

BYLAWS



AMERICAN COUNCIL OF ENGINEERING COMPANIES
of Ohio

I. NAME AND OBJECT

A. Name:

The name of this organization shall be the American Council of Engineering Companies of Ohio (“ACEC Ohio”). ACEC Ohio often is referred to as the “Council.”

B. Object:

The object of ACEC Ohio shall be to unite and organize Ohio engineering companies in a trade association that has the primary objective of advancing the professional and business interests of its members (the “Members”) in support of public welfare. ACEC Ohio shall:

1. Foster the highest standards of professional excellence and ethics in the performance of consulting engineering services;
2. Foster a public understanding of consulting engineering and an appreciation for the contributions to society by consulting engineers;
3. Encourage communication and cooperation among its members, and among other members of the profession;
4. Develop and further the enactment of sound public policies, legislation, and regulations affecting the practice of consulting engineering;
5. Promote the practice of consulting engineering by advancing high standards of education and training for consulting engineers;
6. Assist in improving the management and administration of consulting engineering services; and
7. Cooperate with public bodies and other professional, technical, or trade organizations in matters affecting the practice of consulting engineers.

II. DEFINITIONS

A. Acronyms:

Where the acronym “ACEC Ohio” is used in these Bylaws, it shall be considered to mean the American Council of Engineering Companies of Ohio, an Ohio corporation. Where the acronym “ACEC” is used, it shall be considered to mean the national trade association, the American Council of Engineering Companies, a New York corporation (“ACEC National”).

B. Board of Directors:

Where the terms “Board of Directors” or the “Board” are used in these Bylaws, they shall be considered to mean the Board of Directors of ACEC Ohio.

C. Corporation:

Where the word “Corporation” is used in these Bylaws, it shall be considered to mean ACEC Ohio.

D. Principal:

A Principal is an individual designated by a Member who is a sole proprietor, partner, officer or manager (a) having an ownership interest in a company which is a Member of ACEC Ohio (a “Company”), or (b) exercising management responsibility for technical or business decisions of such a Company. A Principal may be referred to as a Member, but shall not himself or herself carry Membership status, except as a Life Member of ACEC Ohio.

E. Professional Engineer/Surveyor:

Where the terms “Professional Engineer” or “Professional Surveyor” are used in these Bylaws, these terms shall be considered to mean professionals licensed by the State of Ohio Board of Registration for Professional Engineers and Surveyors.

III. ORGANIZATION

A. State Organization:

ACEC Ohio is incorporated as a not-for-profit organization under the laws of the State of Ohio and shall be a state council of qualified engineering companies and consulting engineers. ACEC Ohio shall be affiliated with and serve as the recognized representative body to ACEC National.

B. Chapters:

1. The Board of Directors may authorize the establishment of any number of chapters of ACEC Ohio (the “Chapters”) and shall define the geographic boundaries, function and operation of such Chapters.
2. Each Chapter shall be a fully integrated subsidiary of ACEC Ohio as described in these Bylaws and subject to such other policies as adopted by the Board of Directors.
3. Each Chapter shall elect or otherwise designate officers that are empowered to transact all business of their respective Chapter in accordance with these Bylaws and subject to policies adopted by the Board of Directors. Chapter officers shall consist of the following: Chair, Vice Chair, Secretary, Treasurer and Chapter Director (Secretary and Treasurer may or may not be the same person). The Chapter officers, with the exception of the Chapter Director, shall be elected by Chapter members in accordance with policies adopted by the Board of Directors.
4. The Chapter Directors shall be nominated by the respective Chapter officers after consultation with the ACEC Ohio Board Nominating Committee Chair or his or her designee. Chapter Director nominees shall be submitted to the ACEC Ohio Board Nominating Committee for confirmation of qualifications to serve and elected in accordance with the process established in Section VI of these Bylaws.
5. Establishment and termination of Chapters shall be at the discretion of the Board of Directors.

IV. MEMBERSHIP & PARTICIPATION

A. Classes of Membership:

The classes of membership in ACEC Ohio (“Membership”) shall have the qualifications described below.

1. Member Companies: Member Companies shall be limited to those individual companies, parent companies, branch offices, divisions or subsidiaries that are engaged in providing independent engineering services, and:
 - a. Maintain an office(s) in Ohio for the practice of engineering, as (i) sole proprietorships; (ii) partnerships; (iii) corporations; or (iv) an engineering department, division or subsidiary of a company not eligible to be a Member Company, on the condition that such affiliate offers professional knowledge and professional services to clients other than the parent, and on the further condition that the managers thereof are professional engineers. In all cases, member benefits shall accrue only to the affiliate entity that is accepted for membership.

- b. Have one or more principals who are Professional Engineers and, if required, hold a Certificate of Authorization from the State Board of Registration for Professional Engineers and Surveyors.
 - c. Belong to ACEC National. The only exception to this requirement is that companies which were not members of ACEC National at the time they were admitted into membership in ACEC Ohio's predecessor organization, the Ohio Association of Consulting Engineers, shall not be required to belong to ACEC National.
- 2. Life Members: Life Members are individuals fully retired from active practice, not engaged in any field of activity that would have rendered them ineligible for Membership in the first instance, who have been principals of Member Companies for at least 10 years and who have requested the Board to become Life Members.
- 3. Affiliate Member Companies: Affiliate Member Companies shall be limited to those sole proprietors, companies, parent companies, branch offices, divisions, subsidiaries, and/or organizations which support the goals of ACEC Ohio and provide professional services or products used by Member Companies.
 - a. Only companies judged not eligible for Membership as a Member Company are eligible to become Affiliate Member Companies. Principals of Affiliate Member Companies shall not be eligible to vote, hold office or serve as chair of any ACEC Ohio committees.
 - b. An Affiliate Member Company is not required to belong to ACEC National, but may do so if it so desires and meets applicable eligibility requirements.

B. Procedures for Approval of Membership:

- 1. Each application for Membership shall be submitted to the President or to such other persons as delegated by the President, who shall review the application to ascertain whether it complies with the requirements for Membership as set out in these Bylaws, and who shall recommend approval or disapproval of the application by the Board.
- 2. The Board shall approve those Membership applications it determines to be in compliance with the requirements for Membership as set out in these Bylaws and in any other policies adopted by the Board.

C. Suspension or Termination of Membership:

The Board may suspend or terminate the Membership of any Member Company, Affiliate Member Company, or Life Member for non-payment of dues, or for such other reasons as may be considered in the best interests of ACEC Ohio.

D. Member Meetings:

An annual Membership meeting shall be held each year, the date and location of which shall be determined by the Board.

Regular meetings of the Members may be held at such periodic intervals between annual meetings and at such time as the Board may specify.

Special meetings of the Members may be called by the President, Chair or Vice Chair of the Board, a majority of the Board, or by fifty percent (50%) of the Members.

E. Place of Meetings

Meetings of the Members may be held at any place within or without the State of Ohio.

F. Notice of Meeting

Each Member shall furnish the Secretary of the Board with an address to which notices of meetings and other notices or correspondence may be addressed.

Written notice of the time and place of each meeting shall be given to each Member by personal delivery, commercial delivery service, U.S. mail, or electronic mail transmission, at least ten (10) but not more than sixty (60) days before each meeting.

The Secretary shall, upon the written request of any person or persons entitled to call a meeting of the Members, deliver notice of such meeting to the Members. If the Secretary refuses the request, the person or persons entitled to call a meeting of the members may give written notice to the Members in the manner provided in this section.

Every notice of a special meeting of the Members must state briefly the purpose specified by the person or persons calling such meeting. Any business other than that stated in the notice shall be taken up at such special meeting only with the unanimous consent of the Members.

Any Member may waive notice of the time and place of any meeting of the Members, either before or after the holding of the meeting.

V. MANAGEMENT OF ACEC OHIO

A. Governing Authority:

The governing authority of ACEC Ohio shall be vested in a Board of Directors whose members shall be Principals of Member Companies. The Board is empowered to transact all business of ACEC Ohio, but may delegate its authority to one or more officers, employees or committees.

B. Composition:

1. The Board of Directors shall be composed of directors (“Directors”) meeting the following requirements:
 - a. For the fiscal year beginning July 1, 2017: One (1) Director from each Chapter (the “Chapter Directors”), the National Director and Alternate Director to ACEC, the Chair, Vice Chair, Secretary, Treasurer and Immediate Past Chair of the Board of ACEC Ohio, and that number of At-Large Directors so as to bring the total number of Directors to no more than seventeen (17).
 - b. For the fiscal year beginning July 1, 2018: One (1) Director from each Chapter, the National Director and Alternate Director to ACEC, the Chair, Vice Chair, Secretary, Treasurer, and Immediate Past Chair of the Board of ACEC Ohio, and that number of total At-Large Directors so as to bring the total number of Directors to no more than fifteen (15).
 - c. For the fiscal year beginning July 1, 2019, and thereafter: One (1) Director from each Chapter, the National Director to ACEC, the Chair, Vice Chair, Secretary, Treasurer and Immediate Past Chair of the Board of ACEC Ohio, and that number of At-Large Directors so as to bring the total number of Directors to no more than thirteen (13).

2. Director Removal:

Any Director may be removed, with or without cause, at any time by the affirmative vote of a two-thirds (2/3) of the Directors then in office.

Any vacancy in the number of Directors by reason of this section may be filled at the same meeting in the manner prescribed in Section V(B)(4).

3. Director Resignation

Any Director may resign at any time by giving written notice to the Chair or Secretary.

A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

4. Director Vacancies

The remaining Directors, though less than a majority of the authorized number of Directors, may, by a vote of a majority of their number, temporarily fill any vacancy for the offices of Director for the unexpired term.

C. Voting Power:

1. Each Director shall have one (1) vote. A simple majority of Directors voting shall be sufficient for passage of motions except that a two-thirds (2/3) majority of the Directors shall be required for:
 - a. Amendments to Bylaws, or waiver of Bylaws.
 - b. Approval of admission or expulsion of Member Companies, Affiliate Member Companies and Life Members.
 - c. Changes in the status of any Chapter.

D. Quorum:

The presence of a majority of the Directors then in office shall constitute a quorum for the transaction of business.

E. Employees:

1. The Board may employ a President and other ACEC Ohio employees as it shall deem necessary, and may authorize the President to so employ others. The President shall serve as directed by the Board.
2. The President and any Officers or employees who are designated to withdraw/spend funds shall be bonded in sufficient amounts to protect the interest of ACEC Ohio. The cost of such bonds shall be paid by ACEC Ohio.

F. Officers & National Directors:

1. The officers of ACEC Ohio (the "Officers") shall be the Chair, Vice Chair, Secretary, Treasurer (who may or may not be the same person as the Secretary, at the discretion of the Board), and Immediate Past Chair, and such Officers shall be comprised of Board Directors and shall be appointed by the Board.
 - a. The Chair shall have overall responsibility for general management of the Board's affairs. The Chair typically shall succeed to the office of Chair from the office of Vice Chair but shall not be required to do so. The Chair shall preside over all meetings of the Board and shall be an ex-officio member of all committees, but shall have no vote on such committees. The Chair shall appoint the chair of all Standing Committees and other ad-hoc or special committees as considered necessary, except as otherwise provided in these Bylaws.
 - b. The Vice Chair shall preside at any meeting of the Board in the absence of the Chair, or when requested by the Chair. In the event the Chair is unable to serve as Chair for any reason, the Vice Chair shall fill the unexpired Chair term. The assumption of an unexpired term by the Vice Chair shall

not prevent the Vice Chair from serving a subsequent term as Chair. The Vice Chair shall serve as chair of the Planning Committee.

- c. The Secretary shall keep and maintain the official records of ACEC Ohio. The Secretary shall exercise general supervision over the records and files. The Treasurer shall have charge of all funds and financial records of ACEC Ohio and shall be empowered to defray the normal operating expenses of ACEC Ohio from ACEC Ohio funds. The Secretary and/or the Treasurer shall be responsible for collection of all dues, assessments and other monies and shall be aided in the execution of these duties by the President and employees of ACEC Ohio. The Treasurer shall serve as chair of the Budget & Finance Committee.
 - d. The Immediate Past Chair shall be a member of the Board until succeeded by the next Past Chair.
2. The National Director and Alternate to ACEC shall represent ACEC Ohio at national meetings of ACEC as authorized by the Board and shall furnish the President with a written report of those meetings. For the fiscal year beginning July 1, 2019, and thereafter, the Alternate Board position is eliminated.
 3. The Chapter Directors shall regularly report to and represent to the Board the interests of Members in their Chapters.

G. Terms of Service:

1. The term of service for each Officer shall be either one (1) year or two (2) years, at the discretion of the Board, commencing on the first day of July.
2. The term of service for the National and Alternate Directors of ACEC shall be two (2) years, commencing on the first day of July of each odd-numbered year. It is expected that the Alternate will advance to the position of National Director. For the fiscal year beginning July 1, 2021, and thereafter, the National Director will be nominated from the field of eligible Principals of Member Companies, subject to the requirements of section V(H)(2).
3. The term of office for the Chapter Directors of ACEC Ohio shall be two (2) years, commencing on the first day of July. At least half of the Chapter Directors shall assume office in even-numbered years and the remainder shall assume office in the odd-numbered years.
4. The term of office for the At-Large Directors of ACEC Ohio shall be two (2) years, commencing on the first day of July, with election of at least half of At-Large Directors taking place in the odd-numbered years and the remainder elected in even-numbered years.

H. Eligibility:

1. Any Principal of a Member Company or Life Member of ACEC Ohio shall be eligible to serve as a Chapter Director or At-Large Director. In addition, in order to be eligible to serve as a Chapter Director, said Principal or Life Member shall have previously served as an officer of the Chapter.
2. Any Principal of a Member Company who has been a Director of ACEC Ohio, and who has served ACEC Ohio in this or other capacities for a minimum of three (3) years, and has demonstrated interest in national involvement by attending the ACEC Fall Membership Conference or the ACEC National Convention, shall be eligible for election as the National Director to ACEC.
3. Any Principal of a Member Company who has served on the Board for a minimum of eighteen (18) months shall be eligible for election to the office of Chair, Vice Chair, Secretary or Treasurer.

I. Election of Officers and Directors:

1. The Nominating Committee of ACEC Ohio shall nominate qualified individuals who meet eligibility requirements set out by the Board for the offices of Chair, Vice Chair, Secretary, Treasurer, Chapter Directors, for the National Director to ACEC position, and for the requisite number of At-Large Director positions.
2. The Nominating Committee shall submit its report to the Board no later than the first day of February of each year. The report of the Nominating Committee shall be made known to the Membership within thirty (30) days of such submission.
3. Any additional nominations for Officers or Directors may be submitted by a petition signed by Principals of at least fifteen (15) Member Companies and filed with the chair of the Nominating Committee no later than the first day of April. If there is more than one (1) nominee for an office, one (1) ballot shall be submitted to each Member Company no later than the first day of May. These ballots shall be returned to the Chair no later than the first day of June to be counted by the Nominating Committee. The Board of Directors shall have final approval of all elected Officers and Directors. The newly elected Officers and Directors shall take office on the first day of July.

J. Executive Committee:

1. Composition:

The Executive Committee shall be composed of the Chair, Vice Chair, Secretary, Treasurer and the Immediate Past Chair. The Chair shall serve as chair of the Executive Committee.

2. Authority to Act:

The Executive Committee is empowered to manage the affairs of ACEC Ohio between meetings of the Board of Directors and shall have full power to act for the Board on urgent matters requiring action prior to the next regularly scheduled Board meeting.

3. Quorum:

All Executive Committee actions shall require three (3) affirmative votes. The presence of three (3) Executive Committee members at a meeting, or the participation of three members in a telephone conference, shall constitute a quorum for the transaction of business.

K. Vacancies:

In case of a vacancy in the office of the Chair, the Vice Chair shall succeed to the office of Chair and the office of Vice Chair shall be deemed vacant. All vacancies in any other office shall be filled by appointment by the Chair with the approval of the Board of Directors. Whenever a vacancy is filled as above provided, the new appointee shall hold office until the term of such office expires.

L. Committees:

1. Standing Committees:

The four (4) following committees shall be considered to be Standing Committees:

Budget & Finance
Nominating
Membership
Planning

The duties, responsibilities and membership of these committees shall be as follows:

- a. Budget & Finance: This committee shall be responsible for proposing an annual operating budget to the Board of Directors, including the compensation of ACEC's employed staff. The committee shall be chaired by the Secretary, and other members shall be the Chair, Vice Chair and President.
- b. Planning: This committee shall be responsible for reviewing and recommending changes to the Strategic Plan to the Board of Directors on an annual basis. The plan shall enumerate ACEC Ohio's mission, goals and objectives and tactics for achieving them. The committee shall be chaired by the Vice Chair and other members shall be the Chair, Secretary, the

Immediate Past Chair, and four members of the Board of Directors appointed by the Chair.

- d. Nominating: This committee shall be responsible for proposing candidates for election as Officers and Directors, as provided in Section V(I). This committee shall consist of a chair, who shall be the Immediate Past Chair, and two members of the Board of Directors appointed by the Chair.
- e. Membership: This committee shall be responsible for recruiting new Member Companies and retaining Member Companies, consistent with the Strategic Plan. The chair of this committee shall be a member of the Board of Directors and shall be appointed by the Chair. Members of the committee shall be appointed by the Chair from the Principals of Member Companies.

2. Ad-Hoc or Special Committees:

The Chair or the Board of Directors shall be empowered to appoint other committees for special purposes. The chairs and members of such Ad Hoc or Special Committees shall be appointed by the Chair, except that the Board of Directors, upon a two-thirds (2/3) vote of the total number of Directors, may exercise the prerogative of appointing the chair and members of any such committee. The duties and responsibilities of each such committee shall be recommended by the Chair and approved by the Board of Directors and shall be given to each chair in writing.

3. Duties:

It is the duty of each committee chair to keep the Board of Directors or President advised of the committee's activities and to submit a written or oral report to the Board of Directors at its regularly scheduled meetings. In addition, the committee chair shall prepare and submit an annual written report for distribution at the Annual Meeting.

M. Indemnification:

- 1. Directors and Officers: To the fullest extent not prohibited by applicable law, ACEC Ohio shall indemnify each person against any and all costs and expenses (including attorneys' fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a Director or Officer of ACEC Ohio or Chapters, or by reason of being or at any time having been, while such a Director or Officer, an employee or other agent of ACEC Ohio or Chapters or, at the direction or request of ACEC Ohio or

Chapters, a director, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise, including any employee benefit plan.

Upon the request of a Director, Officer, or volunteer who is the subject of an action, suit, or proceeding referred to in Section V(M)(1), above, ACEC Ohio shall pay the expenses, including attorneys' fees, as they are incurred by such Director, Officer, or volunteer in defending the action, suit or proceeding. Such payment of expenses in advance of the final disposition of the action, suit, or proceeding shall be made only after receipt of an undertaking by or on behalf of the Director, Officer, or volunteer to repay ACEC Ohio for the amount spent by ACEC Ohio if it is ultimately determined that he or she is not entitled to be indemnified by ACEC Ohio.

2. Employees and Agents: ACEC Ohio shall indemnify any other person to the extent such person shall be entitled to indemnification under the laws of the State of Ohio by reason of being successful on the merits or otherwise in defense of an action to which such person is named a party by reason of being an employee or other agent of ACEC Ohio, and ACEC Ohio may further indemnify any such person if it is determined on a case by case basis by the Board of Directors that indemnification is proper in the specific case.
3. General: Notwithstanding anything to the contrary in these Bylaws, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors or by written opinion of legal counsel designated by the Board of Directors for such purpose that indemnification is contrary to applicable law.

N. Insurance:

ACEC Ohio may, as the Board of Directors may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, Officer, employee or other agent of or in a similar capacity with ACEC Ohio or Chapters, or who is or at any time has been, at the direction or request of ACEC Ohio or Chapters, a director, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise, including any employee benefit plan against any liability asserted against and incurred by such person.

VI. BOARD OF DIRECTORS MEETINGS

A. Frequency:

The Board of Directors shall meet a minimum of three (3) times per year, the date and location of which shall be determined by the Board of Directors. Additional meetings of the Board of Directors may be called by the Chair. Members of the Board of Directors shall be notified in accordance with the requirements of Section IV(F).

Provided that the required notice has been given, meetings may be held by telephone or other appropriate electronic media.

B. Special Meetings:

Special Meetings of the Board of Directors may be called by the Chair at such times and places as considered necessary. Special Meetings shall also be called by the Chair when requested by petition signed by five (5) or more Board members filed with the President. All Board members shall be notified at least three (3) days prior to such meetings.

C. Action Without Meeting:

Any action that may be authorized or taken at a meeting of Directors may be taken without a meeting if authorized by the Chair and approved by two-thirds (2/3) majority of the Directors by electronic vote.

D. Waiver of Notice of Meeting:

Any Director may, either before or after any meeting, waive any notice required to be given by law or under these Bylaws. Notice of any meeting of the Board of Directors shall not be required to be given to any Director who attends such meeting either in person or by proxy. Any waiver of notice must be in writing and filed with or entered upon the records of ACEC Ohio.

E. The most current edition of "Roberts Rules of Order," when necessary, shall be the authority of ACEC Ohio to the extent they are not inconsistent with these Bylaws.

VII. FINANCE

A. Fiscal year and Membership year:

The fiscal year and Membership year of ACEC Ohio shall extend from the first day of July through the last day of June unless otherwise determined by the affirmative vote of the Board of Directors.

B. Determination of dues:

The dues for each class of Membership shall be determined by the Board of Directors.

VIII. CONFLICT OF INTEREST AND ANTI-TRUST

ACEC Ohio's Conflict of Interest and Anti-Trust Policies are attached hereto as Exhibits A and B.

IX. AMENDMENT OF BYLAWS

These Bylaws may be amended by at least a two-thirds (2/3) vote of the total number of Directors then in office. Amendments must be introduced at a regularly scheduled meeting of the Board and may not be voted upon sooner than the next regularly scheduled meeting.