



AMERICAN COUNCIL OF ENGINEERING COMPANIES
of Louisiana

TABLE OF CONTENTS

<u>Section</u>	<u>Page</u>
1 OBJECTIVES	1
2 OFFICERS AND BOARD OF GOVERNORS	1
3 NOMINATING COMMITTEE	1
4 ELECTIONS	2
5 RULES	2
6 MANAGEMENT	2
7 DUTIES OF THE CHAIRMAN	3
8 DUTIES OF THE CHAIRMAN-ELECT	3
9 DUTIES OF THE VICE CHAIRMAN	3
10 NOT USED	3
11 DUTIES OF THE SECRETARY-TREASURER	3
12 DUTIES OF THE NATIONAL DIRECTOR	3
13 AFFILIATION	4
14 BOARD ATTENDANCE	4
15 CONTRACTS AND OTHER FORMAL DOCUMENTS	4
16 COMMITTEES	4
17 MEMBERSHIP	5
18 AFFILIATE MEMBERSHIP	8
19 ANNUAL DUES	9
20 MEETINGS OF THE BOARD OF GOVERNOR	9
21 AMENDMENTS	10
22 VOTING ELIGIBILITY	10
23 CHAPTERS	10
24 MEETINGS	11
25 PRESIDENT/CEO	11
26 DUTIES OF THE PRESIDENT/CEO	11

BYLAWS
OF
AMERICAN COUNCIL OF ENGINEERING COMPANIES OF LOUISIANA, INC.

SECTION 1. *OBJECTIVES* – In pursuance of the American Council of Engineering Companies of Louisiana, Inc., hereinafter referred to as ACEC/L or council, established objectives found in the current Strategic Plan produced and approved by the Board of Governors, the council shall undertake to protect, educate, and advance the business of consulting engineering.

Section 2. *OFFICERS AND BOARD OF GOVERNORS* – The officers shall consist of a Chairman, Chairman-Elect, Vice Chairman, Secretary-Treasurer, and the immediate Past Chairman (who will serve as the ACEC National Director). The Board of Governors shall consist of the officers and no less than four (4) nor more than seven (7) elected members-at-large. The members-at-large shall serve a maximum of six (6) consecutive years. Board members shall be a principal of a member firm in good standing. No more than one (1) Board member will represent a member firm and no more than two (2) non-professional engineers shall serve on the Board at the same time. Chapter Presidents will serve on the Board of Governors in an Ex-Officio capacity without voting authority.

SECTION 3. *NOMINATING COMMITTEE* – In March of each year, the Chairman shall appoint the Chairman-Elect to form a nominating committee of three (3) members of the council, not more than one (1) of whom is a member of the Board of Governors. The nominating committee shall advise the Secretary-Treasurer of its nominations for candidates for officers and other members of the Board of Governors no later than April 30.

In performing its responsibilities for identifying and recommending candidates to the Board of Governors, the nominating committee shall consider qualified candidates who reflect diversity with respect to race, gender, geography, and areas of expertise.

These nominations shall be electronically mailed to the members of the council, forthwith, by the Secretary-Treasurer. Other nominations may be made in writing upon petition by at least five (5) members, delivered to the Secretary-Treasurer no later than May 15. If any person nominated is found by the Board of Governors to be ineligible for office for which nominated, or should the nominee decline such nomination, his/her name shall be withdrawn. The Board of Governors may fill any vacancies that may occur in the list of nominees up to the time the ballots are sent out.

SECTION 4. ELECTIONS – Officers and other members of the Board of Governors shall be elected by secret electronic letter ballot. The list of nominees shall be submitted to the membership by electronic letter ballot no later than June 1. For election, any candidate must obtain the highest number of the eligible votes cast. In the event of a lack of majority for any office, there shall be a run-off election for that office between the two (2) highest candidates. The Chairman shall appoint a committee of tellers who shall count the votes and shall submit a report to the Secretary-Treasurer. The newly elected officers shall take office on July 1 and will remain in office until July 1 of the following year.

SECTION 5. RULES - Meetings shall be conducted under Robert's Rules of Order, unless otherwise stated in the Bylaws.

SECTION 6. MANAGEMENT – The affairs of the council shall be managed by the Board of Governors acting through the officers. The Board of Governors shall make an annual report to the membership, including a financial statement and such other matters as may be deemed appropriate. Any vacancy in the Board of Governors shall be filled by a majority vote of the Board. A majority vote of the Board of Governors shall have the authority to declare vacant any office where the elected officer or Board member has demonstrated his/her inability or unwillingness to perform the duties of his/her office by his/her continued absence or resignation. Any vacancy filled by the Board of Governors shall be in effect until the next annual election of officers. If a Board member's firm does not renew its membership or a Board member is no longer employed by that member firm, at the discretion of the Board, that member may complete the current years term.

To facilitate its management of the council, the Executive Committee shall conduct such matters of business as the Board may direct, within the scope of the provisions outlined herein. The Executive Committee shall be composed of the officers of the council and the National Director. The Executive Committee shall transact routine business between meetings of the Board and in emergencies. All business transacted by the Executive Committee shall be reported to the Board at its next meeting. The report shall be made by the Chairman or the President/Chief Executive Officer (CEO). The report shall be complete, enumerating all that has been done since the last Board meeting. It may be oral unless the Board instructs the Executive Committee to submit written reports. The Executive Committee shall meet at the call of the Chairman. Three (3) members shall constitute a quorum for the transaction of all business.

The accounting procedure and financial statement format was standardized by action of the Board of Governors on January 19, 1984. There will be no changes to either unless by majority vote of the Board of Governors upon the advice from the Certified Public Accountant retained by the organization.

SECTION 7. DUTIES OF THE CHAIRMAN – The Chairman shall preside over all meetings of the council and of the Board of Governors. He/She shall be an ex-officio member of all committees. He/She shall perform such other duties as may be determined from time to time by the Board of Governors. He/She shall appoint all committees other than the standing committees. He/She shall serve as the ACEC Alternate National Director.

SECTION 8. DUTIES OF THE CHAIRMAN-ELECT – The Chairman-Elect shall serve as Chairman to the ACEC/L Political Action Committee (PAC) Coordinating Committee; serve as ACEC PAC Champion and perform the duties of the Chairman in his/her absence he/she shall also perform such other duties as may be determined from time to time by the Chairman or the Board of Governors. He/She shall assume the office of the Chairman at the expiration of his/her term as Chairman-Elect.

SECTION 9. DUTIES OF THE VICE CHAIRMAN – The Vice Chairman shall serve as the Membership Committee Chairman and perform the duties of the Chairman-Elect in his/her absence. He/she shall perform such other duties as may be determined from time to time by the Chairman or Board of Governors.

SECTION 10. NOT USED

SECTION 11. DUTIES OF THE SECRETARY-TREASURER – The Secretary-Treasurer, utilizing the services of the staff, shall keep a complete record of all proceedings and correspondence of the council and the Board of Governors. He/she (via the staff) shall send notices of meetings, elections, and proposed amendments to the Articles of Incorporation or Bylaws to members of the council or the Board of Governors. They shall keep accounts of the council and make all payments for bills authorized by the Board to be paid. All checks shall bear the signature of the President/CEO, or the Secretary-Treasurer, or other party authorized by resolution of the Board of Governors. They shall keep a roster of the members of the council and perform all other duties usually pertaining to the office of Secretary-Treasurer.

SECTION 12. DUTIES OF THE NATIONAL DIRECTOR – The National Director shall represent the council on the Board of Directors of ACEC. He/she shall stay abreast of issues affecting ACEC, the council and the business of consulting engineering and serve as the communications link between the council and ACEC. He/she shall attend ACEC Board of Directors' meetings and shall vote as directed by the council. If no direction is provided, he/she shall vote based upon the best information available to him/her. He/she shall also serve on at least one ACEC (National) committee during his/her term of office, as required by the ACEC bylaws.

SECTION 13. AFFILIATION – American Council of Engineering Companies of Louisiana, Inc. shall be a member organization of the American Council of Engineering Companies.

SECTION 14. BOARD ATTENDANCE – Any member of the Board of Governors, including the officers, missing two (2) regular or special meetings of the Board, unless specifically excused by the Chairman at least (1) week in advance of the missed meeting or (1) week following an unforeseen missed meeting, shall be considered as resigning his/her elected position and the vacancy may be filled as outlined in Section 6 of these Bylaws.

SECTION 15. CONTRACTS AND OTHER FORMAL DOCUMENTS – Contracts and other formal documents shall be signed by two (2) officers of the Council or their designee on approval of the Board of Governors.

SECTION 16. COMMITTEES – The Chairman shall appoint the following standing committees, in addition to such special committees as it may from time to time determine. The committees shall be comprised of members of the Board of Governors except as provided hereinafter.

a. Membership Committee consisting of the Vice Chairman and duly elected President of each constituted chapter, which shall determine potential applicants and investigate the qualifications of applicants for membership, and report thereon to the Board of Governors.

b. PAC Coordinating Committee consisting of the, Chairman-Elect, duly elected President and Vice-President of each constituted chapter, President/CEO and others as may be deemed necessary by the Board of Governors, shall advise the Board of Governors of the annual state and chapter fundraising goals for the state PAC and national PAC; create and coordinate fundraising opportunities and strategies at the state and chapter levels; and actively encourage members to contribute to the state and federal PAC funds.

c. Legislative Committee consisting of one (1) member-at-large Board member and other members from the general membership and/or Board members as determined by the Board of Governors, shall monitor legislative activities that affect ACEC/L and recommend action to the Board of Governors.

d. Client Liaison Committees consisting of one (1) member-at-large and other members from the general membership and/or Board members as determined by the Board of Governors, shall provide communications between ACEC/L and several outside agencies. Five (5) subcommittees are established including Transportation, Water Resources, Facilities, Louisiana Engineering Society/Louisiana Professional Engineering and Land Surveying Board

(LES/LAPELS) and Associated General Contractors of America/American Institute of Architects (AGC/AIA).

SECTION 17. MEMBERSHIP – Membership, admission and expulsion shall be in accordance with the provisions of the Articles of Incorporation and these Bylaws. Membership is limited to the consulting engineering firm, with its principal, or principals, representing it in all Council business. A principal, as defined herein, is an individual designated by a member firm, who is a firm officer, partner, vice president or local office manager: (a) having an ownership interest, and/or (b) exercising management responsibility for technical or business decisions. Hereafter, the principal will be referenced to as “member”.

Eligibility for Membership: Each prospective member firm shall be a professional engineering firm registered in the State of Louisiana. At least one (1) principal of the firm shall be a professional engineer (PE) with an established physical office located in the State of Louisiana for the primary purpose of practicing consulting engineering.

a. Regular Membership: The membership approval procedure will be initiated when an applicant submits a completed application form which has been duly signed by three (3) members of ACEC/L in good standing who thereby act as sponsors for the applicant. One (1) individual acting as sponsor shall be a member of the chapter covering the geographical area in which the applicant is located.

A firm that contacts ACEC/L concerning membership shall be provided with an application form plus a list of members in the chapter so that he/she can contact firm(s) to obtain three (3) sponsors.

The firm shall submit a signed statement with the application that they accept the disciplinary procedures of ACEC/L and ACEC. This statement shall be in the form determined by ACEC/L and ACEC.

Applications for membership shall be submitted to the President/CEO.

Based upon the information on the application, the President/CEO shall determine if the individual or firm is eligible for membership.

The President/CEO shall recommend to the Board of Governors that the application be accepted or rejected.

The Board of Governors shall determine the acceptance or rejection of probationary membership by a majority vote.

Upon action of the Board of Governors to grant probationary membership, the President/CEO shall notify the members of the probationary membership and request any information from the members that would be grounds for terminating the membership.

At the Board meeting following a two-week period of responses from the members on the probationary membership, the membership application will be presented to the Board of Governors along with any comments received. The Board of Governors shall vote to confirm or reject membership by the applicant.

If the comments received indicate that the applicant may be guilty of an ethics violation, then the Board of Governors shall refer the alleged ethics violation to either the Executive Committee to address under the provisions of the disciplinary section of these Bylaws, or to the ACEC Ethics Committee for to address under the disciplinary procedures of ACEC.

Thus probationary membership in ACEC/L shall be granted immediately (within one (1) week) to the bona fide applicant with full (non-probationary) membership to be granted in the meeting of the Board of Governors following a two-week comment period after distribution of a notice of probationary membership to the member firms of ACEC/L, unless the membership is opposed based on an alleged violation of ethical standards. In such case, the probationary membership shall be extended until the ethics violation has been determined by the Executive Committee or the ACEC Ethics Committee. The Board of Governors shall then take action to terminate the probationary membership if there has been an adjudged violation of the ethics standard that would merit expulsion of a full member, or to accept the applicant into full (non-probationary) membership if the violation was found not to have occurred or if the violation would not merit expulsion of a full member. (Revised membership approval procedure adopted by the ACEC/L Board of Governors on February 20, 1991).

b. Honorary Life Membership: Honorary life membership is a means of recognizing an ACEC/L member for his/her achievements in the engineering profession and awarded a complimentary lifetime. Nominees for honorary life membership shall be presented by the Board of Governors at any regular meeting, upon unanimous vote of those present. Nominees shall be referred to the Membership Committee which shall investigate each nominee thoroughly. Upon recommendation of the Membership Committee, nominees shall then be voted on by the members, pursuant to the provisions of the Articles of Incorporation. A rejected applicant shall not be considered for membership until at least one (1) year from date of his/her previous application. An elected candidate shall be duly notified by the Chairman and shall become an honorary member upon acceptance. All proceedings of the Board of Governors with respect to honorary membership

shall be privileged and confidential. Honorary members shall be exempt from annual dues but shall have all other rights and privileges of regular membership.

c. Inactive Membership: Inactive members shall not have any privileges of membership. No additional dues shall be incurred but no relief from past obligations shall be granted without approval from the Executive Committee.

1. Voluntary inactive membership shall be granted a member by majority vote of the Board of Governors on written request with 30 days' notice. A voluntary inactive member may be reinstated to regular membership by a majority vote of the Board of Governors upon request of the member and provided that the member is current with his/her financial obligations to the council.

2. A member may be placed on an involuntary inactive membership status for due cause by affirmative vote of two-thirds of the total membership of the Board of Governors. Prior to that action, the Secretary-Treasurer or his/her designee shall notify the member in writing that such action is contemplated and that he/she may appear at the next Board of Governors meeting to contest such action. An involuntary inactive member may be reinstated to regular membership by a two-thirds vote of the total membership of the Board of Governors and provided all past financial obligations have been paid.

d. Suspended Membership: Suspended members shall not have any privileges of membership. No additional dues shall be incurred but no relief from past obligations shall be granted.

A member may be suspended for due cause for a designated period not to exceed five (5) years by affirmative vote of two-thirds of the total membership of the Board of Governors.

e. Life Membership: A member who retires from active practice as a consulting engineer may, on his/her written request, be transferred to life member status by a majority vote of the Board of Governors in regular meeting, exempting he/she from annual dues as long as they remain professionally inactive. Member candidates for life membership shall meet the following provisions:

1. The member has attained the age of 60.

2. He/She has been a member of ACEC/L for at least 15 years unless length of membership is waived by two-thirds affirmative vote of the total membership of the Board of Governors.

3. He/She is not engaged in contracting, in manufacturing or in any field of activity which would have made him/her ineligible for active membership.

4. He/She retires as a member in good standing.

f. Termination of Membership: Membership may be terminated by resignation or by expulsion.

A member of good standing may resign upon written request and on acceptance by the Board of Governors.

A member may be expelled for due cause by affirmative vote of two-thirds of the total membership of the Board of Governors.

SECTION 18. AFFILIATE MEMBERSHIP – Affiliate membership will support the goals of ACEC/L and shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries and/or organizations that are otherwise ineligible for membership as described in Section 17. Affiliate membership shall also be limited to those that:

a. provide professional services of a scientific and technical nature complimentary to the services provided by member firms. Those managing the affiliate member organization will be professionally licensed/certified/registered, as appropriate, for their area of expertise.

b. provide professional services used in the internal operation of member firms. Those managing the affiliate member organization will be professionally licensed/certified/registered, as appropriate, for their area of expertise.

c. provide products or services normally specified by member firms.

Affiliate members shall not be eligible to vote on ACEC/L business, hold office in ACEC/L, nor serve as a chairman of an ACEC/L Committee. Dues will be set by a majority vote of the Board of Governors. Affiliate membership at the state level does not preclude the affiliate from joining the ACEC national organization, subject to the rules stipulated in the national bylaws.

SECTION 19. ANNUAL DUES – The annual dues shall be fixed by the Board of Governors annually. Notices shall be sent to all members for payment of their dues or other obligations. Any member with financial obligations in arrears for a period (period as established by the Board of Governors) after they are due may be placed on an inactive membership or other status by action of the Board of Governors as outlined in Section 16 of these Bylaws and will not be eligible to vote.

SECTION 20. MEETINGS OF THE BOARD OF GOVERNORS – The Board of Governors shall meet a minimum of six (6) times per year (12-month period). Special meetings may be held from time to time upon two (2) days' notice. A simple majority of the number of filled Board positions for a particular year shall constitute a quorum. Board meetings may be conducted by means of electronic, telephonic or other communication that permits all participants to communicate adequately with each other during the meeting. A quorum of membership participating in person or by electronic method is required to conduct a vote on any motion or agenda item.

SECTION 21. AMENDMENTS – These Bylaws may be amended by the affirmative vote of the majority of the Board of Governors, provided that notice of such amendment shall have been given to the members of the Board of Governors at least one (1) week prior to the date of the meeting at which it is to be presented for consideration. The membership shall be notified of any amendments to the Bylaws approved by the Board of Governors. The membership may suggest amendments to the Bylaws by notifying the Board of Governors in writing of the proposed change.

SECTION 22. VOTING ELIGIBILITY – Member firms eligible to vote shall be limited to one (1) vote for a firm.

Eligibility to vote shall be decided by the presiding officers and voting shall be permitted only if dues payments are not delinquent. Written proxy shall be limited to counting towards a quorum of a membership meeting or a Board meeting, and to a vote on a subject published in a meeting agenda.

SECTION 23. CHAPTERS – In order that local matters may be dealt with more effectively, chapters shall be formed in Baton Rouge, Greater New Orleans, Shreveport, Lafayette, Lake Charles, and in such other municipalities or areas as the Board of Governors may determine, pursuant to the following:

a. A chapter can be formed or dissolved only on approval by a majority vote of the Board of Governors in regular meeting.

b. Members of ACEC/L shall also be members of the local chapter serving the area in which the member's office(s) is located.

c. Chapters shall elect officers annually with terms of office to coincide with the terms of office of the ACEC/L officers. Each chapter may elect a President, Vice President, and a Secretary. Additional officers may be elected as desired by the individual chapter. An electronic call for nominees will be sent to all chapter members 60 days prior to elections. The elections shall be held one (1) month prior

to election of ACEC/L officers with electronic ballot to chapter member firm principal for vote. Chapter Presidents are expected to participate in Board meetings to report chapter activities and communicate Board actions to the chapter.

d. Chapters are authorized to act on any purely local matter which addresses itself to the chapter, provided the matter is handled within the scope of the Articles of Incorporation and the Bylaws of ACEC/L, and provided that no action of a chapter shall contravene policies of ACEC/L or of the ACEC.

e. Chapters may, with the consent of its members, levy assessments for special chapter projects. Regular dues may be assessed as a condition of membership, subject to the approval of the Board of Governors.

f. A resolution by a chapter requesting action by an ACEC/L officer or by the Board of Governors shall be considered binding on said officer or upon the Board of Governors unless disapproved by action of the governors present at the next Board of Governors meeting.

g. The boundaries of the local chapter shall be determined by the Board of Governors and may be changed at any time by the Board of Governors provided that prior notice is given to the local chapter or local chapters involved and an opportunity is accorded them to make recommendations regarding such proposed changes.

SECTION 24. MEETINGS – A meeting that has been requested in writing by no less than five (5) members in accord with Article XII, Section 2 of the Articles of Incorporation shall be called within 30 days of receipt of said request.

SECTION 25. PRESIDENT/CEO POSITION REPLACEMENT – The Chairman of the Board shall appoint a President/CEO Search Committee that will receive all qualified applications and will interview the selected applicants for the position of President/CEO. The committee will present its recommended applicants to the Board of Governors. The Board of Governors will interview each of the selected applicants separately and will appoint the President/CEO. A two-thirds majority vote of the Board of Governors will be necessary to appoint the President/CEO.

SECTION 26. DUTIES OF THE PRESIDENT/CEO – The work of the President/CEO shall be under the direction of the Board of Governors. The Board of Governors will determine policies and general procedures in written form. The President/CEO shall be responsible for the administration of these policies and procedures.

The President/CEO will be in charge of the ACEC/L office in Baton Rouge. His/her office will maintain all council records and correspondence. The

President/CEO will maintain a close relationship with the national ACEC office and all manager-owner oriented associations.

The President/CEO will attend all general membership and Board meetings including local meetings, where practical, and will keep accurate minutes of these meetings. He/she will promote consulting engineering services to all private and public entities where consulting engineering services should be made available. He/she will be responsible for all publications authorized by the Board of Governors. He/she will work closely with the Chairman, the Board of Governors, and all official committees. The President/CEO will represent ACEC/L at the state and federal legislatures as well as at all governmental offices, both local and state, and will work to promote a friendly workable relationship with them.

The President/CEO is authorized to seek out and solicit qualified engineering consulting firms in private practice to apply for ACEC/L membership.

The President/CEO will interview and hire all ACEC/L office employees, with the approval of the Board of Governors.

The salary, expenses and benefits of the President/CEO will be set by the Board of Governors as well as all other ACEC/L office employees.

The President/CEO can be relieved of his/her position by a two-thirds vote of all Board members and 30 days' notice.

The President/CEO must give the Board a written resignation and 30 days' notice if he/she wishes to discontinue his/her services to ACEC/L.