

The
American Council
of Engineering Companies
of Vermont, Inc.

BYLAWS

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The American Council of Engineering Companies of Vermont, Inc.

Bylaws

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BYLAWS

ARTICLE I

NAME, PURPOSE & OBJECTIVES, LOCATION

SECTION 1. NAME

The official name of the corporation herein referred to as the "Council" or "ACEC of VT" is:

"American Council of Engineering Companies of Vermont, Inc."

SECTION 2. PURPOSE & OBJECTIVES

The purpose of ACEC of VT is to consider and act in management, business, and professional matters pertaining to consulting engineering firms, with the objective of assisting its members in achieving higher professional, business, and economic standards, thus enabling them to provide appropriate consulting engineering services in the interest of their clients.

The following objectives are particularly included:

- A. To promote ethical professional standards worthy of an independent Consulting Engineer.
- B. To advance the value of the Consulting Engineer to the public, and to educate the public regarding the work of the Consulting Engineer.
- C. To promote harmony, cooperation, and mutual understanding among Consulting Engineers engaged in the practice of engineering.
- D. To promote the professional and economic welfare of its members.
- E. To act as a clearinghouse and information center on matters of mutual interest to its members.
- F. To represent our members' interest with local, state, and federal legislators, regulators and policy makers.
- G. To support the development of the next generations of engineers.
- H. To offer access to ACEC group benefits.

SECTION 3. LOCATION

The headquarters office shall be located in Vermont at a location determined by the Board of Directors.

ARTICLE II

MEMBERSHIP

SECTION 1. QUALIFICATIONS FOR MEMBERSHIP IN ACEC of VERMONT

A. Member Firm: Only a proprietorship, a partnership or a corporation that is and/or does the following:

- (i) is actively engaged in the professional practice of Consulting Engineering;
- (ii) offers services to more than one client;
- (iii) performs consulting engineering in Vermont and is registered with the Vermont Secretary of State's Office (SoS) to do business in the State of Vermont;
- (iv) has no financial connections with commercial, sales or contracting interests or other affiliations which conflict with the independent consulting engineering practice;
- (v) has high professional reputation and ethical standards and,
- (vi) is a national member of ACEC,

shall be eligible to be a Member of the Council.

B. Affiliate Member Firm: an individual Consulting Engineer or Consulting Engineering firm that does not have an office in Vermont and meets the following qualifications:

- (i) is a national member of ACEC and an ACEC Member Firm in another state;
- (ii) meets all other qualifications for membership except office location

shall be eligible for Affiliate Membership of the Council.

C. Associate Member Firm: sole proprietors, firms, parent firms, branch offices, subsidiaries and/or organizations that meet the following:

- (i) provide professional services of a scientific and technical nature that are complementary to the services provided by member firms,
- (ii) supply goods or services that are specified or utilized by consulting engineers in their professional practice,
- (iii) are not eligible for Council Membership as a member firm

shall be eligible for Associate Membership of the Council.

D. Retired Member. A Retired Member is a fully retired former employee of a Member Firm. Individuals shall be nominated by a Member and membership shall be affirmed by a majority vote of the Board. Individuals granted Retired Member status by the Board shall have all rights of Members except voting privileges, and as specifically set forth in these Bylaws. Retired Members shall not be assessed dues to maintain their status in the Council.

SECTION 2. APPLICATION FOR MEMBERSHIP IN ACEC of VT

Application for Membership, Affiliate Membership and Associate Membership shall be presented on official form, and shall be processed as follows:

The Membership Committee shall investigate the application and present it to the Board of Directors with a recommendation.

SECTION 3. ELECTION TO MEMBERSHIP

An applicant shall become a Member, Affiliate Member or Associate Member Firm only upon approval of 2/3 of the Board of Directors voting in the affirmative. This voting may occur via email.

The President or their designee shall notify the applicant of the results of the Board of Directors action. If membership is affirmed, the applicant will become a member effective immediately upon payment of dues.

SECTION 4. NATIONAL MEMBERSHIP

A Member Firm of the ACEC of VT is required to be a national member of the ACEC.

SECTION 5. REPRESENTATIVES OF MEMBER FIRMS

Each Member firm shall designate one or more individuals to serve as its representative in the Council. Each Member Firm is entitled to one vote in all business requiring a vote of the Membership.

Each Affiliate Member Firm shall designate one or more individuals to serve as contact and be eligible to serve on committees. Such individuals shall be either a proprietor, partner, associate or officer of the Affiliate Member Firm and shall be registered in good standing as a Professional Engineer in Vermont. Affiliate Member Firms have no voting privileges in the Council.

Each Associate Member Firm shall designate one or more individuals to serve as contact and be eligible to serve on committees. Such individuals shall be either a proprietor, partner, associate or officer of the Associate Member Firm. Associate Member Firms have no voting privileges in the Council.

SECTION 6. DISQUALIFICATION FROM MEMBERSHIP

If a Member Firm, Affiliate Member Firm, or Associate Member Firm ceases to fulfill the qualifications for membership set forth in Article II, Section 1, or does not pay the dues or other assessments as provided for in these Bylaws, upon the affirmative action of the Board of Directors such Member Firm, Affiliate Member Firm, or Associate Member Firm shall not be in good standing and may lose membership in the Council.

- A. DISQUALIFICATION. A Member Firm, Affiliate Member Firm, or Associate Member Firm not in good standing, shall have no rights, and will not be entitled to any other privileges of membership in the Council.
- B. RESIGNATION. Any Member Firm, Affiliate Member Firm, or Associate Member Firm may resign from the Council upon written notice to the President or Secretary. Resignation shall be effective upon acceptance of the resignation by the Board of Directors. Fulfillment of all financial and other obligations is due prior to the acceptance of a resignation.
- C. EXPULSION. A Member Firm, Affiliate Member Firm, or Associate Member Firm may be expelled on the grounds that their conduct or policy is prejudicial to the interests of the Council. A Member Firm, Affiliate Member Firm, or Associate Member Firm may be expelled if they cease to fulfill the qualifications as defined in Article II, or they neglect or decline to furnish such information regarding their professional conduct or practices as may be required by the Board of Directors to determine whether or not such qualifications are met. A three fourth's vote of the Board of Directors is required to expel a Member Firm, Affiliate Member Firm, or Associate Member Firm.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. MEMBERS OF THE BOARD

The ACEC of VT Board of Directors shall consist of nine (9) members, including the President, the Vice President, the Secretary, the Treasurer, the immediate Past President, the National Director, and three At-Large Directors. The President, Vice President, and Secretary shall be Chair, Vice- Chair and Secretary, respectively of the Board of Directors.

SECTION 2. ELECTION

Election to the Board of Directors shall be by ballot of Member firms. A plurality of the Member votes cast shall be required to elect an Officer or At-Large Director. Elections for Officers and At-Large Directors shall be for a term of two (2) years, on even years. The elected Officers and At-Large Directors shall take office at the start of the fiscal year after election.

SECTION 3. POWERS

The ACEC of VT Board of Directors shall have full power to conduct the business of the Council except as limited by these Bylaws or the laws of the State of Vermont. The Board of Directors shall have the power to authorize payment of routine bills and obligations of the Council. Special or unusual bills, as determined by the Board of Directors, shall be submitted to the membership for authorization of payment. Member firms shall have the power to advise the Board of Directors in all matters and at any time.

SECTION 4. MEETINGS

The Board of Directors will meet a minimum of four times per year (on a consistent day of the month to be established by the Chair). Notice of Board of Directors meetings require a minimum of fifteen (15) days' written notice. A Director may waive any notice required by these Bylaws before or after the date and time stated in the notice. The waiver must be in writing, signed by that Director entitled to the notice, and filed with the minutes or the corporate records. In addition, a Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Vermont Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action. The Chair, or in the absence of the Chair, the Vice-Chair, may cancel a meeting at least five (5) days in advance of the meeting if a quorum will not be achieved. Matters concerning termination of Membership, Affiliate Membership, or Associate Membership, Officers or Directors shall not be voted upon at any meeting unless specifically mentioned in the notice of such meeting.

SECTION 5. QUORUM

A quorum of the Board of Directors shall consist of five (5) or more Directors.

SECTION 6. VOTING

At any meeting of the Board of Directors, the votes of a majority of the Directors present shall decide any matter except as otherwise provided by law, the Articles of incorporation, or these Bylaws. Outside of a regularly scheduled meeting, Directors may vote, on a case-by-case basis, by email or phone if approved in advance by the Chair, or in the Chair's absence, the Vice-Chair.

SECTION 7. PARLIAMENTARY PROCEDURE

All proceedings and meetings of the Board of Directors shall be conducted under and pursuant to Robert's Rules of Order, except as may be otherwise provided by these Bylaws. These may be waived by the Presiding Officer if no objection is voiced.

SECTION 8. PUBLICATION OF PROCEEDINGS

The Secretary shall record minutes of the meetings of the Board of Directors and the minutes, once subsequently approved by the Board of Directors, shall be posted on the Council's website or equivalent.

SECTION 9. PROFESSIONAL STAFF

The Board of Directors may, within budget limitations, engage professional and support staff to carry out such actions as the Board may direct. The professional staff may include, but is not limited to, an Executive Director and an Administrative Services Manager. The duties, responsibilities, and authority of the professional staff will be defined in writing and approved by the Board of Directors. Staff may be engaged part-time or full-time as directed by the Board of Directors, or the Board of Directors may contract with an organization for services. Duties assigned to an Officer or Director in these Bylaws may be carried out, all or in part, by the professional staff, but the Officer or Director will be ultimately responsible.

SECTION 10. ELIGIBILITY FOR OFFICE

Only principals or persons of responsible authority of Member Firms in good standing as defined in Article II Section 1 shall be eligible to hold office as an Officer or Director of ACEC of VT.

SECTION 11. EXPULSION OF BOARD OF DIRECTOR MEMBERS

A Director may be expelled from the Board of Directors by a three-fourth's vote of all Directors, provided that the Director has been notified in writing that the Board is considering such action and is given the opportunity to appear before the Board to argue against such action. Reasons for considering expulsion may include, but is not limited to, failure to attend three consecutive Board meetings, unethical conduct, and/or termination of membership in ACEC of VT by the firm that employs the Director.

SECTION 12. INDEMNIFICATION

ACEC of VT may, by resolution of the Board of Directors, provide for indemnification by ACEC of VT of any and all of its current and former Officers, Directors, staff, or committee

members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been a Director, staff, or committee member, except in relation to matters in which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to matters that shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE IV

OFFICERS

SECTION 1. ELECTION

The Officers of the Council shall be President, Vice President, Secretary, Treasurer, and National Director who each shall be elected in accordance with Article III, Section 2.

SECTION 2. PRESIDENT

The President shall preside at all meetings of the Council. The President shall have supervision of all Council activities and affairs. The President may appoint an alternate National Director, shall appoint all committees, and shall be an Ex-Officio member of all committees except as otherwise provided for in the Bylaws.

SECTION 3. VICE PRESIDENT

In the absence of the President, the Vice President shall assume the duties of the President.

SECTION 4. SECRETARY

The Secretary shall perform all the usual duties of a Secretary. The Secretary shall be responsible for filing an accurate record of all official meetings of the Council and the Board of Directors. The Secretary shall maintain an accurate list of members, inclusive of Member Firms, Affiliate Member Firms, Associate Member Firms, and Retired Members. The Secretary shall provide written notice of all meetings, elections and balloting and shall prepare an agenda and make all arrangements for meetings.

SECTION 5. TREASURER

The Treasurer shall be responsible for dispersing and receiving all funds of the Council and see that all such funds are kept on deposit in a bank designated by the Board of Directors. The Treasurer shall keep current the designated signatories on the bank account, which will include the President and Treasurer. The Board of Directors have the discretion to add another designated signatory if needed to align with operations of the organization. The Treasurer shall keep accurate account of all funds, expenditures, and receipts. The Treasurer shall require approval by the Board of Directors before payment of bills not specified in the approved annual budget. All checks shall be signed by the Treasurer, by the President or by an appropriate representative as may be authorized by the Board of Directors. The Treasurer shall submit an annual report to the membership at the annual Meeting and at such times as requested by the Board of Directors or the membership. The Treasurer shall furnish bond in any amount as may be determined by the Board of Directors from time to time. Premiums for such bond or bonds shall be paid by Council.

SECTION 6. NATIONAL DIRECTOR

The National Director shall maintain liaison between the Council and ACEC National. The

National Director shall make practical arrangements necessary to assure that at least one individual member of the Council, preferably the National Director, is in attendance at National meetings of the ACEC and of the National Board of Directors or obtains essential information from these meetings and shares with Member Firms. Member Firms of the Council shall have the power to advise the National Director in all matters at any time.

ARTICLE V

MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING

The Annual Meeting of the Council for the transaction of General Business and election of Officers and Directors as appropriate shall be held in the month of June of each calendar year as set by the Board of Directors. Written notice of the Annual Meeting shall be posted to the members no less than 30 days and no more than 60 days prior to the meeting. At the Annual Meeting, the President and Treasurer shall report on the activities and financial condition of the corporation, and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of Section 7.05 and subsection 7.23(b) of the Vermont Nonprofit Corporation Act.

SECTION 2. MEMBERSHIP MEETINGS

A minimum of four membership meetings of the Council in addition to the Annual Meeting shall be held annually as determined by the Board of Directors.

SECTION 3. SPECIAL MEETINGS

Special Meetings may be called by the President or by a majority of the members of the Board of Directors or by any three (3) Member Firms of the Council.

SECTION 4. NOTICE OF MEETINGS

All Members, Affiliate Members and Associate Members shall be notified in writing by the Secretary or their designee at least 15 days prior to each meeting (regular or special) with the exception of the Annual Meeting noted above. Such notice shall contain the place, day and hour of the meeting and insofar as possible, the important business to be transacted. In the case of special meetings, the notice must contain the purpose or purposes for which such meeting is called. Matters concerning special assessments, or election of Officers or Directors shall not be voted upon at any meeting unless specifically mentioned in the notice of such meeting.

SECTION 5. PARLIAMENTARY PROCEDURE

All proceedings and meetings of the Council shall be conducted under and pursuant to Robert's Rules of Order, except as may be otherwise voted by the members.

SECTION 6. QUORUM

One-quarter of the Membership represents a quorum of the Council for the transaction of business at any Member meeting, and a majority vote by those Members present and voting at any meeting shall constitute the decision of the Membership upon the matter submitted except as otherwise provided by these Bylaws. (See balloting procedure, Article VII).

SECTION 7. VOTING

Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, at all meetings of the Membership, all questions shall be determined by a vote of a majority of the votes cast. Only Members may vote and each Member is entitled to one vote.

ARTICLE VI

COMMITTEES

SECTION 1. STANDING COMMITTEES

The Standing Committees of the Council shall consist of the following: Legislative, Membership, Transportation and Environmental Protection. Special Committees may be appointed by the President as required. All Committee Chairs and members shall be appointed by the President. Each Committee shall consist of at least three (3) individuals.

SECTION 2. LEGISLATIVE COMMITTEE

The Legislative Committee shall be responsible for all affairs relating to the professional interest of the Council members which arise in legislative action at the local, state, and national level shall be dealt with through this Committee. Cooperative action shall be encouraged with other professional groups.

SECTION 3. MEMBERSHIP COMMITTEE

The Membership Committee shall be responsible for enlarging Council membership using acceptable recruiting methods. The Committee shall review membership applications and submit them to the Board of Directors with its recommendations for action.

SECTION 4. TRANSPORTATION COMMITTEE

The Transportation Committee shall be responsible for all affairs relating to the professional interest of the Council members, Affiliate, and Associate Members which concern transportation issues at the local, state or national level. Cooperative action with other professional groups shall be encouraged.

SECTION 5. ENVIRONMENTAL PROTECTION COMMITTEE

The Environmental Protection Committee shall be responsible for all affairs relating to the professional interest of the Council members, Affiliate, and Associate Members which concern environmental protection issues at the local, state or national level shall be dealt with through this committee. Cooperative action with other professional groups shall be encouraged.

ARTICLE VII

ELECTIONS AND BALLOTING

SECTION 1. NOMINATION COMMITTEE

At the February regular meeting (in even years), the President shall appoint a Nominating Committee composed of at least three members. The Nominating Committee shall prepare a slate of one candidate for each office. These nominations shall be reported to the Board of Directors at the April regular meeting. At the April regular meeting, the President shall call for nominations from the floor for each elective office to be filled. The Board of Directors will then vote for a slate of Officers and Directors to be presented to the membership for election.

SECTION 2. BALLOT

With the list of nominations and announcement of the election, the Secretary shall send to each Member firm a ballot, no less than fifteen days prior to the Annual Meeting, which may be cast by mail or by email or delivered to the Secretary prior to the Annual Meeting. This ballot shall provide for voting for any Member of any office. Letter ballots may also be provided for action on amendments and assessments. The ballot may be in the form of an electronic ballot to each Member.

SECTION 3. THE ELECTION

At the Annual Meeting, the President may call for nominations from the floor in addition to the nominees approved by the Board of Directors before proceeding to close nominations. Mailed in ballots will be counted along with the ballots cast in person. Election of Officers and Directors must be completed before the Annual Meeting may be adjourned.

SECTION 4. ELIGIBILITY FOR OFFICE

A representative of a Member Firm in good standing shall be eligible to be an Officer or Director of ACEC of VT. The Board of Directors may choose to add a nomination for Officer to the ballot from an Affiliate Member Firm with a $\frac{3}{4}$ vote from the Board of Directors. No Member or Affiliate Member Firm shall hold more than one elected office at any given time.

SECTION 5. VACANCIES

Vacancies of Officers shall be filled by a special election of the Council, unless the term of the vacated seat expires within 60 days of the vacancy. Notice of the special election and notification of ballots of nominees shall be provided as described herein these Bylaws. Vacancies of At-Large Directors shall be filled by an election at the next even year annual membership meeting. The President shall have the authority to appoint eligible Members to fill the remaining term of vacancies until an election takes place.

ARTICLE VIII

FISCAL YEAR, BUDGET, DUES AND ASSESSMENT

SECTION 1. FISCAL YEAR

The fiscal year will be from July 1st to June 30th.

SECTION 2. BUDGET

A budget shall be prepared by the President, Treasurer, and Executive Director and submitted to the Board of Directors for approval.

SECTION 3. DUES

- A. Amount of the dues for Members, Affiliate Members and Associate Members shall be determined by the Board of Directors based upon a budget prepared by the President, Treasurer, and Executive Director. Apportionment of the dues shall be determined by the schedule adopted by affirmative vote of three-quarters of the members of the Board of Directors present and voting. Dues from new members shall be pro-rated on a quarterly basis from the date of final acceptance.
- B. Notification of apportionment of the dues shall be provided to all Member Firms, Affiliate Member Firms, and Associate Member Firms by the Secretary or Executive Director within thirty (30) days after the adoption of the dues schedule.
- C. Payment of dues shall be within 60 days from the notice of apportionment of dues, or within 60 days of acceptance of new members.
- D. Failure on the part of a Member Firms, Affiliate Member Firms, or Associate Member Firm to pay dues or assessments within 30 days of final or second (current fiscal year) annual billing shall disqualify the Member from all rights and privileges in accordance with Article II Section 6, until the dues obligation has been satisfied.

SECTION 4. SPECIAL ASSESSMENTS

Special assessments may be levied on affirmative vote of the majority of the membership; and following written notice to the membership, shall be payable within 30 days of notification.

ARTICLE IX

ASSOCIATION WITH OTHER SOCIETIES

SECTION 1. OPTION

The Board of Directors, by an affirmative vote, may become associated with such non-profit technical or professional societies or inter-societies or organizations as it may determine by majority vote of the Board of Directors.

SECTION 2. DELEGATES

Delegates chosen to represent the Council in other societies or organizations shall be elected by an affirmative vote of the Board of Directors.

ARTICLE X

AMENDMENTS

SECTION 1. PROCEDURE

Amendments to the Bylaws may be proposed to the Board of Directors by petition of five (5) Members or to the Members by the committee appointed by the Board of Directors for that purpose. Amendments submitted to the Board of Directors shall be duly and carefully considered by them and upon affirmative vote of a minimum of five (5) Directors, shall be submitted to the membership at a regular or special meeting called for such purpose. Proposed amendments shall be provided as directed by the Secretary to all members at least thirty days before such meeting. Proposed amendments may be transmitted electronically to all members. All amendments require a two-thirds majority for adoption.

ARTICLE XI

EFFECTIVE DATE AND ORIGINAL ORGANIZATION

SECTION 1. DATE OF EFFECT

These Bylaws shall be effective immediately upon adoption by the membership.

ARTICLE XII

SEVERABILITY

SECTION 1. SEVERABILITY

If any term, provision, covenant or restriction of these Bylaws is held by a court of competent jurisdiction to be invalid, illegal, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions set forth herein shall remain in full force and effect.

ARTICLE XIII

DISSOLUTION

SECTION 1. DISSOLUTION

The corporation may be dissolved only after careful consideration by the Board of Directors and Membership. The Board of Directors can send the question to the Membership for a vote upon an affirmative vote of three-fourths of all Directors. An affirmative vote of three-fourths of the Members to dissolve the corporation shall be required for such an action to be enacted. The corporation shall dissolve only after all outstanding financial obligations have been satisfied. Any remaining funds shall be donated to a non-profit organization of similar type and mission as directed by the Board. No Member or Director shall receive remuneration from any fund balance after all outstanding financial obligations have been satisfied.