

AMERICAN COUNCIL OF ENGINEERING
COMPANIES/MARYLAND



Bylaws

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ARTICLE I ORGANIZATION

SECTION 1. NAME

- (a) The name of the organization is the "American Council of Engineering Companies/Maryland, Inc." (hereinafter called the Council or ACEC/MD).

SECTION 2. OBJECTIVES

- (a) The Council is an organization of consulting engineering and affiliate member firms in private practice, incorporated under the laws of the State of Maryland with objects and purposes as set forth in the Articles of Incorporation including the promotion of activities beneficial to the Consulting Engineering Profession and the public welfare in Maryland.
- (b) The Council may through association and/or affiliation with other organizations promote and expand its objectives for the benefit of the Consulting Engineering Profession and public welfare of the State and the Nation.

SECTION 3. GOVERNMENT

- (a) The governing authority of the Council shall be vested in the general membership, which shall have all powers accorded to it by the statutes of the State of Maryland, the Articles of Incorporation and these Bylaws. The general membership is empowered to transact all business of the Council, but may delegate its authority to the Executive Committee, one or more officers, employees, or other committees.
- (b) The Executive Committee shall recommend and the General Membership shall adopt Rules of Policy and Procedure for the government of the Council, consistent with the Articles of Incorporation and these bylaws.
- (c) The general membership shall consist of all the member firms, each firm having one vote which shall be vested in its authorized representatives.
 - (1) Each member firm shall submit in writing to The Executive Director (see Article V, Section 1a), who in turn will work with the Secretary the names and qualifications of its authorized representatives. A firm may have as many representatives as it pleases but only one may represent the firm with a vote at any one meeting. A firm may revoke the appointment of any of its

representatives by written notice to the Secretary.

- (2) A representative must be a principal as hereinafter defined.
- (d) Except as hereinafter provided the business of the Council shall be transacted at the general membership meetings or by electronic proxy or vote when it's certain no quorum exists or between meetings. The presence of authorized representatives of 40% of the member firms shall constitute a quorum. An authorized representative may vote by written proxy to the Secretary. A simple majority of the votes cast at a meeting shall constitute action by the Council except as otherwise provided by the Articles of Incorporation or these Bylaws.

SECTION 4. OFFICES

- (a) The principal office of the Council shall be in the Metropolitan area of Baltimore. The Council may also have offices at such other places as designated by the Executive Committee.

ARTICLE II MEMBERSHIP

SECTION 1. QUALIFICATIONS

- (a) Member firms shall be limited to those individual firms, parent firms, branch offices, divisions, or subsidiaries whose resident principals (proprietors, partners, officers, or managers, etc. hereinafter referred to as principals) furnish independent engineering and/or land surveying services. Wherever the words “consulting engineer” or “consulting engineering” appear herein, it is intended that the words “land surveyor” or “land surveying” may be substituted. And the firm shall:
 - (1) maintain office(s) in the State of Maryland for the practice of engineering either as (i) sole proprietorships; or (ii) as partnerships; (iii) as corporations; or (iv) as 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.

- (2) have principals registered or licensed professionally in accordance with the laws of the State of Maryland;
 - (3) have at least one Maryland-registered engineer who is authorized to and does act for the firm on engineering policies and activities. If the firm is a branch office, the office must be a member of ACEC.;
 - (4) have high professional repute and ethical standards;
 - (5) practice engineering in accordance with the Code of Ethics and Standards of Professional Conduct of the Council and not affiliate with or relate to any organization that does not fully support such code and standards.
- (b) Firms with an office in Prince George's County, Maryland or Montgomery County, Maryland may join the Council as Joint Council member firms subject to all of the following conditions:
- (1) The firm does not have an office in Maryland other than in Prince George's or Montgomery County;
 - (2) The firm is a member of the American Council of Engineering Companies/Metropolitan Washington, and;
 - (3) The firm meets all the requirements for membership as stated in these Bylaws.

Those firms located in Prince George's and Montgomery Counties that are members of the Council on January 1, 1995 shall remain as members. All references herein to member firms shall include Joint Council member firms.

- (c) Life Members shall be individuals who have been principals of a member firm for at least 10 years, who are fully retired from active practice and who are not engaged in any field of activity that would have rendered them ineligible for membership during their active professional career.
- (d) Fellows shall be individuals who have been principals of a member firm for not less than five years at the time of their election and shall have notably contributed to the advancement of consulting engineering in administrative leadership, design, science,

by literature, in education or by service to the profession, and shall meet all other requirements of membership.

- (e) Affiliate Member Firms shall be limited to those sole proprietors, firms, parent firms, branch office, department, divisions, subsidiaries, and/or organizations that support the goals of ACEC/MD and ACEC and provide professional services used in the internal operation of (but not specified by) Member Firms, and firms providing professional services of a scientific and technical nature that are complimentary to the services provided by member firms. Only firms judged not eligible for ACEC/MD membership as a "Member Firm" are eligible to become Affiliate Member Firms. Affiliate Member Firms shall not be eligible to vote on ACEC/MD business, hold office in ACEC/MD nor serve as chair of an ACEC/MD committee.

SECTION 2. ELECTION OF MEMBERS

- (a) Member Firms
 - (1) Member firm candidates for membership shall be proposed by one member firm and seconded by another. Application for membership shall be made in writing on the Council's form and submitted to the Membership Committee which shall investigate the applicant's qualifications and report its findings and recommendations to the Executive Committee. If not less than three-quarter (3/4) of the members of the Executive Committee are in favor of admitting the applicant to membership the Committee shall present the application together with its recommendations to the Council for action.
 - (2) An affirmative vote of not less than three-quarters (3/4) of the total voting power of the Council shall be necessary for election.
 - (3) The Authority to establish the amount and payment schedule of any admission fee shall be vested in the Executive Committee.
 - (4) The above procedure for election to membership shall not apply to persons, firms and corporations who, at the time of the adoption of these Bylaws, were members of the Council in good standing.
 - (5) A member firm, which as a result of reorganization, becomes two or more firms, shall decide and advise the Council of the name in which the existing membership will be retained and continued. The remaining newly formed firms will be automatically eligible for membership upon application and approval of not less than three-quarters (3/4) of the members of the Executive Committee, without action by the Membership Committee and without a vote

of the members of the Council. The stipulated admission fee shall be payable by the remaining newly formed firm upon notice of election to membership.

(b) Life Member

- (1) Candidates for life membership upon written request and approval of not less than three-quarters (3/4) of the members of the Executive Committee, shall become a life member. Such individual shall remain a life member so long as **they remain** professionally inactive and shall so continue without payment of dues.

(c) Fellow

- (1) Qualifications. To qualify as a Fellow, an individual shall have been a principal for not less than five (5) years of a member firm(s) which has been an ACEC/MD member firm, merged with an ACEC Member Firm for not less than five (5) years and have served ACEC/MD or ACEC with distinction as an officer, director or active committee member; or have served ACEC/MD as an officer or director, and shall have notably contributed to the advancement of engineering in: administrative leadership, design, science, literature, education, or service to the profession. Distinguished engineer members of ACEC/MD shall not be precluded from Fellow status by reason of inactivity in the committee structure of ACEC/MD or ACEC. All past presidents shall be eligible for this category of membership. If individual is an ACEC Fellow, they would automatically become an ACEC/MD Fellow.
- (2) Nominations. Candidates for fellow membership may be nominated for election to such status by five or more member firms' representatives. Approval of not less than three-quarters (3/4) of the members of the Executive Committee constitutes the election of fellow status. Fellow membership status shall continue without payment of dues.

(d) Affiliate Member Firms

- (1) The Executive Committee or a committee designated by the President, shall establish the procedures to determine an applicant's eligibility. The Executive Committee shall serve as the final arbiter of any disputes regarding membership in the Affiliate Member Firm category.

SECTION 3. RIGHTS AND RESPONSIBILITIES

- (a) Member firms shall enjoy all the rights and privileges that accrue to the Council through its activities and accomplishments and through its association and/or affiliation with other organizations.

- (b) The Council shall have no jurisdiction over the internal affairs of its member firms.
- (c) Each member firm shall be duly bound by the Council's rulings and actions provided these have been affirmatively voted upon as required by the Articles of Incorporation and these Bylaws.

SECTION 4. TERMINATION OF MEMBERSHIP

- (a) A member firm may withdraw from the Council upon thirty (30) days written notice to the Executive Committee.
- (b) A member firm may be expelled from the Council for delinquency in dues or other financial obligation to the Council.
- (c) A member firm may be expelled from the Council in the event it no longer meets the qualifications set forth in Section 1 of this Article or as the result of disciplinary action.
- (d) Upon withdrawal or expulsion from the Council a member firm shall lose all rights and interest in any funds or other assets of the Council.

SECTION 5. DISCIPLINARY ACTION

- (a) Disciplinary action may be instituted against member firms charged with violations of Code of Ethics and Professional Conduct Guidelines adopted by the Council including those from the national ACEC organization. Disciplinary action may be instituted only using the Rules of Policy and Procedure of the Council.
- (b) Rules of Policy and Procedure shall be as recommended by the Executive Committee and approved and adopted by the Membership, and shall include requirements for the confidential review between a Committee on Professional Conduct and the accused member(s), written charges of misconduct against a member(s), the authority of the Committee on Professional Conduct to dismiss charges or to recommend disciplinary action or expulsion to the Executive Committee.
- (c) Rules of Policy and Procedure shall require a special Executive Committee meeting for the express purpose of evaluating and responding to the recommendations of the Committee on Professional Conduct. Disciplinary action may be taken after a two-thirds (2/3) affirmative vote by the Executive Committee.

- (e) Member firms waive any claim for libel or slander against the Council, general membership, the Executive Committee or any member, officers or employees of the Council resulting from any hearing or expulsion under this Section.

ARTICLE III OFFICERS AND DIRECTORS

SECTION 1. ELIGIBILITY

- (a) An individual will be eligible to hold any Council office if they are an authorized representative of a member firm.

SECTION 2. OFFICERS

- (a) The officers of the Council shall consist of a President, a Vice President, a Secretary and a Treasurer.

SECTION 3. DIRECTORS

- (a) There shall be six (6) Directors of the Council.

SECTION 4. ELECTION AND TERM OF OFFICE

- (a) A Nominating Committee consisting of the two immediate Past Presidents available and one authorized representative or a firm employee very involved in ACEC/MD and approved by the authorized representative, from each of three member firms shall be appointed by the President to meet and select candidates for the officers and two directors for the ensuing term. Other than the past presidents, no one individual representative can serve on the committee more than once every three years.
- (b) On or before April 1 the Nominating Committee shall report in writing to the Executive Director and the Secretary the names of the candidates selected and their consent to serve, whereupon the Secretary or the Executive Director shall immediately send an official ballot to each member firm in good standing. The ballot shall list the official nominees and a space for a write-in vote for another candidate for each office. It shall also clearly state that only ballots properly signed and executed and returned to the Secretary by May 1 will be counted.

- (c) Three (3) Tellers appointed by the President shall in the presence of the Secretary or through electronic inspection by the Secretary, open and count the ballots. For each office the candidate receiving a majority of the votes cast shall be declared elected. In case of a tie vote, the Executive Committee will elect one of the candidates so tied. On or before May 15 the Secretary shall apprise the membership in writing of the election results. The tellers chosen by the President should be representatives from member firms in good-standing and have a strong working knowledge of the business of ACEC/MD.
- (d) The Officers and Directors shall assume the duties of their respective office on July 1st.
- (e) The term of each Officer shall be one (1) year, or until his successor is duly elected and qualified, and no officer, except the Secretary and the Treasurer, shall succeed himself. The term of each Director shall be three (3) years, or until their successor is duly elected and qualified, and no Director shall succeed themselves. The terms of the Directors shall be overlapping such that each year the term for two Directors expires and the term for two Directors commences.
- (f) Officers and Directors may be removed from office at any time by a two-thirds (2/3) vote of the total voting power of the general membership.
- (g) In the event of a vacancy in any office for any reason the vacancy shall be filled for the remainder of the term as follows:
 - (1) In case of a vacancy in the office of the President, the Vice President shall succeed to the Office of President.
 - (2) In the case of a vacancy in any other office the vacancy shall be filled for the remainder of the term through appointment by the Executive Committee.

SECTION 5. POWERS AND DUTIES

- (a) The President shall be the chief executive officer of the Council and shall have the responsibility for supervising the management of the Council's affairs. When present, they shall preside at all meetings of the members of the Council and of the Executive Committee. They shall be ex-officio a member of all other committees.
- (b) The Vice President shall assist the President. They shall fulfill the duties of the President in the absence of the latter.

- (c) The Secretary shall be ministerial officer of the Council. They are responsible for keeping all official records of the Council, minutes of meetings, and has charge of the corporate seal. They shall be responsible for maintaining the membership roster, mailing directory, and shall have charge of communications to all members of the Council. The Secretary shall be responsible for the operations of the Central Office. They shall exercise general supervision over the records and files maintained by the executive employees (if any). All publications and mailing of meeting notices, and the preparation of agenda, under the President's direction, for all meetings shall be a duty and responsibility of the Secretary. At the Secretary's request an Assistant Secretary may be appointed by the President. Likewise, the secretary can call on the assistance of the Executive Director to perform any or all of these functions.
- (d) The Treasurer shall have charge of all funds and financial records of the Council. They shall be empowered to defray the normal operating expenses of the Council, from Council funds. They shall present an annual financial statement, duly audited, at the Annual Meeting. They shall be responsible for collection of admission fees, dues and assessment. It shall be their duty to submit to the Executive Committee the names of delinquent members.
- (e) In general, the Directors shall assist the President in such activities as they may deem necessary or desirable.

SECTION 6. BONDING

- (a) All officers shall be bonded in sufficient amount in the opinion of the Executive Committee to cover the current liquid assets of the Council. This shall be an expense of the Council.

ARTICLE IV EXECUTIVE COMMITTEE

SECTION 1. MEMBERS

- (a) The Executive Committee shall be comprised of the President, Vice President, Secretary, Treasurer, the two (2) immediate past Presidents available, and six (6) Directors.

SECTION 2. POWERS AND DUTIES

- (a) The Executive Committee shall manage the property, affairs, funds and activities of the Council in the interest and under the direction of the general membership.

SECTION 3. MEETINGS

- (a) Regular meetings shall be held at such times and places as may be fixed by the Executive Committee and the Secretary shall give notice of such meetings at least one (1) week in advance thereof. Special meetings may be called at any time upon two (2) days notice as directed by the President, or, in their absence, by the Vice President. Fifty-percent (50%) of the Committee shall constitute a quorum for the transaction of business. President will be a non-voting member. In the case of a tie, the President will cast their vote. Minutes of meetings shall be sent to member firms, officers, directors and appropriate committee chairperson.

ARTICLE V EMPLOYEES

SECTION 1. CLASSIFICATION

- (a) The Council may employ an Executive Director and/or an Executive Secretary and such other paid employees as shall be approved by the general membership. The powers and duties of such employees shall be as determined by the general membership.
- (b) All executive employees shall be bonded in sufficient amounts to protect the interest of the Council. The premium of the bond shall be an expense of the Council.

ARTICLE VI GENERAL MEMBERSHIP MEETINGS

SECTION 1. PLACE OF MEETINGS

- (a) Meetings shall be held at such places as selected by the Executive Committee.

SECTION 2. ANNUAL MEETING

- (a) The Annual Meeting of the general membership shall be held during the month of May or June on such date and time as designated by the Executive Committee.

SECTION 3. OTHER REGULAR MEETINGS

- (a) In addition to the Annual Meeting, at least three (3) other general membership meetings shall be held each year on such dates and at such time as designated by the Executive Committee.

SECTION 4. SPECIAL MEETINGS

- (a) Special meetings may be called at any time by the Executive Committee or upon written request to the President of any five (5) member firms.

SECTION 5. NOTICE OF MEETINGS

- (a) Written notice of each meeting shall be given to each member firm at least ten (10) days before the date of such meeting. The notice shall state the time, date and place of the meeting and shall include an agenda together with any details that may be necessary to adequately inform the member firms of the business to be transacted, so that the meeting can be effectively and efficiently conducted.

SECTION 6. MOTIONS AND DISCUSSIONS FROM THE FLOOR

- (a) Only the authorized representative from each member firm, the officers and directors shall make motions and second motions. The President may at their discretion recognize other representatives of member firms for discussion purposes only.

SECTION 7. PROCEDURE

- (a) The rules of procedure for conducting meetings shall be established by the Executive Committee.

SECTION 8. MINUTES

- (a) Minutes of meetings shall be sent to member firms, officers, directors and appropriate committee chairperson.

ARTICLE VII FISCAL YEAR, DUES AND ASSESSMENTS FUNDS AND CONTRACTS

SECTION 1. FISCAL YEAR

- (a) The fiscal year of the Council shall be from July 1 to June 30.

SECTION 2. DUES AND ASSESSMENTS

- (a) All dues and assessments shall be paid to the Council by Member Firms, and Affiliate Member Firms. Each Member Firm's dues shall be determined based on its average total principals and employees both inside and outside the United States. In the case of branch offices, dues shall be determined on its average total principals and employees in the State of Maryland. For a Member Firm which is an engineering component of a non-engineering company, the average total shall include all licensed design professionals working in the built environment, plus all the staff that supports them. Each Affiliate Member Firm's dues shall be a flat fee in accordance with Section 2(b) of Article VII.
- (b) Council dues for the ensuing year shall be fixed at a regular meeting of the general membership, or by mail ballot, prior to June 1 of the current year and shall be due and payable by July 1 of the ensuing year. Council dues for newly elected members shall be established on a pro-rated basis. The dues for new members shall be due and payable within sixty (60) days after acceptance into membership.
- (c) Special assessments may be levied by the Council upon two-thirds (2/3) affirmative vote of the total voting power of the general membership at a regular or special meeting, or by mail ballot. Full details of such assessments including amount, date due and purpose shall be sent to each member firm prior to the meeting at which

action is to be taken.

- (d) Dues and assessments levied by other organizations of which the Council is a member or an affiliate shall be obligations of the member firms to the Council and shall be due and payable to the Council on the dates fixed by said organizations.
- (e) The Treasurer shall bill all member firms for dues and assessments at least two weeks prior to date payment is due.
- (f) Dues and/or assessments are delinquent if not paid sixty (60) days after date payment is due. The Executive Committee may, at its discretion, levy an interest charge as penalty for processing delinquent dues payments.
- (g) A member firm delinquent in the payment of dues, assessments or any other financial obligation to the Council shall forfeit the right to have its representative vote in meetings of the general membership until the delinquency has been remedied.
- (h) Reinstatement. For Member Firms, and Affiliate Member Firms reinstated within two years from the date membership was discontinued shall be obligated to pay any dues owed at the time of termination.

SECTION 3. FUNDS AND CONTRACTS

- (a) Checks or orders for payment of the funds of the Council shall be valid when signed by such officers as may from time to time be authorized by resolution of the Executive Committee. Contracts shall be valid when executed in the name of the Council by such officer or officers as may from time to time be designated by the Executive Committee.
- (b) An annual financial review or audit of the Council's operation shall be prepared at the close of the fiscal year by an independent Certified Public Accountant.

ARTICLE VIII COMMITTEES

SECTION 1. APPOINTMENT AND CLASSIFICATION

- (a) The President, with the advice and consent of the Executive Committee, shall annually appoint the members, designate the chairperson, and outline the duties of all committees. Committees shall report to the Executive Committee in accordance with the Rules of Policy and Procedure governing committee operations. The Executive Committee may discontinue any committees, except Standing Committees, and may appoint other committees from time to time, from its own membership, or otherwise.
- (b) Standing Committees shall include the following:
 - (1) Nominating
 - (2) Membership
 - (3) Public Relations
 - (4) Legislative
 - (5) Consulting Engineer Political Action Committee (CEPAC)
- (c) The President shall be empowered to appoint other committees for special purposes.
- (d) Committee Chairs and members shall be individuals who are employees of ACEC/MD member firms.

ARTICLE IX

AFFILIATION WITH OTHER ORGANIZATIONS

SECTION 1. PURPOSE

- (a) To further its objectives, as outlined in Article 1, Section 2, the Council may affiliate with or become a member of other organizations provided, however, that in so doing there would result no breach or conflict with these Bylaws or the Articles of Incorporation.

SECTION 2. PROCEDURE TO JOIN

- (a) Upon request of the President, or not less than five (5) member firms, the Executive Committee shall investigate the desirability of Council membership in or affiliation with another organization and report in writing its findings and recommendations to the general membership.
- (b) A two-thirds (2/3) affirmative vote of the total voting power of the general membership shall be required to join. Voting power is determined as the total number of member firms in good standing at the time of the vote.

SECTION 3. REPRESENTATION

- (a) With the approval of the Executive Committee, the President shall appoint delegates as required to represent the Council in organizations of which it is a member or affiliate. Where practicable, such delegates shall be appointed from the membership of the Executive Committee.
- (b) Delegates representing the Council in other organizations shall be empowered to act and vote for the Council.
- (c) The President, with the approval of the Executive Committee, may at any time revoke the appointment of the delegates and substitute replacements.
- (d) The rights, privileges, responsibilities and obligations resulting from the Council's membership or affiliation in other organizations shall be vested in and accepted by the member firms of the Council.

SECTION 4. WITHDRAWAL

- (a) The Council may withdraw its membership or affiliation in other organizations.
- (b) Upon request of the President, or not less than five (5) member firms, the Executive Committee shall investigate the desirability of Council withdrawal from another organization and report in writing its findings and recommendations to the general membership.
- (c) A two-thirds (2/3) affirmative vote of the total voting power of the general membership shall be required to withdraw Council membership or affiliation in other organizations. Voting power is determined as the total number of member firms in good standing at the time of the vote.

ARTICLE X SEAL

The seal of the Council shall be in such form as may be adopted by the Executive Committee.

ARTICLE XI AMENDMENTS TO BYLAWS

SECTION 1. INITIATION

- (a) Amendments to these Bylaws may be initiated in either of the following manners:
 - (1) By petition, signed by at least five (5) member firms or
 - (2) By a majority vote of the Executive Committee.

SECTION 2. REVIEW

- (a) The compilation of the proposed amendment shall be reviewed by the Executive Committee and, if they deem it necessary, the President shall appoint a committee who shall prepare the amendment for approval of the petitioners and presentation to the general membership for voting.

SECTION 3. PROCEDURE

- (a) The Secretary shall then send a copy of the proposed amendment to each member firm with a request for review and comment and a notice stating the method and date upon which the amendment will be submitted for voting.

SECTION 4. VOTE

- (a) Amendments shall require a two-thirds (2/3) affirmative vote of the total voting power of the general membership for adoption, and shall become effective immediately. Voting power is determined as the total number of member firms in good standing at the time of the vote.

SECTION 5. MAIL VOTE

- (a) If it is deemed necessary by the Executive Committee, a mail ballot may be used for voting on amendments if the other requirements as set forth above are met.

ARTICLE XII AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the same procedure as set forth in Article XI for AMENDMENTS TO BYLAWS.

ARTICLE XIII TERMINATION

In the event that the activities of the Council are terminated, the accrued funds in the treasury, after all outstanding obligations have been paid, shall not be returned to members of the Council but shall be given to a non-profit organization established for the benefit of the engineering profession, selected by the Executive Committee, for the purpose of establishing an engineering scholarship or foundation.

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