

Bylaws of
AMERICAN COUNCIL OF ENGINEERING COMPANIES OF ALASKA
A Nonprofit Corporation

ARTICLE ONE

Name, Location, Objectives and Affiliation

Section 1. Name. The name of this corporation shall be the American Council of Engineering Companies of Alaska, hereinafter referred to in these Bylaws as ACEC of Alaska. ACEC of Alaska is a state association representing independent consulting engineering or land surveying firms located in Alaska.

Section 2. Location. The headquarters of ACEC of Alaska shall be located in the State of Alaska at such location as shall be directed by the Board of Directors.

Section 3. Objectives and Purpose. The objectives and purposes of ACEC of Alaska shall be exclusively those of a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954, as it may be amended from time to time, including to consider and act in management, business, and professional matters pertaining to consulting engineering, with the object of assisting its members in achieving higher professional, business, and economic standards, thus enabling them to provide better consulting engineering services in the interest of their clients.

Section 4. Affiliation. Upon acceptance of membership in the American Council of Engineering Companies (ACEC), ACEC of Alaska shall be the Member Organization in the State of Alaska.

ARTICLE TWO

Membership

Section 1. Classes of Membership. There shall be two (2) classes of membership, which shall be Member Firms and Members, and a provisional membership.

A. Member Firms shall be limited to those whose active proprietors, partners, or officers (hereinafter referred to as principals) furnish independent consulting engineering or land surveying services and shall:

- (a) maintain and have established an office(s) in the State of Alaska for the practice of consulting engineering or land surveying, either as

- (1) sole proprietorships; or as
 - (2) partnerships; or as
 - (3) corporations rendering consulting engineering services or land surveying services, provided that their officers act for them on professional policies and activities.
- (b) have principals registered or licensed professionally in accordance with the laws of the State of Alaska.
- (c) have high professional repute and ethical standards.
- (d) practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate 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.
- (1) however, an engineering department, division or subsidiary of a private, non-engineering company when the parent company is not eligible to be a Member Firm, provided the component offers professional knowledge and professional services to clients other than the parent, and provided that component managers are professionally licensed. In all cases, member benefits shall accrue only to the component that is accepted for membership. (2009 Amendment)

B. Members shall be individual professional engineers or licensed land surveyors who are principals of Member Firms.

C. Provisional Members shall include those firms or individuals which meet the definition of Member Firm but are initially unwilling to participate in the ACEC's dues structure. A Provisional Member may, after admission, participate in ACEC of Alaska for a maximum of two (2) years before electing to become a Member Firm or resigning from ACEC of Alaska. Provisional Members shall participate in all benefits to ACEC of Alaska and vote as Member Firms.

Section 2. Application for Membership. Any firm desiring membership in ACEC of Alaska shall make application on ACEC of Alaska's form. The form will require the following information:

- A. Name, address, telephone number, fax number, and website of firm;
- B. Name and email address of each principal;
- C. Number of employees in state of Alaska;
- D. Membership status sought;
- E. Signature of a principal of the applying firm;

The Board of Directors shall take final action on the application and notify the applicant of the results of the action. If the action is favorable, the applicant will become a Member Firm or a Provisional Member effective immediately upon payment of dues.

Section 3. Changes in Membership Status. Any Member Firm or Provisional Member ceasing to fulfill the necessary requirements for membership shall be discharged completely from membership as approved by the Board of Directors.

Failure on the part of a Member Firm or Provisional Member to pay dues or assessments within six months shall be accepted as notice of resignation.

A Member Firm or Provisional Member may be expelled from membership on the grounds that its conduct or policy is detrimental to the purposes or interests of ACEC of Alaska and ACEC or is of such a nature as to bring the work of ACEC of Alaska or ACEC into disrepute.

ARTICLE THREE

Dues and Assessments

Section 1. Dues Authorization. The Board of Directors shall have the authority to set dues and assessments.

Section 2. Dues. Each Member Firm shall pay national ACEC dues in accordance with dues schedule and assessment established by the ACEC Board of Directors. Each Member Firm and Provisional Member shall pay ACEC of Alaska dues, which shall be established by the ACEC of Alaska Board of Directors.

Section 3. Special Assessments. Special assessments may be levied by an affirmative vote of a majority of the Board of Directors.

ARTICLE FOUR

Membership Meetings

Section 1. General Membership Meetings. A general membership meeting of ACEC of Alaska shall be held at least twice each year at the time and place designated by the Board of Directors. The annual meeting shall be held in February on a specific date to be designated by the Board of Directors and shall be considered one of the general membership meetings. (1993 Amendment)

Section 2. Special Meetings. Special meetings of the membership may be called by the President or by a majority of the Board of Directors.

Section 3. Notice of Meetings. Written notice stating the place, day and hour and purpose of general membership and special meetings shall be delivered or mailed to Member Firms at least five (5) days before the date of the meeting.

Section 4. Quorum. Representation by twenty percent (20%) of the Member Firms constitute a quorum at any general membership or special meeting of ACEC of Alaska.

ARTICLE FIVE

Board of Directors

Section 1. Powers. The business affairs and administration of ACEC of Alaska shall be managed by the Board of Directors. The Board of Directors shall have those powers specifically granted it by the Articles and Bylaws as well as those powers usually exercised by the Board of Directors of a non-profit corporation. (1997 Amendment)

Section 2. Composition. The Board of Directors shall consist of seven directors and up to ten officers. There shall be an election for directors and officers each year. Directors shall have staggered terms, with three directors elected for two years on a given year and four directors to be elected the following year for two year terms (the cycle repeating the following year). Officers will be elected for a one year term. The directors and officers shall be elected at the annual meeting of the membership, and their terms of office shall commence on the first day of April in the same year. No member firm shall have more than one representative on the Board of Directors at any time. (1993 and 1997 Amendment)

Section 3. Meetings. A regular meeting of the Board of Directors may be held without any other notice than this by-law at the same time that a general membership meeting is held. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors or officers, and shall be held at such time and place as the President may determine. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by telephone or electronic mail. Any director or officer may waive notice of any meeting. (1997 Amendment)

Section 4. Board Decisions. The act of a majority of the Board of Directors present at a meeting shall be the act of the Board of Directors. Five (5) Directors and/or officers shall constitute a quorum at a meeting of the Board of Directors. (1997 Amendment)

Section 5. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of directors or officers shall be filled by the President with concurrence by the Board of Directors. A director or officer appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. (1997 Amendment)

Section 6. Compensation. Directors and officers as such shall not receive any stated salaries for their services. (1997 Amendment)

ARTICLE SIX

Officers

Section 1. President. The President shall preside over all meetings of ACEC of Alaska including the Board of Directors. The President shall appoint all committees with the advice and consent of the Board of Directors, and shall have such powers and perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. (1997 Amendment)

Section 2. President-Elect. The President-Elect shall prepare for a term as President as well as perform other duties assigned to him by the President. The President-Elect will attend all ACEC of Alaska meetings and in the absence of the President, shall preside over meetings of ACEC of Alaska.

Section 3. Secretary. The Secretary shall keep a complete record of all proceedings of ACEC of Alaska. The Secretary shall maintain the membership roster, have custody of all permanent records, make ACEC of Alaska records available for inspection for a proper purpose at the request of any Member at any reasonable time, and perform all other duties usually pertaining to the office of the Secretary.

Section 4. Treasurer. The Treasurer shall collect dues and other monies due ACEC of Alaska, pay bills as authorized by the Board of Directors and perform other duties usually assigned to a Treasurer. The position of Treasurer may be combined with the position of Secretary (1997 Amendment)

Section 5. Vice President. There shall be one to five Vice Presidents representing different geographical areas of the state. The number of Vice Presidential positions shall be determined by the Board of Directors. The Vice President shall perform those duties assigned him by the President. (1997 - 2009 Amendment)

Section 6. Past President. The Past President shall assist the President. The Past President shall be head of the Nominating Committee. In the absence of both the President and President-Elect, the Past-President shall preside over meetings of ACEC of Alaska. (1997 Amendment)

Section 7. Terms of Office. Each officer of ACEC of Alaska shall hold office for a one (1) year term concurrent with each year's Board of Directors, unless removed by the Board of Directors whenever in its judgment the best interests of ACEC of Alaska would be served thereby. (1984 Amendment)

ARTICLE SEVEN

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of ACEC of Alaska to enter into any contract or execute and deliver any instrument in the name of and on behalf of ACEC of Alaska and such authority may be general or may be confined to specific instances.

Section 2. Checks Drafts of Orders. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of ACEC of Alaska shall be signed by such officer or officers, agent or agents of ACEC of Alaska and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President or President-Elect of ACEC of Alaska.

Section 3. Deposits. All funds of ACEC of Alaska shall be deposited from time to time to the credit of ACEC of Alaska in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of ACEC of Alaska any contribution, gift, bequest or devise.

ARTICLE EIGHT

Reserved

(2009 Amendment)

ARTICLE NINE

ACEC Director

The President shall appoint a National Director and Alternate Director respectively, representing ACEC of Alaska on the ACEC National Board of Directors. The term of appointment shall be two years. The appointees shall be current or former directors or officers of ACEC of Alaska. (1997 Amendment)

ARTICLE TEN

Committees

Section 1. Standing Committees. Standing Committees shall be Nominating, Membership, and Budget and Finance.

A. Nominating Committee. The immediate Past President shall be Chairman of the Nominating Committee.

B. Other Standing Committees. The Chairman and members of all other Standing Committees, and members of the Nominating Committee, shall be appointed by the President, with the advice and consent of the Board of Directors.

Section 2. Special Committees. Special Committees of ACEC of Alaska shall be appointed by the Board of Directors. The specific responsibility of each Committee shall be determined by the Board and provided to the Committee. There shall be an annual review by the Board of Directors of all Special Committees to determine their appropriateness and continuation.

ARTICLE ELEVEN

Nomination and Election of Directors and Officers

Section 1. Nominees. The Nominating Committee shall notify the ACEC of Alaska membership of upcoming elections of directors and officers and invite the membership to submit the names of suggested nominees. (1997 Amendment)

Section 2. Election. Each year the Committee shall present a slate of nominees to the Board of Directors. The Board of Directors shall cause one letter ballot to be mailed to each Member Firm which shall contain the Committee slate and space for write-in candidates.

ARTICLE TWELVE

Rule of Order

At all Council meetings and meetings of the Board of Directors, the Roberts Rules of Order shall govern parliamentary procedure.

ARTICLE THIRTEEN

Fiscal Year

The fiscal year of the organization shall commence July 1 and end on the following June 30.

ARTICLE FOURTEEN

Amendments

Proposed amendments to the Bylaws shall be initiated for submission to a vote by the Member Firms by one of the following methods:

- A. Upon written petition by not less than five (5) Member Firms.
- B. By majority vote of the Member Firms at a general membership meeting.
- C. By majority vote of the Board of Directors.

The Bylaws may be amended only by an affirmative vote of not less than two-thirds (2/3) of the Member Firms voting thereon by mail ballot, written ballot, or roll call vote at any membership meeting.