been out for more than one year. The applicant for reinstatement must still possess the qualifications for membership as outlined in ARTICLE II.

SECTION 6. TERMINATION OF MEMBERSHIP. The Board of Directors may terminate the membership of a Member Firm or any representative after finding that the Member Firm or representative no longer meets the requirements for membership, is engaged in unethical practice, or is practicing engineering in a field in which it is not competent. The Board shall appoint a select panel of impartial representatives to consider the merits of any termination proceedings. The panel shall report its findings and recommendations to the Board of Directors.

The Board of Directors may by two-thirds vote of all Directors bring before the Council at a regular or special meeting of the Council a recommendation to expel such Member Firm or representative from

the Council. Any Member Firm or representative brought before the Board of Directors or before representatives of the Council for potential expulsion shall be given twenty days written notice of such action with the reasons for expulsion, and shall be entitled to a hearing before each body with counsel of his/her/its own choosing before their action on the matter.

SECTION 7. REINSTATEMENT OF TERMINATED MEMBERSHIP. Former Member Firms who have been involuntarily terminated may be reinstated at the discretion of the Board of Directors, upon payment of all dues owed at the time of termination and after fulfilling any other obligations and/or assessments prescribed by the Board of Directors.

ARTICLE III - ASSOCIATE MEMBER FIRMS

SECTION 1. CRITERIA. Associate Member Firms shall be limited to those individual proprietorships, partnerships, limited liability companies, corporations and divisions or subsidiaries thereof, and/or organizations that provide services that are complementary to the services provided by Member Firms.

SECTION 2. ELIGIBILITY AND DUES. Eligibility, entrance fee and annual dues for applicants for Associate Member Firm status shall be recommended by the Advisory Committee and then approved by a minimum of two-thirds majority of the Board of Directors present and voting.

Only firms judged not eligible for membership as a Member Firm are eligible to apply for Associate Member Firm status.

SECTION 3. PRIVILEGES. Associate Member Firms are welcome to attend and participate in Council activities. Each shall designate one person to be the contact for ACEC/MO. The contact person will receive all appropriate mailings. Associate Member Firms will not be eligible to vote on ACEC/MO business, hold office, chair committees, nor serve on client group liaison committees. Their participation in committee activities is encouraged.

SECTION 4. SUSPENDED AND TERMINATED MEMBERSHIPS AND REINSTATEMENT. All subject to actions by the Board of Directors and consistent with similar provisions for Member Firms.

ARTICLE IV - LIFE MEMBERS

SECTION 1. CRITERIA AND RIGHTS. An individual who has fully retired from the active practice of consulting engineering and who is not engaged in contracting, manufacturing, or any field of activity which would have rendered him/her ineligible for election in the first instance and who has been a representative for at least ten years (including time as a member of The American Institute of Consulting Engineers) may become a Life Member as long as he/she remains inactive from engineering practice. Life Member status is attained by submitting substantiating credentials to the Board of Directors and approval for membership by the Board.

Life Members shall not be assessed dues or entrance fees. Life membership shall entitle said individual to all rights and privileges, except voting rights, of representatives.

ARTICLE V - FELLOW MEMBERS

SECTION 1. CRITERIA AND RIGHTS. Individuals who have been designated Fellows by ACEC may be members of ACEC/MO upon submission of substantiating credentials to the Board of Directors and approval for membership by the Board. Fellow Members shall have the same rights and privileges as representatives except they shall have voting rights only when designated as a Member Firm representative.

ARTICLE VI - MEMBER FIRM'S FEES, DUES & ASSESSMENTS

SECTION 1. FISCAL YEAR. The fiscal year shall begin on July 1 of each year and terminate on June 30 of the following year. Annual dues shall be due and payable in advance of the fiscal year and shall be paid within thirty days of receipt of bill except that Annual Dues may be paid in quarterly or semi-annual installments if so desired. First year's dues shall be prorated for new Member Firms enrolled after the first quarter for the fiscal year.

SECTION 2. ENTRANCE FEE. The entrance fee shall be as determined by the Board of Directors for each Member Firm payable on election to membership.

SECTION 3. DETERMINATION OF THE BUDGET. The Chair shall annually appoint a Budget and Finance Committee to work with the Secretary/Treasurer and President & CEO and prepare the budget for the next fiscal year. The budget shall be submitted to the Board of Directors for approval no later than sixty days prior to the start of the upcoming fiscal year. The budget shall be discussed by the membership at the Annual Meeting and then approved by majority vote of the Board of Directors.

SECTION 4. ANNUAL DUES. Annual dues for Member Firms of the Council shall be determined on the basis of the annual budget to be approved as outlined under ARTICLE VI - SECTION 3. Dues shall be based on a ACEC/MO Index Number related to the Member Firm's number of Missouri employees as follows:

<u>Missouri Employees</u>	<u>ACEC/MO Index Number</u>
0-2	1.5
3-55	By ACEC Formula
56-80	10
81-100	11
101-150	12
151-200	13
201-250	14
251-300	15
301-350	16
351-400	17
401-450	18
451-500	19
501-550	20
551-600	21
601-650	22
651-700	23
701-750	24
751 +	25

The method for calculating dues shall be as follows: the approved annual budget shall be divided by the total of ACEC/MO Index Numbers for all Member Firms expected to be invoiced. Dues for each Member Firm shall be determined by multiplying that quotient by the ACEC/MO Index Number of each Member Firm. In no case shall the dues of any Member Firm be increased more than 60% in any fiscal year for the same Index Number.

The Board of Directors may decrease the dues, as determined by ACEC/MO index numbers, of new Member Firms by up to two-thirds (2/3) during the first year, or prorated part of first year, and up to one-third (1/3) during the second fiscal year, (no reduction in the third fiscal year). The firm's number of representatives will be similarly reduced in the first two years, but each firm shall be entitled to at least one representative.

SECTION 5. DUES TO THE AMERICAN COUNCIL OF ENGINEERING COMPANIES. Member Firm's dues payable to the American Council of Engineering Companies are based on the ACEC index numbers of the Member Firms and are paid on a quarterly, semi-annual or annual basis.

For those Member Firms who have joined more than one Member Organization, dues may be paid directly to the ACEC on a combined index basis.

SECTION 6. SPECIAL ASSESSMENTS. Special assessments for items outside the approved budget in excess of \$15.00 per Member Firm's ACEC/MO Index Number per ARTICLE VI, SECTION 4 may be made only upon two-thirds majority of the votes cast by letter ballot of the Member-Firms on the assessment.

Assessments of lesser amounts may be authorized by action of the Board of Directors. There shall be not more than one special assessment during any fiscal year.

SECTION 7. FAILURE TO PAY DUES OR ASSESSMENTS. Any firm which fails to pay dues or assessments within a period of three months after written notice from the Council may be suspended from membership voting privileges and participation in all Council programs.

ARTICLE VII - MEMBERSHIP MEETINGS

SECTION 1. GENERAL. All meetings are for the total membership unless specifically called for by the Board of Directors.

SECTION 2. ANNUAL MEETING. The Annual Meeting of the Council for the election of officers and directors and for the transaction of general business shall be held in the second quarter of each year with the date and place to be determined by the Board of Directors.

SECTION 3. MEETING DATES. Four regular membership meetings of the Council including the Annual Meeting shall be set by the Board of Directors.

SECTION 4. SPECIAL MEETINGS. Special Meetings may be called by the Chair of the Council or by a majority of the Board of Directors or by petition of one-third of the Member Firms' representatives.

SECTION 5. NOTICE OF MEETINGS. All representatives shall be notified in writing by mail by the President & CEO or Secretary/Treasurer of the Council at least twenty days prior to each meeting. Such notice shall indicate the place, day, and hour of meeting, the names and addresses of candidates for membership, and, so far as possible, an agenda of the business to be transacted, and, in the case of Special Meetings, the notice must state the purposes for which the Meeting was called. Matters concerning termination of Member Firms or representatives, election of officers or directors, and admission of new firms shall not be considered at any meeting unless the representatives have specifically been notified that such action will be considered.

SECTION 6. QUORUM. Representatives of not less than one-eighth of the Member Firms shall constitute a quorum for the transaction of business at any membership meeting and a majority vote of these representatives present and voting at any meeting shall constitute the decision of the Council upon the matters submitted except as otherwise provided by these Bylaws.

SECTION 7. PARLIAMENTARY PROCEDURE: All proceedings and meetings of the Council shall be conducted under and pursuant to Robert's Rules of Order.

ARTICLE VIII - BOARD OF DIRECTORS

SECTION 1. COMPOSITION. The Board of Directors shall consist of the officers of the Council plus six directors plus the National Director and Alternate National Director of the American Council of Engineering Companies. At least four of the six directors shall be registered professional engineers in Missouri.

SECTION 2. TERMS OF OFFICE. Each year at the Annual Meeting the representatives shall elect by ballot; two representatives to the Board of Directors for terms of three years, one representative to serve as Chair-Elect for the term of one year, one representative to serve as Vice Chair for the term of one year, one representative to serve as Secretary/Treasurer for the term of one year, one representative to serve as ACEC National Director, and one representative to serve as Alternate ACEC National Director. The position of Chair shall be filled by the outgoing Chair-Elect. The initial term for ACEC National Director shall be no less than two years.

The term of each officer and director shall commence on the next July 1st following the Annual Meeting in which elected.

No representative shall fill more than one position on the Board. No Member Firm shall be represented by more than two representatives on the Board of Directors.

Whenever a vacancy occurs on the Board of Directors, the Chair shall appoint a replacement to serve the remainder of the year. It shall be the responsibility of the Advisory Committee to make nominations for permanently filling vacant positions.

SECTION 3. POWERS. Board of Directors shall have full power to conduct the business of the Council except as limited by the Bylaws and the Constitution. It shall promote the activities of the Council for which it was organized. It shall submit to the Council at regular or special meetings such reports, recommendations for action, and other matters as may seem advisable and as are necessary to keep the membership informed of its activities.

SECTION 4. MEETINGS. All meetings of the Board of Directors shall be at the call of the Chair, or, in his/her absence, the Chair-Elect on at least twenty days written notice. This notice may be waived upon ratification of two-thirds of the Board of Directors. A meeting of the Board of Directors shall be called upon written request of any two Directors.

SECTION 5. QUORUM. A quorum of the Board of Directors shall consist of six members of the Board.

SECTION 6. PARLIAMENTARY PROCEDURE. All proceedings and meetings shall be conducted under and pursuant to Robert's Rules of Order.

ARTICLE IX - OFFICERS AND STAFF

SECTION 1. OFFICERS. The officers of the Council shall be Chair, a Chair-Elect, a Vice Chair, and a Secretary/Treasurer. At least two of the four officers shall be registered professional engineers in Missouri.

SECTION 2. CHAIR. The Chair shall preside at all meetings of the Council, shall have supervision of all Council affairs, shall appoint all committees, and be an ex officio member thereof.

SECTION 3. CHAIR-ELECT. The Chair-Elect shall represent the Chair of the Council at all Council affairs, activities and function as requested by the Chair. The Chair-Elect shall assist the Chair in preparation of programs and shall endeavor to develop continuity consistent with his/her later assumption of the office of Chair. The Chair-Elect shall chair all Council meetings and Board of Directors meetings in the absence of the Chair.

SECTION 4. VICE CHAIR. The Vice Chair shall perform such duties as directed by the Chair.

SECTION 5. SECRETARY/TREASURER. The Secretary/Treasurer shall be responsible for an accurate record of all official meetings of the Council and the Board of Directors, shall see that the President & CEO maintains an accurate list of member firms and representatives, and shall see that the President & CEO maintains information for member firms' dues determination and assessments. This information shall be open to inspection by representatives only upon request. The Secretary/Treasurer shall see that all notices of meetings, elections, balloting, agendas and arrangements for meetings are mailed out by the President & CEO in accordance with these Bylaws. Furthermore, the Secretary/Treasurer shall monitor all receipts and disbursements of all funds of the Council and shall see that all such funds are invested in government protected securities or kept on deposit at a bank or banks designated by the Board of Directors. The Secretary/Treasurer shall see that an accurate account of all funds, expenditures and receipts is kept. All checks shall be signed by one of the following: the Chair, Secretary/Treasurer, or President & CEO, except checks over a designated dollar amount as determined annually by the Board of Directors shall be signed by any two. The Secretary/Treasurer shall see that an annual audited report for the preceding fiscal year be prepared.

SECTION 6. STAFF. A President & CEO and such other staff personnel as may be approved by the Board of Directors within the limits imposed by the last approved budget shall be employed by the Council. Duties and responsibilities of the President & CEO shall be directed by the Board. The President & CEO shall record minutes of meetings and shall distribute a written summary to appropriate persons as soon as possible.

ARTICLE X - COMMITTEES

SECTION 1. APPOINTMENT AND PURPOSE. Committees and Chairpersons of Committees shall be appointed annually by the incoming Chair to best fulfill the goals and objectives of the Council. As a minimum the following shall be considered standing committees to fulfill the obligations of these Bylaws:

ADVISORY- Charged with recommending actions and compensation for the staff, preparing a list of nominees for election to the various positions required by the Bylaws, recommending Council actions in regards to registration and ethical issues, and identifying individuals for distinguished service awards including Fellows, Life Members, and New Principals. The Advisory Council shall include at least two members who are not current members of the Board of Directors.

BUDGET & FINANCE - Studies fiscal direction and maintains fiscal integrity in accordance with the Bylaws.

BYLAWS - Prepares revisions to the Bylaws when and as necessary to reflect changes in the Council.

LONG RANGE PLANNING - Reviews the approved long range strategic plan of ACEC/MO on an annual basis and recommends revisions when and as necessary to reflect changes in the Council.

MEMBERSHIP - Assists the President & CEO in recruiting new members, analyzing membership trends, developing an annual membership recruitment/retention plan, and implementing a program for new firm orientation.

ARTICLE XI - ELECTION & BALLOTING

SECTION 1. NOMINATIONS. The Advisory Committee shall prepare a slate from voting representatives of at least one candidate for each of the following offices: Chair-Elect, Vice Chair, Secretary/Treasurer, Directors, National Director, Alternate National Director, and any other vacant position.

SECTION 2. BALLOT. With the list of nominations, announcement of the election, and "date of return", the Secretary/Treasurer shall see that each representative receive a ballot which may be cast by him/her. The ballot shall provide for write-in vote for any representative for any officer or directorship whether or not the representative is suggested by the Advisory Committee. To be counted, ballots must be in the hands of the Secretary/Treasurer as of the "date of return" designated on the ballot. The winning candidate shall have received a majority of those ballots cast. Ballots shall also be provided for voting on amendments to the Bylaws, on assessments in excess of the amounts authorized in ARTICLE VI - SECTION 6 of the Bylaws, or on actions regarding terminations.

SECTION 3. ELECTIONS. After the "date of return," the votes shall be tabulated and the findings of the tabulation shall be reviewed by the Advisory Committee. Prior to the Annual Meeting the candidates nominated will be notified of the findings. The findings of the tabulation shall be reported during the Annual Meeting and the winning nominees shall be so declared.

SECTION 4. ELIGIBILITY FOR OFFICE. No representative shall be eligible to hold elective office or directorship who is not a representative in good standing at the time of the Annual Meeting. A representative in good standing is one whose firm is not more than ninety days in arrears on payment of dues and assessments and against whom no formal charges have been filed by any State Registration Board or by the Board of Directors of the Council which might result in revocation of professional registration or being stricken from the Council.

ARTICLE XII - AMENDMENTS

SECTION 1. PROCEDURE. Amendments to the Bylaws may be proposed to the Board of Directors by representatives of five Council Member Firms or directly to the Bylaws Committee appointed for such purpose. Amendments transmitted to the Board of Directors ten days in advance of a Board meeting shall be duly and carefully considered by them, and upon an affirmative vote of at least six directors, shall be submitted to the Council at the regular or special meeting called for the purpose. Proposed amendments shall be transmitted on behalf of the Secretary/Treasurer to all representatives at least thirty days before such meeting. All amendments and all changes in proposed amendments shall require a two-third's majority of the representatives present and voting at the regular or special meeting for adoption. Letter ballots on Bylaws changes may be accepted in accordance with ARTICLE XI - SECTION 2.

ARTICLE XIII - INDEMNIFICATION

To the fullest extent permitted by the laws of the State of Missouri, as now in effect and as hereafter may be amended, the Council shall indemnify any person who has been, now is or hereafter shall be a director, officer, employee or agent of the Council, against expenses (including attorneys' fees), judgments, fines and/or amounts paid in settlement, actually and reasonably incurred in connection with the defense of any legal action, suit, or proceeding in which such person is made or is threatened to be made a party by reason of having been a director, officer, employee or agent of the Council, provided such person acted in good faith and in a manner reasonably believed to be in or not opposed to the

best interests of the Council, and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful.

ARTICLE XIV - DISSOLUTION

SECTION 1. Upon dissolution or final liquidation of ACEC/MO, the assets of ACEC/MO remaining after payment of its obligations shall be disposed of as determined by majority vote of the Member Firm representatives.

ARTICLE XV - EFFECTIVE DATE

SECTION 1. ADOPTION. These Bylaws and any amendments thereto shall be effective immediately upon adoption.

Extensive revisions to the Bylaws contained herein were adopted by letter ballot and ratified at the 2013 winter meeting of the Council.