

AMERICAN COUNCIL OF ENGINEERING COMPANIES OF KENTUCKY

BYLAWS

(Updated 6/18/02)

ARTICLE 1 - THE COUNCIL

1.1. NAME

American Council of Engineering Companies of Kentucky is an organization representing independent consulting engineering firms within the Commonwealth of Kentucky, under the laws of which it is incorporated. Hereinafter, **American Council of Engineering Companies of Kentucky** may be referred to as “the Council.”

1.2. AFFILIATION

The Council shall be a Member Organization of the **American Council of Engineering Companies (ACEC)**, and the Member Firms of this Council shall also be required to be Member Firms of and pay dues assessed by ACEC.

1.3. ABBREVIATION

The approved abbreviation of the name of the Council shall be ACEC-KY.

1.4. LOCATION

Location of the headquarters office shall be as determined by the Board of Directors.

1.5. ORGANIZATION

The organizational structure of the Council shall consist of three Regions (West, Central, East), the geographic limits of which shall be as determined by the Board of Directors. Each region shall be represented on the ACEC-KY Board of Directors as described hereinafter.

1.6. DEFINITIONS

1.6.1. **Consulting Engineer.** A consulting engineer is an independent professional engineer who performs one or more of the disciplines of professional engineering services for clients on a fee basis. Consulting engineers are qualified by education, ability and experience to provide competent engineering services and must be registered as professional

engineers in each state where they practice. Consulting engineers have no commercial affiliations with manufacturers, material suppliers, contractors or others which prejudice or subordinate their professional or ethical judgments.

1.6.2. **Land Surveyor.** A land surveyor is an independent professional who performs land surveying for clients on a fee basis. Land surveyors are qualified by education, ability and experience to provide competent land surveying services and must be registered in each state where they practice. Land surveyors have no commercial affiliations with manufacturers, material suppliers, contractors or others which prejudice or subordinate their professional or ethical judgments. Wherever the words “consulting engineer” or “consulting engineering” appear herein, it is intended that the words “land surveyor” or “land surveying” may be substituted.

1.6.3. **Principal.** A principal is an individual designated by a Member Firm, who is a sole proprietor, partner, officer, or manager: (a) having an ownership interest, or (b) exercising management responsibility for technical or business decisions.

1.7. OBJECTIVES

The objectives of the Council are to:

- a. promote and maintain ethical professional standards within the practice of consulting engineering;
- b. advance the value of the consulting engineer to the public, and to educate the public regarding the work of the consulting engineer;
- c. promote harmony, cooperation and mutual understanding among consulting engineers engaged in private practice,
- d. promote the professional and economic welfare of its Member Firms; and,
- e. act as a clearinghouse and information center on all matters of mutual interest to its Member Firms.

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ARTICLE 2 - MEMBERSHIP

2.1. CLASSES OF MEMBERSHIP

The classes of membership of the Council shall have the qualifications described below.

2.1.1. **Member Firms** shall be limited to those individual firms, parent firms, branch offices, divisions or subsidiaries whose resident principals furnish independent consulting engineering or land surveying services, and shall:

a. maintain established offices within Kentucky for the practice of consulting engineering or land surveying, as (i) sole proprietorships; (ii) partnerships; or (iii) corporations or divisions or subsidiaries furnishing consulting engineering or land surveying services, provided that their principals act for them on professional policies and activities;

b. have one or more principals licensed professionally in accordance with the laws of Kentucky;

c. belong to the **American Council of Engineering Companies (ACEC)**;

d. practice in accordance with the ACEC Professional and Ethical Conduct Guidelines; and,

e. 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, 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 judgments of the consulting engineers and land surveyors.

2.1.2. **Members** shall be principals of Member Firms.

2.1.3. **Life Members** shall be fully retired from active practice, have no commercial affiliations with manufacturers, material suppliers, contractors or others which prejudice or subordinate their professional or ethical judgments, have been Members of this Council at least 10 years, have attained the age of 60, and shall request as Members in good standing to the Council to become Life Members and, as long as they remain inactive from practice, may so continue in this class of membership without payment of dues, and shall have all the rights and privileges of Members of this Council, except that they shall have no voting representation as is otherwise stipulated for Member Firms in Section 2.5.1.

2.2. ADMISSION

2.2.1. **Member Firms.** A prospective Member Firm must apply to the Council for acceptance as a Member Firm by submitting a completed official application form signed by the chief executive officer of the firm. The Membership Committee shall investigate the application and forward it to the Board of Directors with a recommendation.

At the time that the Committee sends its recommendation to the Board of Directors, all Member Firms will be notified in writing of the identity of the firm applicant which has been favorably recommended to the Board. The Board of Directors shall not act on the membership application until at least two weeks have elapsed from the time the written notifications are sent to Member Firms. Member Firms may, during this period, offer comments to the Board concerning the membership application. Admission of a firm applicant into the Council will be based upon the criteria of Section 2.1.1. herein.

2.2.2. **Members.** All individual principals of a firm become Members when the firm becomes a Member Firm of the Council, and shall pay no additional individual dues. They shall cease to be Members if their firm ceases to be a Member Firm of the Council, or if they individually cease to be principals of a Member Firm.

2.2.3. **Life Members.** Members who desire to maintain Life Membership shall apply to the Council. The Council shall notify ACEC in writing upon approval of a Life Member. The Council will carry all individual Life Members on the Life Member rolls without further dues obligations.

2.3. CERTIFICATION

Annually, each Member Firm shall certify that its number of employees is correct as reported, that it continues to meet membership criteria requirements, and that it intends to continue to comply with all lawful provisions of the Code of Ethics and Professional Conduct Guidelines established by the Council. Annual certification shall occur at the time of submitting information for the annual Membership Directory on forms provided by the Council.

2.4. SEPARATION

Separation from the Council of a member of any class may come about through resignation, non-payment of dues, or expulsion.

2.4.1. **Resignation.** A Member Firm may resign from the Council upon written notice to the Council. Resignations shall be effective upon fulfillment of all obligations to the date of resignation.

2.4.2. **Non-Payment of Dues.** Any Member Firm which becomes in arrears in dues by a full calendar quarter shall be dropped from the membership roster and be placed on an Inactive List. Such Member Firm shall be informed of this action in writing and given three months to reinstate its membership by full payment of all dues owed, before being removed from the Inactive List. Application for reinstatement of membership of Member Firms placed on the Inactive List will not be considered without payment of all outstanding dues. A Member Firm remaining on the Inactive List after the three-month period has elapsed shall be dropped from membership within the Council, and shall be so advised in writing.

In hardship cases, Member Firms may, prior to being in arrears, appeal in writing to the Board of Directors for inactive status without payment of dues for a stated period. Upon Board approval, such Member Firms may be reinstated to membership without payment of dues for the approved inactive period.

2.4.3. **Expulsion.** A Member Firm shall be expelled if it ceases to fulfill the qualifications for membership as defined in Article 2 herein, or if it neglects or declines to furnish such information as to its professional conduct or practices as may be required by the Council to determine whether or not such qualifications are met. A Member Firm shall also be expelled from membership if it intentionally misrepresents such information necessary to establish eligibility for its membership or the appropriate level of its annual dues. A Member Firm may be expelled from membership on the grounds that its conduct or policy is prejudicial to the interests of the Council.

A Member Firm may not be expelled under the provisions of the preceding paragraph until after it has had the opportunity to be heard by the Professional Conduct Committee as discussed further in Article 7 herein. The findings and any expulsion recommendation of the Professional Conduct Committee shall be forwarded in writing to the Board of Directors and to the Member Firm concerned. In considering the recommendations of the Professional Conduct Committee, the Board of Directors may conduct further deliberations of the complaints against the Member Firm. Expulsion, if approved by the Board of Directors, shall require an affirmative majority vote of the Board members present and voting. The action of the Board of Directors shall be final, and shall be communicated in writing to the affected Member Firm.

2.5. **FIRM REPRESENTATION**

Each Member Firm may designate its representatives. Requirements shall be as follows:

2.5.1. Representatives shall be principals, as defined in Article 1 herein. The number of representatives shall not

exceed the index number of the Member Firm for which it is paying dues. Each Firm Member shall have one vote for each of its index numbers as provided for in the Bylaws. A Member Firm with an index number of two or more may have its total vote cast by one representative.

2.5.2. Most items of business coming before the Council and requiring voting can be addressed by voice vote. On issues wherein voice vote responses demonstrate a significant lack of majority, as ruled by the President and/or requested by any representative, and as required in Section 3.2. herein, the voting process will be conducted by means of secret ballots tabulated by index numbers.

2.5.3. Each Member Firm will designate one of its representatives as the firm's Contact Member, to whose attention the Council shall direct any transmittals for the firm, and to whom the Council will contact in seeking information or assistance required in the course of the Council's business.

ARTICLE 3 - GOVERNMENT

3.1. **GOVERNING BOARD AND OFFICERS**

3.1.1. The government of the Council shall be vested in a Board of Directors consisting of the President, President-Elect, Secretary, Treasurer, Immediate Past President, National Director and three Council Directors. Chairs of the Environmental, Finance and Administration Cabinet, Legislative, Membership, Professional Development, and Transportation Steering Committees shall serve as ex-officio members of the Board of Directors without voting privileges. Chairs of other committees may be invited at the discretion of the Board of Directors to attend its meetings.

3.1.2. An Executive Committee, composed of the President, President-Elect, Secretary, Treasurer, and Immediate Past President, shall meet on call of the President, and may be empowered by the Board of Directors to act on behalf of the Council. The Executive Director of the Council shall serve as an ex-officio member of the Board of Directors without voting privileges.

3.1.3. The President, President-Elect, Secretary, Treasurer, and Immediate Past President shall be elected for terms of one year. The National Director shall be elected for a term of two years. The three Council Directors shall be elected for three-year terms, and shall be staggered so that only one shall be elected each year. The Member Firm for which a Council Director is employed shall have its business address within the Region (West, Central, East) for which the Council Director is elected to represent. No elected member of the Board of Directors, except the Secretary or Treasurer, shall succeed himself/ herself, other than in the circumstance of a full term following an assumption of, or appointment to, a vacated office as discussed in Section 3.5. herein.

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3.1.4. The presence of five Board members shall constitute a quorum for meetings of the Board of Directors. The Board of Directors shall meet at the call of the President, and at such times as the Board may designate, but not less than four times per year. The President may call the Board of Directors into Executive Session, at his/her discretion, to discuss personnel or other sensitive matters. Special Board meetings may be called at the request of the President, or of the President-Elect acting with the approval of, or in the absence or incapacitation of, the President. The President shall call a meeting of the Board of Directors to consider any special problem, upon receiving requests for that purpose from at least two Member Firms. At least two days notice shall be given before any Board meeting is called, except in case of an emergency.

3.2. ELECTION

At least sixty days prior to the Annual Meeting, the President shall appoint a Nominating Committee, consisting of the Immediate Past President as chair, and two Members who are not members of the Board of Directors. This committee shall advise the membership by letter at least two weeks prior to the Annual Meeting of its nominations of candidates for the Board of Directors. Nominations may be made from the floor at the Annual Meeting. Election of nominees shall be made by secret ballot of the Member Firms at the Annual Meeting if more than one nominee is presented for an office, or by voice approval of the Nominating Committee's selection for each office with only one nominee.

3.3. MEMBER FIRMLIMITATIONS

A Member Firm shall have no more than one firm representative serving in an elected position on the Board of Directors in any one year.

3.4. DUTIES

The President, or in his absence, the President-Elect, shall preside over all meetings of the Council and of the Board of Directors. The Secretary shall be responsible for keeping a complete record of all proceedings of the Council. He/she shall keep a roll of the Members and shall perform other usual duties of the office of Secretary. The Treasurer shall be responsible for issuing statements for and collection of all dues and assessments, and shall be the custodian of all funds of the Council. Bills for payment shall be approved by and all checks shall be countersigned by any two of the President, President-Elect, Treasurer, Immediate Past President and Executive Director. The Board of Directors shall guide and direct the general policy of the Council; shall be the final deciding body and spokesman for the Council; and shall direct the activities of the functional committees. The Board of Directors shall develop and publish for the membership an

operating policy establishing guidelines for operations and amplifying responsibilities and duties of officers and committees.

3.5. VACANCIES IN OFFICE

3.5.1. If a vacancy occurs in the office of the President, the President-Elect shall assume the duties of the President for the remainder of that term of office, and subsequently, will serve for the full term as President to which he/she would normally have been entitled when elected to the office of President-Elect. Concurrently with the assumption of the vacated presidency by the President-Elect, the Board of Directors shall appoint an Acting President-Elect to serve the remainder of that term of office. In this circumstance of appointment of an Acting President-Elect, the next election of officers shall include an open election of the President-Elect for the upcoming fiscal year. The Acting President-Elect may be included as a nominee for President-Elect in this open election.

3.5.2. If a vacancy occurs in the Office of the President-Elect, while the presidency remains unchanged, the Board of Directors shall appoint an Acting President-Elect to serve the remainder of that term of office. In this circumstance of appointment of an Acting President-Elect, the next election of officers shall include open elections of the President and President-Elect. The Acting President-Elect may be included as a nominee for President or President-Elect in this open election.

3.5.3. If a vacancy occurs in the office of Secretary, Treasurer, National Director or Council Director, an appointment to fill the unexpired term will be made by the President, subject to approval of the Board of Directors at its next meeting. In case of a vacancy in the office of Immediate Past President, the latest Past President available will serve on the Board. In case of a vacancy in a committee chair who serves as an ex-officio member of the Board, the President shall appoint a replacement.

ARTICLE 4 - COUNCIL MEETINGS

4.1. REGULAR MEETINGS

The Council will hold general membership meetings in September, January, April and June at times, dates, locations and facilities proposed by the Executive Director and approved by the Board of Directors. The rules of procedure for meetings shall be established by the Board of Directors, or in the absence of specific Bylaws or Rules of Policy and Procedure, Robert's Rules of Order, Revised. A majority of the Members present at any constitutional or duly called meeting of the Council, including a quorum of the Board of Directors, shall constitute a quorum.

4.2. ANNUAL MEETINGS

The June meeting of the Council will be designated as its Annual Meeting. Election of Council officers and those members of the Board of Directors who are to be elected in accordance with Section 3.2. herein, shall be held at the Annual Meeting prior to the close of the fiscal year on June 30.

4.3. SPECIAL MEETINGS

Special meetings of the Council may be called by the Board of Directors at its discretion, and shall be called by the Board of Directors upon its receipt of a written petition submitted by at least 30 percent of the Member Firms in good standing.

ARTICLE 5 - AMENDMENTS TO BYLAWS

5.1. The Bylaws can be amended by a majority vote of the entire membership as expressed by index numbers and implemented through a letter ballot.

5.2. Proposed amendments shall be submitted to or developed within the Board of Directors. If approved by the Board, a copy of such amendments shall be submitted to each Member Firm for formal approval.

5.3. Upon receipt of approval by the required number of Member Firms, the amendments shall become a part of the Bylaws.

ARTICLE 6 - LIABILITY OF THE COUNCIL

6.1. The Council shall not be bound by the action of any of its officers or members unless such action is duly authorized by a quorum of the Board of Directors, or by a vote of the general membership, and the action of the governing body is duly recorded in the minutes of the meeting in which the action was authorized.

ARTICLE 7 - ETHICS AND DISCIPLINE

7.1. CODE OF ETHICS AND GUIDE FOR PROFESSIONAL CONDUCT

Each Member Firm shall file with the Council a signed statement stating that:

a. principals of the Member Firm have read the Bylaws of the Council and the Code of Ethics and Guide for Professional Conduct of Consulting Engineers promulgated by the American Council of Engineering Companies;

b. the Member Firm agrees to abide by the provisions of those documents; and

c. the Member Firm agrees that payment of annual renewal of dues shall constitute a reaffirmation of the agreement to abide by the provisions of those documents, as they may have then been amended.

7.2. DISCIPLINE

7.2.1. A Member Firm may be censured or expelled from membership if the Member Firm (or its Members acting on behalf of the Firm):

a. violates the Bylaws of the Council;

b. violates the Code of Ethics or the Guide for Professional Conduct, as amended from time to time, promulgated by the American Council of Engineering Companies of Kentucky; or

c. commits an act bringing discredit to the profession or is found by a court of law to have committed a fraud or any other crime involving moral turpitude.

7.2.2. **Professional Conduct Committee.** The Professional Conduct Committee shall consider all complaints made against a Member Firm (or its Members) that involve possible cause for discipline, and may initiate an inquiry on its motion. No disciplinary action shall be taken until the Member Firm has had an opportunity to present its side of the complaints. The Committee shall make such investigation as it deems appropriate, and may dismiss the complaint, or by a majority vote of the members of the Committee, may censure the Member Firm in writing. If a majority of the members of the Committee believe that the Member Firm should be expelled, however, the Committee shall recommend expulsion to the Board of Directors in writing along with a statement of charges against the Member Firm.

7.2.3. **Board of Directors Review.** The Board of Directors shall review the proceedings and expulsion recommendation of the Professional Conduct Committee. By a majority vote of its members present and voting, the Board of Directors shall either approve the recommended expulsion, or in lieu thereof, shall choose to censure the Member Firm in writing and publish same in the Council's communications to its membership, but otherwise shall not dismiss the complaints against the Member Firm. The action of the Board of Directors shall be final. The Council shall notify the Member Firm of the decision by registered mail, postage prepaid, sent to the Member Firm at its address as shown on the Council's records.

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ARTICLE 8 - DUES AND ASSESSMENTS

8.1. DUES

8.1.1. The annual dues, payable in advance in July, shall be established by voting at the Annual Meeting on the recommendation of the Board of Directors.

8.1.2. The ACEC portion of the dues shall be calculated by multiplying the index number times the fee per index number established by ACEC.

8.1.3. The Council portion of the dues shall be calculated by multiplying the index number times the fee per index number established by vote of the membership of Council.

8.1.4. Index numbers shall be based on ACEC index numbers.

8.1.5. Initial dues on new Member Firms shall be pro-rated on a quarterly basis from the date of admission into the Council.

8.1.6. Upon written request to the Council, a Member Firm may pay its dues on a quarterly basis with incremental payments due in July, October, January and April of each fiscal year.

8.1.7. No dues will be required from Members or Life Members.

8.1.8. Provisions of this Article shall not deter the Board of Directors, at its discretion, from offering dues incentives to prospective Firm Members.

8.2. ASSESSMENTS

8.2.1. The Council may, at its discretion and upon recommendation of the Board of Directors, levy special assessments upon its Member Firms by an affirmative two-thirds vote of the total eligible voting power cast. The amount of a special assessment will be established as a fee per index number. An assessment will be levied for a single fiscal year only, and can be implemented beyond that period only with an affirmative vote of the successor Board of Directors.

8.2.2. Assessments shall not be levied against Members or Life Members.

ARTICLE 9 - COMMITTEES

9.1. APPOINTED COMMITTEES

The President shall appoint the following committees, and any other committees, sub-committees or task forces deemed

to be needed by the Council. The President shall be an ex-officio member of all these committees.

9.1.1. Budget Committee shall consist of the President-Elect, the Treasurer and the Executive Director and shall be responsible for developing the proposed annual budget.

9.1.2. Finance and Administration Cabinet Committee shall establish and maintain a productive working relationship with the Finance and Administration Cabinet, representing the interests of the Member Firms.

9.1.3. Environmental Committee shall establish and maintain a productive working relationship with the Kentucky Natural Resources and Environmental Protection Cabinet representing the interests of the Member Firms on environmental issues. This committee shall coordinate the work of its appropriate sub-committees, and shall maintain communications with other ACEC-KY committees/sub-committees which are focused on environmental issues.

9.1.4. Infrastructure Committee shall plan and carry out a program focused on the continued improvement of infrastructure throughout the Commonwealth of Kentucky at all levels of government.

9.1.5. Legislative Committee shall monitor activities of the Kentucky General Assembly and coordinate the interests of Member Firms. This will be a joint committee with the Kentucky Society of Professional Engineers (KSPE).

9.1.6. Membership Committee shall plan and carry out a continuous membership campaign focused on increasing the number of ACEC-KY and ACEC Member Firms.

9.1.7. Nominating Committee shall be chaired by the immediate Past-President and include two members who are not members of the Board of Directors. This committee shall present a list of nominees as provided for in Section 3.2. of these Bylaws.

9.1.8. Professional Conduct Committee shall be created for the purposes established in Section 2.4.3 and Article 7 of these Bylaws.

9.1.9. Professional Development Committee shall plan and carry out high quality, low cost professional development experiences addressing the needs of Member Firms. Creation of non-dues income will also be part of this committee's charge. This will be a joint committee with the Kentucky Society of Professional Engineers (KSPE).

9.1.10. Transportation Steering Committee shall establish and maintain a productive working relationship with the Kentucky Transportation Cabinet (KTC), representing the interests of the Member Firms. This will include maintenance

of the Partnering Agreement between the ACEC-KY and the KTC. This Committee shall coordinate the work of its appropriate sub-committees.

9.2. **COORDINATING COMMITTEE**

The Coordinating Committee shall consist of the respective current Presidents, Presidents-Elect and Immediate Past Presidents of the Council and of the Kentucky Society of Professional Engineers (KSPE), working together to promote communication and cooperation between the two organizations, to advance common causes, and to foster harmony in respective administrative and staffing needs. The Executive Director shall act as chair of this committee.