

BYLAWS

AMERICAN COUNCIL OF ENGINEERING COMPANIES OF NEVADA

Article I. Name. Location. Purpose. Affiliation

Section 1 – Name. The name of this organization shall be the American Council of Engineering Companies of Nevada Association hereinafter referred to as ACEC Nevada.

Section 2 – Location. The headquarters of ACEC Nevada shall be located in the State of Nevada at such location as shall be directed by the Board of Directors, hereinafter referred to as the Board.

Section 3 – Purpose. ACEC Nevada is a state association representing independent consulting engineering firms and other related firms located in Nevada and as listed in Article II of bylaws of the nation ACEC organization. The purpose of the association 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. ACEC Nevada shall provide a single, united voice representing the state's independent consulting engineers and land surveyors in addressing governmental and private agencies, in cooperating with other business and professional organizations, in promoting the ethics and public image of the engineering profession, in protecting the public health and safety, and in advancing the private practice of engineering. ACEC Nevada shall devote time, personnel, money and other resources principally to those matters of or within the State of Nevada. Recognizing that no state or state organization can exist entirely oblivious to adjacent or national activities, actions or proposals, ACEC Nevada shall maintain reasonable communications with all such national engineering organizations as the Board deems appropriate. When requested by any of these national engineering organizations for actions, opinions or other response, ACEC Nevada shall respond on a case-by-case basis.

Section 4 – Affiliation. ACEC Nevada shall serve as the Nevada Member Organization of ACEC.

Article II. Logo. Definition of Terms

Section 1 – Logo. The design and specification of the recognized logo of ACEC Nevada shall be as prescribed by the Board of Directors from approved logos of the national organization.

Section 2 – Consulting Engineering. The practice of consulting engineering as used in these bylaws shall include those disciplines offered by individuals in private practice who qualify under state statutes relating to the practice of engineering, professional engineering, consulting engineering, or land surveying.

Section 3 – Principal. A principal, as used in these bylaws, is an individual, designated by a member firm, who is a sole proprietor, partner, officer, or manager having ownership interest, or exercising management responsibility for technical or business decisions.

Article III. Membership

Section 1 – Member Firms.

- A. A member firm shall be limited to those individual firms, parent firms, branch offices or subsidiaries whose resident principals (proprietors, partners, or officers) furnish independent consulting engineering or land surveying services, and shall maintain and have established an office(s) in the State of Nevada for the practice of consulting engineering or land surveying; and meet the following criteria:

1. have a principal(s) registered professionally in accordance with the laws of the State of Nevada who shall act for the firm on professional policies and activities;
 2. have high professional repute and ethical standards;
 3. practice consulting engineering or land surveying services in accordance with the Code of Ethics and Standards of Professional Conduct set forth in NRS 625, Nevada Revised Statutes;
 4. practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate the independent professional judgment to other considerations.
- B. For firms to join or continue membership in ACEC Nevada, membership in both ACEC Nevada and the National ACEC organization is required.
- C. Only member firms shall have the right to vote. Each member firm shall be entitled to one vote per member firm. Each member firm shall designate a member as its voting representative.
- D. Firms wholly or partially owned by commercial or construction contracting, manufacturing, sales, public utility, holding company, or other organizations which function as service organizations for a controlling company, shall not be eligible for membership except as defined in Article II, Section 2 of the national ACEC organization's bylaws.

Section 2 – Associate Member Firms. Associate Member Firms shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries, and/or organizations that support the goals of ACEC, provide professional services of a scientific and technical nature that are complementary to the services provided by Member Firms, and provided those managing the services are professional licensed/certified/registered, as appropriate, in their area of expertise.

- A. Only firms judged not eligible for ACEC Nevada membership as a “Member Firm” are eligible to become an Associate Member Firm.
- B. Associate Member Firms shall not be eligible to vote on ACEC Nevada business, hold office in ACEC Nevada nor serve as a chair of an ACEC Nevada committee.

Section 3 – Affiliate Member Firms. Affiliate Member Firms shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries, and/or organizations that support the goals of ACEC and provide professional services used in the internal operation of Member Firms, or Associate Member Firms.

- A. Only firms judged not eligible for ACEC Nevada membership as a “Member Firm” are eligible to become an Affiliate Member Firm.
- B. Affiliate Member Firms shall not be eligible to vote on ACEC Nevada business, hold office in ACEC Nevada nor serve as a chair of an ACEC Nevada committee.

Section 4 – Supplier Member Firms. Supplier Member Firms shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries, and/or organizations that support the goals of ACEC Nevada and provide products used in the internal operation of Member Firms or Associate Member Firms.

- A. Only firms judged not eligible for ACEC Nevada as a “Member Firm” are eligible to become Supplier Member Firms.
- B. Supplier Member Firms shall not be eligible to vote on ACEC Nevada business hold office in ACEC Nevada nor serve as a chair of an ACEC Nevada committee.

Section 5 – Honorary Member or Life Member.

- A. An “Honorary Member” shall:
 - 1. Have been engaged as an active professional with a consulting engineering or land surveying firm for a minimum of ten years;
 - 2. Be at least 50 years of age;
 - 3. Have a record of outstanding accomplishments in the engineering community;
 - 4. Not be employed full-time nor have others in his/her employ;
 - 5. Agree to support the purpose of ACEC;
 - 6. Reside in Nevada;
 - 7. Be proposed by a board member or by a principal of a member firm;
 - 8. Be approved by a 2/3 majority of the Board.
- B. A “Life Member” shall:
 - 1. Have been engaged as an registered professional engineer or land surveyor with their principle occupation as a consulting engineer for a minimum of ten years;
 - 2. Be at least 50 years of age;
 - 3. Have a record of outstanding engineering accomplishments and ethical practice;
 - 4. Not be employed full-time nor have others in his/her employ;
 - 5. Agree to support the purpose of ACEC;
 - 6. Reside in Nevada;
 - 7. Be proposed by a board member or by a principal of a member firm;
 - 8. Be approved by a 2/3 majority of the Board.

Section 6 – Admission to Membership. Any firm seeking membership in any classification in ACEC Nevada shall give evidence of qualifications as set forth in Articles I, II, III recited herein above, and complete the necessary application form provided by ACEC Nevada.

- A. All applications shall be presented to the Board for the final action. The executive Director shall notify the applicant of the Board’s action. If the action is favorable, the applicant will become a Member effective immediately upon payment of dues.

Section 7 – Termination of Membership. Membership may be terminated by either the member or ACEC Nevada.

- A. Any member firm of any classification ceasing to fulfill the necessary requirements for membership shall be terminated upon Board Action.

- B. Any member firm of any classification may be expelled from membership on the grounds that its conduct or policy is detrimental to the purposes or interests of ACEC Nevada and/or the ACEC national organization, or is of such nature as to bring ACEC Nevada and/or the national ACEC organization into disrepute.

“Expulsion on these grounds shall be by two-thirds (2/3) vote of the entire Board, and only after the member has had the opportunity to be heard by a committee designated for that purpose. The findings and recommendation of the committee shall be forwarded in writing, both to the Board and to the member concerned. The action of the Board shall be final.

- C. Any member firm of any classification more than six (6) months delinquent in their membership dues shall be terminated for non-payment.

Article IV, Budget, Dues and Assessments.

Section 1 – Budget. The executive Director of ACEC Nevada shall prepare a proposed budget for the next fiscal year. The president Elect shall approve it and submit it to the Board no later than six (6) weeks prior to the beginning of the next fiscal year.

The Board shall approve the budget for the next fiscal year prior to the beginning of the new fiscal year.

Section 2 – Dues and Assessments. The total ACEC budgeted annual dues and any special assessment approved by a majority of the Board shall be apportioned among the member firms on a basis of a schedule of index numbers as approved by the Board.

- A. State dues are determined by the Board of ACEC Nevada and are based on budget requirements in proportion to the index number formula established by the national ACEC organization.
- B. Dues for the national ACEC organization shall be added to the dues for ACEC Nevada, except in cases where a branch office or subsidiary is a member of ACEC and the parent firm pays dues directly to the national ACEC organization for branch offices and subsidiaries.
- C. Associate member firms, affiliate member firms and supplier member firms are not subject to payment of dues to the national ACEC organizations
- D. Honorary or Life Members are not subject to payment of dues or assessments to ACEC Nevada nor the national ACEC organization.
- E. Membership Dues are billed semi-annually (quarterly upon request) and due payable thirty days after the beginning of the fiscal year or upon joining. Special assessments shall be payable as directed by the Board.

- F. Membership dues are delinquent if not paid within ninety days after the semi-annual billing is due. Assessments are delinquent 90 days after the due date set by the Board. Delinquent member firms shall be denied the right to vote or to have their members hold office until all financial obligations are met. The Board may expel a member firm for delinquency in dues or other financial obligations to the Association.

Article V, Special Membership Meetings.

Section 1 – Scheduling. Special Membership meetings (not normally scheduled regular meetings) may be called by the President, by a majority of the Board, or by petition of ten member firms. The time, place, and purpose of such meetings shall be stated by the entity calling the meeting, and a notice shall be sent to the membership no later than two weeks prior to the meeting.

Section 2 – Quorum. Representation by twenty percent of the member firms will constitute a quorum at any membership meeting.

Article VI, Board of Directors and Officers

Section 1 – Authority. The business affairs and administration of ACEC Nevada shall be directed by the Board which shall meet not less than four times each year. All Board meetings are open to all members. The Board shall direct general policy, approve appointments of committees and direct their activities, approve appointment of representatives as may be required, make final decisions and be spokesmen for ACEC Nevada.

Section 2 – Composition. The Board shall consist of a President, a President-Elect, a Vice President, a Secretary, a Treasurer, the Immediate Past President, and two State Directors. Each of these positions will be voting positions.

The following non-voting positions will also be part of the board composition: National Director, The State Legislative Chairperson plus two Director Emeritus positions.

All officers and directors shall be members. Any five voting Board members present at a Board meeting shall constitute a quorum. If a quorum is not present, the President may seat members as acting directors to constitute a quorum. A member firm may have up to two Board members serving with only one being a voting Board member.

The Nominating Committee shall consider the balance of representation of Northern and Southern firms and small and large firms when selecting new candidates for the Board. The Board composition shall always include a minimum of two (2) members from each Northern and Southern Nevada and two (2) members from each small and large firms. For this purpose, a small firm shall be considered any firm with less than 150 full-time employees nationally.

- A. If an officer or board member changes employment mid-term, that individual may remain on the board if the following areas are met:
 - 1. The new employer is a member firm;
 - 2. No other sitting officer or board member is employed by the individual's new employer;

Section 3 – Officers.

- A. The President shall preside over all membership and Board of Directors meetings; the President may appoint committee chairpersons with approval of the Board.

- B. The President-Elect shall perform such duties as are assigned by the President or the Board, and in the absence of the President shall preside over membership and Board meetings.
 - 1. If both the President and President-Elect should be unavailable for service, the Board of Directors may appoint an “Acting President” from among its members.
- C. The Vice-President shall perform such duties as assigned by the President or the Board.
- D. The Secretary shall keep a complete record of all proceedings of all membership meetings and perform all other duties usually pertaining to the office of Secretary, utilizing the services of the staff.
- E. The Treasurer shall collect dues and other moneys due, direct payment of bills as authorized by the Board and perform other duties usually assigned to a Treasurer, utilizing the services of the staff.
- F. The immediate Past President shall serve as parliamentarian, serve as the immediate assistant to the President and perform such other duties as the President or the Board may assign.
- G. The Northern and Southern Directors shall perform such duties as may be assigned by the President or the Board, serve as chairperson for the Northern Nevada Government Affairs Committee (NGAC) and the Southern Nevada Government Affairs Committee (SGAC) respectively
- H. The National Director shall be elected by the members and shall be a non-voting member of the local board. The National Director shall vote on behalf of the ACEC Nevada Board at national Board of Directors meetings held by the Council at national conferences.
- I. The Legislative Chairperson shall be appointed by the Board of Directors and shall be a non-voting member of the board. The Legislative Chair will be responsible for reading bills and directing the lobbyists on ACEC Nevada’s positions on the various bills as well as keeping the board informed on the status of all legislative matters pertaining to ACEC Nevada.
- J. The Membership Chairperson shall be appointed by the Board of Directors and shall be a non-voting member of the board. The Membership Chair will be responsible for recruiting new members and retaining current members as well as keeping the board informed on the status of membership.

- K. Two Director Emeritus positions shall be appointed by the board each year and shall be non-voting positions. These positions must be filled with past board members or national directors, who have served on the board within the last 3 years. The purpose of these positions is to maintain continuity and historical knowledge for the board.

Section 4 – Terms of Office. All officers, except the President and Immediate Past President shall be elected annually as hereinafter set forth for one year terms. At the end of their one-year term, the President-Elect shall automatically succeed to the office of President and the President shall automatically become the Immediate Past President. Each officer shall hold office until each successor has been duly elected and installed.

- A. The Term of office shall begin on July 1 and conclude on June 30 each year.
- B. A new member to the board is elected each year at the State Director level. The new member then moves through the succession of offices each year, for a total term of 8 years on the Board.
- C. The Board shall appoint a member to fill any vacancy occurring on the Board during the fiscal year, who shall enter the Board as a State Director.
- D. A vacancy occurring in an elective office during the Term Year shall be filled for the unexpired term, by an automatic succession of officers.
- E. The term of office for National Director shall be three (3) years.
- F. The term of office for the Legislative Chair shall be at the discretion of the Board.
- G. The term of office for the two Director Emeritus positions shall be a maximum of three (3) years with annual reappointment at the discretion of the Board.

Section 5 – Nomination and Election of Officers. The Nominating Committee shall consist of the Immediate Past President, who shall serve as Chairmen, the President, and the President-Elect. The Nominating Committee shall submit the name or names of candidates to the Secretary who shall review for compliance with these Bylaws.

- A. Additional nominations may be made by petition signed by the designated voting representatives of five member firms, acknowledged by the nominee, and presented to the Secretary who shall review for compliance with these Bylaws.
- B. Except for President and Past President, all officers and directors shall be elected by plurality vote on individual ballots furnished to designated voting representatives of member firms at least 30 days prior to the end of the fiscal year.

- C. A Teller Committee appointed by the Board shall tabulate the ballots and report the results to the President no later than May 15.
- D. A tie vote shall be resolved by the outgoing board.
- E. In the case of the disability of any officer or the neglect in the performance of his duty, the Board shall have the power to declare the office vacant.

Section 6 – Board of Directors Meetings. Board Meetings shall be held on regularly scheduled quarterly intervals in order for Association business to be conducted regarding the future well-being and destiny of its membership; a full quorum shall be represented.

Article VII. Committees

Section 1 – Types of Committees. The types of committees will be set and approved by the Board and the committee chairs shall report their activities to the Board via written or oral report at the regularly scheduled quarterly board meetings.

- A. No individual may hold a committee chair more than three (3) consecutive years unless specifically approved by the Board.

Article VIII. Administration

Section 1 – Indemnification. To the fullest extent permitted by law and/or insurance liability coverage, ACEC Nevada shall indemnify its directors and officers, including persons formerly occupying any such positions; against all expenses, judgments, fines, settlements and other amounts actually and reasonable incurred by them; in connection with any actual or threatened action, suit, or proceeding; whether civil, criminal, or administrative and including an action by or in the right of the Council.

Section 2 – Records. The records, minutes, etc. of ACEC Nevada shall be available for inspection by any member firm.

Section 3 – Staff. The Board may employ or contract and determine the salaries or retainer of an Executive Director and other staff. The Executive Director shall have such duties as determined or contracted by the Board.

Section 4 – Fiscal Year. The fiscal year of the organization shall commence on June 1 and end on the following May 30.

Section 5 – Rule of Order. The most recent edition of Roberts Rules of Order shall govern procedure at all membership and Board meetings.

Section 6 – Amendments to the Bylaws. These bylaws may be amended or revised by either the Board or by petition of the voting members.

- A. These bylaws may be amended by a two-thirds (2/3) vote of the Board, provided notice of such amendments shall have been provided to each Board Member in writing at least one month prior to voting.

- B. Changes to these bylaws may be proposed by petition by the voting representatives or 20 member firms and submitted in writing to the Board at least two weeks prior to a scheduled Board meeting.
- C. If a proposed amendment by petition, it shall be submitted immediately to the voting representative of member firms to be returned within 30 days indicating approval or disapproval. The amendment shall become effective immediately if approved by a majority of those responding unless stated otherwise in the amendment.
- D. Voting may be by written ballot, email, or by voice.

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