

American Council of Engineering Companies

Articles of Incorporation

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American Council of Engineering Companies of Alabama
ARTICLES OF INCORPORATION

Article I - Name

The name of the corporation the **American Council of Engineering Companies of Alabama** (the "Council" or ACEC/Alabama), an affiliate of the **American Council of Engineering Companies (ACEC)**.

Article II - Type of Corporation

The Council is a corporation as defined in Title 10-3A, Code of Alabama, 1975, as last amended and Section 501(c)(6) of the Internal Revenue Code

Article III - Purposes

The objects and purpose of the Council shall be exclusively those of a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code, as it may be amended from time to time (the "Code"), including to consider and act in management, business and professional matters pertaining to consulting engineering, with the object of assisting its members in achieving higher professional, business and economic standards, thus enabling them to provide better consulting engineering services in the interest of their clients, and particularly to include:

- I) protect the public welfare;
- ii) safeguarding the ethical standards of the engineering profession and ensuring that ethical standards are maintained by consulting engineers and land surveyors in private practice;
- iii) promoting harmony, cooperation, and mutual understanding among consulting engineers and land surveyors;
- iv) cooperating with public bodies and other organizations in matters of common interest;
- v) promoting the professional and economic welfare of its members;
- vi) acting as a clearinghouse and information center among its members and providing cooperative services for their common purpose and benefit;
- vii) advising on enactment of legislation affecting the interests of consulting engineers and land surveyors, and assisting its members on state and local legislation that may have a relation to the general interests of the Council,
- viii) supporting and assisting in the advancement of the science and practice of engineering and land surveyors, and
- ix) serve jointly with ACEC on like matters.

Article IV - Powers

- A. In furtherance of its objectives as set out in Article III, but not for any other object, the Council shall have the following powers, in addition to those powers granted by Title 10-3A, Code of Alabama, 1975, as last amended and Section 501(c)(6) of the Internal Revenue Code, to the extent permitted by law:
1. to solicit, accept, hold and administer funds exclusively for the Council's purposes set forth in Article III, and to take and receive, by bequest, devise, gift or benefit of trust, and to purchase, construct upon or lease, any property or interest in property, real, personal or mixed, tangible or intangible wherever located and without limitation as to value;
 2. to hold, sell, lease, loan, convey or otherwise dispose of any property so received, purchased or otherwise acquired, and invest or reinvest principal and receive income; to add income to principal, and to use, expend, loan, convey, donate, demise, or otherwise transfer the property of the Council, whether principal or income, exclusively for the purposes set out in Article III;
 3. to borrow money to be used for payment for property bought by it, for making improvements or for making loans, exclusively for the purposes set out in Article III, and to secure the repayment of money borrowed, by mortgage, pledge or deed of trust, upon any property (whether real, personal, or mixed) owned by it; and to secure by mortgage, pledge or deed of trust any existing indebtedness which it may have lawfully contracted;
 4. to transfer or distribute funds to organizations which are exempt from income tax under Section 501(c) 6 of the Code, or contributions to which are deductible under Section 501(c) 6 of the Code;
 5. to exercise its rights, powers and privileges by holding meetings of its members and Executive Committee, by keeping its books, by hiring people, and by establishing one or more offices, branches, subdivisions and agencies, and
 6. to do everything and anything reasonably and lawfully necessary, proper, suitable or convenient to achieve the objectives and purposes set forth in Article III.
- B. Notwithstanding any other provisions of this Article IV, the Council may not exercise any power, either express or implied, in such a manner as to disqualify the Council from exemption from income tax under Sections 501(c) 6 of the Code.
- C. It is the intention of the Council at all times to qualify and remain qualified as exempt from income tax under Section 501(c) 6 of the Code. Accordingly:
1. the Council shall not be conducted or operated for profit, and no part of the net income of the Council shall inure to the benefit of any private member or individual; nor shall any of such net income nor any of the property or assets of the Council be used other than for the objects and purposes of the Council as set forth in Article III, and
 2. in the event of a liquidation, dissolution, termination or winding up of the Council (whether voluntary, involuntary or by operation of law), none of the property or

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assets of the Council shall be made available in any way to any individual, corporation, or other organization, except to corporations or other organizations established for the benefit of the engineering profession and located within the United States, which qualify as exempt from income tax under Sections 501(c) 6 of the Code.

- D. The provisions of Articles III and IV shall be construed as objects and purposes and as powers, respectively, and each as an independent object, purpose or power, in furtherance, and not in limitation, of the objects, purposes and powers granted to the Council by Title 10-3A of the Code of Alabama, 1975 and as amended; and except as otherwise specifically provided in any such provision, no such purpose, object or power shall be in any way limited or restricted by reference to, or inference from, any other provision of these Articles of Incorporation provided however, that the Council may not exercise any power, either express or implied, in such a manner as to disqualify the Council from exemption from United States income tax under Section 501(c)6 of the Code.

Article V - Duration

The duration of the Council shall be perpetual.

Article VI - Principal and Registered Offices

- A. The principal office of the Council and the post office address to which the Secretary of State shall mail a copy of any notice required by law shall be at ACEC/Alabama's permanent or temporary office in the State of Alabama, currently situated at 660 Adams Avenue, Suite 333, Montgomery, Alabama 36104-4336.
- B. The registered agent of the Council upon which process against the Council may be served shall be the Executive Director at the above address.

Article VII - Territory

The territory in which the operations of the Council are principally to be conducted is the **State of Alabama**, but the Council may do any one or more of the acts herein set forth as its purposes within or without the **State of Alabama**.

Article VIII - Approvals

All approvals or consents required to be obtained by the Council will be endorsed upon or annexed to the Certificate of Consolidation before the same is delivered to the Secretary of State for filing.

Article IX - Membership

There shall be such classes of membership and procedures for admissions and separations as shall be set forth in the Bylaws.

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Article X - Government of the Council

- A. The number of Officers of the Council, their qualifications, terms of office, and duties shall be fixed by, or determined in accordance with, the Bylaws. The Officers shall be elected by the membership in the manner provided in the Bylaws.
- B. The voting power of the membership shall be vested solely in the Member Firms as provided in the Bylaws.
- C. The Bylaws may be altered, amended or repealed and new Bylaws may be adopted in the manner provided in the Bylaws.

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American Council of Engineering Companies of Alabama

BYLAWS

Article I - The Council

- A. Definition. **American Council of Engineering Companies of Alabama (ACEC/Alabama)**, is a state association representing independent consulting engineering firms. **ACEC/Alabama** is incorporated under the laws of the State of Alabama as a nonprofit corporation. Hereinafter **American Council of Engineering Companies of Alabama** may be referred to as "the Council."
- B. Abbreviation. The approved abbreviation of the name of the Council shall be **ACEC/Alabama**. This abbreviation shall be the logo of the Council.
- C. Emblem. The design and specification of the emblem of the Council shall be as prescribed by the Executive Committee.
- D. Seal. The Executive Committee has prepared a suitable corporation seal. This seal shall be in the charge of the Secretary/Treasurer, who shall be responsible for affixing the seal to appropriate official documents.
- E. Consulting Engineer. A consulting engineer is an independent professional 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 Alabama. Consulting engineers shall have no commercial affiliations with manufacturers, material suppliers, contractors or others, which bias their judgment.
- F. 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 as a professional land surveyor in Alabama. Wherever the words "consulting engineer" or "consulting engineering" appear herein it is intended that the words "land surveyor" or "land surveying" may be substituted. Land surveyors shall have no commercial affiliations with manufacturers, material suppliers, contractors or others, which bias their judgment.

Article II - Membership

- A. Member firms. Shall be limited to those individual firms, parent firms, branch offices or subsidiaries whose resident principals (proprietors, partners or officers) furnish independent consulting engineering services, and shall:
 - 1. Maintain established offices for the practice of consulting engineering, as (i) sole proprietorships, (ii) as partnerships; or (iii) as corporations furnishing consulting engineering services provided that their officers act for them on professional policies and activities;
 - 2. Have principals registered or licensed professionally in accordance with the laws of Alabama;

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3. Practice consulting engineering in accordance with the **ACEC/Alabama** Professional and Ethical Conduct Guidelines;
 4. Practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate independent professional judgment to other considerations. Firms or corporations, wholly or partially owned by commercial, or construction contracting, manufacturing, sales, public utility, holding company or other similar organizations which function as service organizations for the controlling company, shall not be eligible for membership.
 5. The key principal shall be the voting member as designated by the Member Firm.
- B. *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.
- C. *Life Members.* Shall be fully retired from active practice, be not engaged in contracting, manufacturing or any field of activity that would have rendered them ineligible for membership in the first instance and have been a Member for at least 10 years, and shall request to **ACEC/Alabama** to become life members and, as long as they remain inactive, may so continue without payment of dues.
- D. *Associate Membership.* Shall be limited to those sole proprietors, firms, parent firms, subsidiaries and/or organizations that provide professional services of a scientific and technical nature that are complementary to the services provided by Member Firms. Associate Membership shall not be eligible to vote on **ACEC/Alabama** business, may not hold office in **ACEC/Alabama**.
- E. *Sustaining Membership.* Shall be limited to those sole proprietors, firms, parent firms, subsidiaries and/or organizations that provide business support services/products that are complementary to the services provided by Member Firms. Such members may include entities that supply goods or services that are specified by consulting engineers. Sustaining Membership shall not be eligible to vote on **ACEC/Alabama** business, may not hold office in **ACEC/Alabama** and cannot serve as chairperson of a **ACEC/Alabama** committee. Sustaining members may serve on any **ACEC/Alabama** committee, as appointed by the President and may attend and participate in **ACEC/Alabama** membership activities. In all such activities, however, the sustaining member shall serve without a vote, in an advisory capacity only.
- F. *Affiliate Membership.* ACEC affiliations are formed when a group of individuals or non-member firms desire to pursue a specific business issue that requires more intense activity than currently being offered by the Council.

Upon request, an affiliate committee consisting of the ACEC President, Executive Vice President, and Treasurer is empowered to recognize affiliates, subject to confirmation by the Council's Executive Committee.

To be recognized by the Council the affiliate must have a common purpose that is consistent with the Council's policy and position statements. In addition it must have a sufficient number of potential members who exhibit an active interest in its goals and objectives.

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An affiliate must have a designated chairperson. Its operating and financial plans must be dedicated to the accomplishment of the affiliate's purposes.

Affiliates whose firms meet ACEC's eligibility requirements are encouraged to become regular members of the Council as well.

Article III - Admission and Separation

- A. Admission. Members of each class who are qualified as defined in Article II shall be admitted as follows:
1. Applicants must apply to **ACEC/Alabama** for acceptance on the form and in the format prescribed by the Executive Committee. **ACEC/Alabama** shall have full rights to establish procedures and to determine eligibility of Applicants provided that qualifications for membership are no less stringent than those of ACEC. When the application is approved, the applicant shall become a member of **ACEC/Alabama**. Those applicants approved for membership as Member Firms will also become members of ACEC.
 - a. Application for membership shall be in a form prescribed by and addressed to the Executive Director or Secretary.
 - b. Application shall contain the following information:
 - i) Full name of applicant, with business address and telephone number
 - ii) Branch or branches of engineering in which applicant practices
 - iii) Length of time during which applicant has been in independent practice as a Consulting Engineer
 - iv) Certification that the applicant agrees to uphold the Constitution and Bylaws of **ACEC/Alabama** if admitted to membership
 - v) Average number of personnel (including principals) of the applicant's firm during the past year
 - vi) Full disclosure of ownership of applicant
 - vii) Listing of Individual Members proposed by applicant, including Alabama registration number, position in firm, residence address and telephone number
 - viii) endorsements of the applicant, by two or more members in good standing, shall be part of each application.
 - c. The application will be considered at the Executive Committee meeting following the date of receipt of the completed application by the Executive Director or Secretary and upon a two-thirds vote of approval by the Executive Committee, membership will be approved.

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B. Separation. Separation of a member from **ACEC/Alabama** may come about either through resignation or expulsion.

1. Resignation. A member may resign from **ACEC/Alabama** upon written notice to the Council. Resignations shall be effective at the end of the quarter following the date of the receipt of the written resignation and upon fulfillment of all obligations to the date of resignation.
2. Expulsion. A member may be expelled from membership on the grounds that the members' conduct or policy is prejudicial to the interests of **ACEC/Alabama**. A member of any class also may be expelled if the member ceases to fulfill the qualifications for membership as defined in Article II or if the member neglects or declines to furnish such information as to the member's professional conduct or practices as may be required by **ACEC/Alabama** to determine whether or not such qualifications are met.

Expulsion shall be by two-thirds of the total voting power of the Executive Committee, and only after the member has had the opportunity to be heard by a committee designated by the Executive Committee. The findings and recommendations of the Committee shall be forwarded in writing to the Executive Committee and to the member concerned. The action of the Executive Committee shall be final.

Provided, however, that **ACEC/Alabama** shall, without prior notice, forthwith and without the requirement of any vote by the Executive Committee, expel from membership any Member that does not certify to the Council, in writing, prior to the last business day of the fiscal year, the following:

(Name of Member)

Hereby certifies that it does not have in effect nor seek adherence to any code of ethics, statement of principle, policy statement, rule, bylaw, guideline, standard, or collective statement which has the purpose or effect of suppressing, restraining or discouraging its members from entering into design competitions, providing free services, or providing services on a continuing basis, nor does it pursue any other collective course of action which has the purpose or effect of suppressing or eliminating competition based upon designs, free services or contingent arrangements.

Each member of any class waives any claim for libel or slander against **ACEC/Alabama**, the Executive Committee, or any member, officer or employee of **ACEC/Alabama** resulting from any action in good faith, hearing or expulsion procedure under this sub-section.

3. Termination. Upon resignation or expulsion from **ACEC/Alabama**, a member of any class shall lose all rights and interest in any funds or other assets of **ACEC/Alabama**.

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Article IV - Responsibility of Membership

- A. Responsibility. All members are bound by properly enacted rulings and actions of **ACEC/Alabama** and ACEC.
- B. Certification. Annually, each member shall certify its number of employees, 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 and the Disciplinary Procedures established by **ACEC/Alabama**. Annual certification shall occur at the time of submitting information for the Membership Directory on forms provided by **ACEC/Alabama**

Article V - Dues and Assessments

- A. *Determination of Member Firm Annual Dues and Special Assessments*

Index numbers shall be computed to one decimal point by raising the average number of full-time employees (30 hours or more per week) to a power of 1/1.75. There shall be a maximum index number of 80.

- 1. *Annual National Dues*

- a. American Consulting Engineers Council dues are based on the ACEC budget as adopted by the Board of Directors of ACEC. Each firm's annual dues shall be calculated in accordance with the ACEC Rules of Policy and Procedure.

- b. ACEC dues of CECA member firms shall be added to their **ACEC/Alabama** dues, except in cases where a branch office or subsidiary is a member of **ACEC/Alabama** and the parent firm pays dues directly to ACEC for branch office and subsidiaries.

- 2. *Annual State Dues*

- a. State annual dues shall be payable by Member Firms, Associate Members, and Sustaining Members. Associate and Sustaining Member dues shall be established by the Executive Committee at least four (4) months prior to the beginning of the fiscal year.

- b. The total of annual state dues from all members of **ACEC/Alabama** for a forthcoming year shall be based upon the estimated budget for the forthcoming year as prepared by the Secretary/Treasurer and the Finance Committee, and as recommended by the Executive Committee.

The proposed dues schedule for the forthcoming year, together with the proposed budget, shall be mailed to the entire membership in good standing on or before April 1, each year. Approval or rejection of the proposed dues schedule and budget shall be by written ballot by May 1,

that year; and a majority vote of the membership in good standing shall be required for adoption of the proposed dues schedule and budget.

Non-returned ballots will be counted in accordance with Article VI (E) of the Bylaws.

B. *Payment.*

1. Dues shall be payable annually or quarterly, in advance.
2. A firm elected to membership in **ACEC/Alabama** in any one quarter shall pay dues starting with the next following quarter.
3. Payments shall be made by Member Firms, except Member Firms having membership in more than one State Organization, to **ACEC/Alabama**. **ACEC/Alabama** will collect and forward national dues together with a statement of account to ACEC within 30 days after the beginning of each quarter.
4. Payment shall be made direct to ACEC by Member Firms having membership in more than one State Organization.
5. All classes of members shall be liable for the payment of all dues until their membership shall have been terminated, unless they shall have been relieved from payment by the Executive Committee.
6. Dues of Associate and Sustaining Members shall be payable directly to **ACEC/Alabama** annually at the beginning of the fiscal year for existing membership, or prorated beginning with the first quarter after joining **ACEC/Alabama**.

C. *Delinquency of Payment.*

Failure on the part of a Member Firm to pay dues or assessments within six months may be accepted as notice of resignation in accordance with Article III, B, 1, if approved by the Executive Committee.

D. *Reinstatement.*

Former Member Firms rejoining shall be obligated to pay dues owed at the time of termination.

Article VI - Government of ACEC/Alabama

- A. *Executive Committee.* Government of the membership shall be vested in the Executive Committee; consisting of the President, President-Elect, Eight (8) Vice Presidents, Secretary/Treasurer, Past President and the National Director.
- B. *Quorum.* The presence of eight (8) of the members of the Executive Committee and the voting power in person and not by proxy shall constitute a quorum for the transaction of business.
- C. *Voting Power.* One firm, one vote. Each member in good standing shall have voting power for election of officers and other Council business based upon one vote per firm.

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- D. Mail Voting. At the discretion of the Executive Committee, the vote on any matter may be cast by mail, telephone or facsimile.
- E. Voting Action. For the transaction of business a simple majority of the votes cast at a meeting in person, by proxy, by mail, by telephone or by facsimile shall constitute action of the Executive Committee except as otherwise provided in the Articles of Incorporation or these Bylaws. In the event a ballot is not returned it shall be counted as an affirmative vote.
- F. Rules of Policy and Procedure. The "Rules of Policy and Procedure", as published annually by ACEC, shall be the "Rules of Policy and Procedure" of **ACEC/Alabama**, where applicable, with the term Member Organization referring, at a State or **ACEC/Alabama** level, to Member Firm. All conflicts will be resolved by the Executive Committee of **ACEC/Alabama**

Article VII - Officers

A. *Titles and Terms of Service.*

- 1. The Officers of **ACEC/Alabama** shall be a President, a President-Elect, eight Vice Presidents, a Secretary/Treasurer, Past President, and a National Director of whom no two shall be from the same Member Firm and an Executive Director.
- 2. The President, the President-elect, the Vice Presidents, the Secretary/Treasurer, and the National Director shall be elected from among the principals of member firms. The Executive Director and Staff Secretary shall be appointed by and shall serve at the pleasure of the Executive Committee and may or may not be the same individual. The Vice Presidents shall be elected from the areas designated on the attached zone map. One Vice President shall come from zones 1-6. Two Vice Presidents shall come from zone 7. The National Director shall be elected from a list of past presidents.
- 3. The terms of office of the elective officers shall be as follows:

President	One Year
National Director	Two Years
President-Elect	One Year
Vice Presidents	Two Years
Secretary/Treasurer	Two Years
Past President	One Year

- 4. A term of office shall coincide with the beginning of the fiscal year as defined in the Bylaws and shall continue until a successor is qualified and elected. For the annual meeting, the out-going officers shall continue to serve until the close of old business.

The Secretary/Treasurer and Vice Presidents shall be elected in staggering two-year terms with the Secretary/Treasurer and four (4) Vice Presidents. A President-elect shall be elected each year.

B. *Eligibility for Office.*

1. President. The President succeeds to the office from the office of the President-elect.
2. President-elect. A Member of **ACEC/Alabama** shall be eligible to hold the office of President-elect provided he or she is a Principal of a Member Firm. Vice Presidents and the Secretary/Treasurer shall be eligible to hold the office of President-elect in a subsequent term.
3. Vice Presidents and Secretary/Treasurer. A Member of **ACEC/Alabama** shall be eligible to hold the office of Vice President or Secretary/Treasurer provided he or she is a Principal of a Member Firm.
4. Past President. The Past President succeeds to the office from the office of the President.
5. National Director. A member of **ACEC/Alabama** shall be eligible to hold the office of National Director provided he or she is a principal of a member firm and provided he or she has served as Past President of **ACEC/Alabama**

C. *Nominations for Office.*

1. Not before January 1 nor later than February 15 of each year, all members will be notified by the Secretary/Treasurer of vacancies for office that will occur, and that nominations as appropriate from each Member Firm to fill such vacancies are in order. Nominations shall be given by mail to the Nominating Committee. The Chairman of the Nominating Committee shall receive recommendations no later than February 25.
2. Not later than March 15 of each calendar year, the Nominating Committee shall nominate one candidate for each elective office, and shall seek their willingness to serve.

D. *Election to Office.*

1. Nominees. No later than April 1 of each year, the Executive Director shall prepare a ballot listing the names of the nominees provided by the Nominating Committee and a blank space for each available office for "write in" names and mail said ballot on said date to all Member Firms in good standing. Ballots must state that only those received before noon on May 1st will be counted. Ballots will be mailed with a stamped, addressed, return envelope with an envelope to contain the marked ballot that can be sealed.
2. Announcement of Election Results. The Secretary shall announce the names of the officers elected in the next issue of the official publication of **ACEC/Alabama**, but not later than May 15th.

E. *Succession of Officers.*

Any elected officer of **ACEC/Alabama** shall continue to serve until a successor is elected and qualifies.

1. A vacancy occurring in an elective office of **ACEC/Alabama** during the term of an officer shall be filled for the unexpired term as follows:
 - a. President, by a President-elect.
 - b. President-elect, by nominating and election in the same manner as provided in Sections C and D of this Article, except that the Executive Committee shall set the dates for receipts of nominations and ballots. In the event a vacancy in the office of President-elect occurs less than 90 days before the annual meeting, the nomination and election shall be for the office of President and the person elected shall upon election assume the office of President, at the Annual Meeting.
 - c. National Director, by the Past President.
 - d. All other offices shall be filled at the discretion of the Executive Committee.
2. In the case of the disability of any officer of **ACEC/Alabama**, or neglect in the performance of duty, the Executive Committee shall have power to declare the office vacant.
3. In the temporary absence or disability of the President, the President-elect shall discharge the duties of the President.
4. A President, President-elect, Vice President or Secretary/Treasurer of **ACEC/Alabama** having served a full term in the office to which elected, shall be ineligible for reelection to successive terms in the same office.

Article VIII - Executive Committee

- A. Composition. The Executive Committee, authorized in the Articles of Incorporation, shall consist of the President, President-elect, Vice Presidents, Secretary/Treasurer, Past President, National Director and Executive Director. It shall have immediate supervision of the financial affairs of **ACEC/Alabama**.
- B. Regular Meetings. Meetings of the Executive Committee shall be held at least four times each year, two of which shall immediately precede the annual and semiannual meetings of ACEC.
- C. Planning Meeting. After the spring annual meeting of ACEC and prior to the **ACEC/Alabama**–Annual Meeting the Executive Committee shall meet with the Long Range Planning Committee and the past Presidents to plan for the activities of the upcoming year. The Long Range Plan shall be updated and goals established.
- D. Special Meetings. Special meetings of the Executive Committee may be held as determined by the President or by any two or more other members of the Executive Committee. At least ten days notice of any such special meeting shall be given by the Secretary to members of the Executive Committee.
- E. Insurance Against Defalcation. The Executive Committee shall maintain in force an insurance policy indemnifying **ACEC/Alabama** with respect to any defalcation by any officers or employees of **ACEC/Alabama**.

- F. Quorum. The presence at a meeting of at least eight (8) of the members of the Executive Committee in person and not by proxy shall constitute a quorum for the transaction of business.
- G. Voting Action. For the transaction of business a simple majority of the votes cast at a meeting, in person, by proxy, by mail, by telephone or by facsimile shall constitute action of the Executive Committee except as otherwise provided in the Articles of Incorporation of these Bylaws.

Article IX - Management

A. *Duties and Responsibilities.*

1. *Executive Committee.*

- a. The Executive Committee shall seek to fulfill the purpose of and manage the affairs of **ACEC/Alabama** in accordance with the laws under which **ACEC/Alabama** organized and within the provisions of the Articles of Incorporation and Bylaws. It shall direct the investment and care of the funds of **ACEC/Alabama**, adopt an annual budget and make appropriations for specific purposes; act upon applications for membership and transfer, take measures to advance the practice of consulting engineers and the interests of **ACEC/Alabama**; designate the appointive officers; perform the specific duties required of it by the Bylaws and generally direct the business of **ACEC/Alabama**.
- b. The Executive Committee shall insure that the designated funds such as, the Richard A. Groenendyke Scholarship Trust Fund, shall always remain available to provide monies for their stated purposes.
- c. Between meetings of General Membership, the Executive Committee shall exercise full powers of the General Membership in matters which in the judgment of the Executive Committee must be acted upon before the next regular meeting of the General Membership, except as provided for in the Articles of Incorporation, and all actions taken by the Executive Committee shall be in accordance with the general policies of the General Membership and shall be reported to the General Membership at its next meeting.

2. *President.*

The President is the chief elected officer of **ACEC/Alabama** and shall, subject to authority of the General Membership: have responsibility for the general management of its affairs; preside over all meetings of **ACEC/Alabama** and of the Executive Committee; assign administrative responsibility for committees to other members of the Executive Committee; and be an ex-officio member of all committees.

The President shall not be counted in determining the presence of a quorum for the transaction of business by any committee, except in obtaining the quorum for the Executive Committee. The President shall not be allowed to vote in any committee except the Executive Committee in the case of a tie vote.

3. *President-elect.*

The President-elect shall prepare for the next year as President, be assigned duties by the President and be a member of the Budget and Finance Committee. The President-elect shall submit committee assignments to Executive Committee by March 1 of the year in which he begins term as President-elect. In addition, the President-elect shall develop and submit to Executive Committee an agenda for his term to complete objectives of the Long Range Plan. The President-elect shall also include in his agenda special items that are of current concern to **ACEC/Alabama** that may not be part of the current Long Range Plan.

4. *Vice President.*

Each Vice President may be assigned duties including the administration of committees and may preside at any meeting of **ACEC/Alabama** or the Executive Committee at the request of the President.

5. *Secretary/Treasurer.*

The Secretary/Treasurer serves ex-offici as a member of the Budget and Finance Committee and shall review each annual financial report and report thereon to the General Membership and the Executive Committee; be responsible for the collection of all monies due to **ACEC/Alabama** and for the transfer of such monies to the appropriate bank accounts; have charge of the books of account of **ACEC/Alabama** and exercise all customary managerial function with regard to the financial transactions of **ACEC/Alabama**; sign all documents relating to transactions in securities; present annually to the General Membership a balance sheet of ACEC/Alabama's books, as of May 31; furnish such other financial statements as may be required; and be responsible to invest, on the recommendation of the Executive Committee, funds not needed for current disbursements. The Secretary/Treasurer shall sign legal papers and other documents as appropriate; attend all meetings of the Executive Committee and the General Membership; be responsible for the preparation of the agenda and the official records of the proceedings of the General Membership and Executive Committee meetings; and be responsible for maintaining the official records and document of **ACEC/Alabama**.

6. *National Director.*

The National Director represents **ACEC/Alabama** at ACEC meetings and votes for **ACEC/Alabama**-A on various issues. The National Director serves as a communication liaison between **ACEC/Alabama** and ACEC. The National Director shall serve on an ACEC Committee during his or her term.

7. *Past President.*

The Past President shall serve as the Alternate National Director, filling in for the National Director as needed. The Alternate National Director, when feasible should serve on an ACEC committee during his or her term.

8. *Executive Director.*

Under the direction of the President and the Executive Committee the Executive Director shall be the chief staff executive of **ACEC/Alabama**; shall be paid a salary and enjoy fringe benefits in such amounts as shall be determined by the Executive Committee; attend all meetings of the General Membership and Executive Committee; be responsible for preparing the Annual Report and such other reports as may be prescribed by the General Membership or Executive Committee; supervise the work of the Secretary and other employees of **ACEC/Alabama**, have charge of all **ACEC/Alabama** properties; serve as signature authority for CECA; fulfill all other duties as established in the job description developed by the Executive Committee; and with the assistance of the Secretary, if a separate individual, conduct and maintain full records of the correspondence of **ACEC/Alabama**. In the absence of the Secretary, the Executive Director shall serve as Secretary.

9. *Legal Counsel.*

The Executive Committee may retain legal counsel for itself and **ACEC/Alabama** staff. All requests for legal services and advice shall be submitted to the Executive Committee. **ACEC/Alabama** shall not be responsible for payment of fees or legal services or advice required by Members or Member Firms, unless specifically approved in advance by the Executive Committee.

B. *Budget and Accounting.*

1. *Budget.*

- a. An annual budget shall be developed and approved in accordance with Article V.A.1.a. herein and presented to the General Membership at its annual meeting, unless specifically adopted as otherwise provided for herein.
- b. The fiscal year of **ACEC/Alabama** shall be from June 1 to May 31.
- c. *Budget Adjustments.* The Executive Committee may approve adjustment of individual line items of the annual budget. Such adjustments shall not result in total expenditures in excess of the total budget approved by the General Membership nor shall such adjustments affect **ACEC/Alabama** dues in any way. The Executive Committee shall have authority to apply excess receipts to activities and programs of **ACEC/Alabama**, or to reserve investment or savings accounts of **ACEC/Alabama**.

2. *Payment of Bills.*

- a. The Secretary/Treasurer shall draw checks as directed by the Executive Committee to meet expenditures authorized by the budget.
- b. All checks shall require the signatures of two of the following: the Executive Director and any designated Executive Committee member or any two designated Executive Committee members.

3. *Annual Compilation or Review.*

At the discretion of the Executive Committee, an annual compilation or review of **ACEC/Alabama's** internal and financial operations shall be prepared by an independent Certified Public Accountant. A copy of the CPA's report shall be sent promptly each year to all Member Firms, and shall be made available to members of all other classes on request.

4. *Internal Audit.*

Every three years, a certified financial audit of **ACEC/Alabama's** internal and financial operations shall be prepared at the close of the fiscal year by an independent Certified Public Accountant appointed by the Executive Committee.

A copy of the Auditor's Report shall be sent promptly each year to all Member Firms, and shall be made available to members of all other classes on request.

Article X - Meetings of ACEC/Alabama

A. *Procedure.*

The rules of procedure for meetings shall be as established by the Executive Committee, or in the absence of specific Bylaws or written procedure, Robert's Rules of Order, Revised.

B. *Meetings of ACEC/Alabama*

The annual meeting of **ACEC/Alabama** shall be held during the first quarter of each fiscal year at a location to be determined by the Executive Committee. New officers shall be installed during the annual meeting. The meeting shall provide an opportunity for the exchange of ideas and for presentation and discussions designed to enhance the professional development of Members.

C. *Meetings of the General Membership.*

1. Regular Meetings. Three meetings of the General Membership shall be held each year. One meeting shall be held at the time of the annual meeting, and the other two meetings shall be held in conjunction with the Executive Committee meetings held in accordance with Article VIII.B. of these Bylaws and should be scheduled to take place at least 2 weeks prior to ACEC's Fall and Spring meetings.

2. Special Meetings. Special meetings of the General Membership may be held as determined by the General Membership or the Executive Committee. Special meetings may also be initiated by petition signed by at least ten Member Firms. At least 40 days notice of any such special meeting shall be given by the

Secretary to members of the General Membership. Notice of a special meeting shall state its purpose, and no other business shall be considered.

3. Motions and Discussions From the Floor. Only key Principals and alternate key Principals when acting for key Principals shall make and second motions. The President at his discretion may recognize others for discussion purposes only.

Article XI - Committees

A. *Creation and Classification.*

1. The President-elect shall annually appoint the Chairpersons, of all committees except the Past Presidents Committee.

Committees shall report to the General Membership and the Executive Committee in accordance with the Rules of Policy and Procedure governing committee operations.

2. The Past Presidents Committee shall be composed of all living Past Presidents of **ACEC/Alabama**, with the immediate Past President of **ACEC/Alabama** as Chairperson.
3. The Nominating Committee each year shall be composed of the immediate Past President of **ACEC/Alabama**, as chairperson, and the other Past Presidents.
4. The Executive Committee may discontinue any committees, excepting Standing Committees, and may appoint other committees from time to time, from its own membership, or otherwise.

B. *Standing Committees.*

The following shall be Standing Committees:

1. **Long Range Planning Committee**

Duties: Recommend goals, objectives, and strategies toward which the Council activities should be directed. Update the Long Range Plan and monitor progress toward its accomplishment. Serve the Executive Committee as a general advisor.

2. **ACEC/Alabama - ASPE - JECA Liaison Committee**

Duties: To develop joint programs, unify efforts, and cooperative measures between the three organizations for consideration by the Executive Committee.

3. **Programs and Arrangements Advisory Committee**

Duties: To develop the programs and seminars of interest to Member Firms and other professional societies that may share a common interest in the goals, objectives, and educational programs of **ACEC/Alabama**. Work with the Executive Director and Secretary of **ACEC/Alabama** to arrange for and promote programs and seminars.

4. **Past-Presidents Committee**

Duties: The Past-Presidents Committee serves in an advisory capacity to the Executive Committee and the Long Range Planning Committee in reviewing matters referred to it by either body and commenting on Council activities, programs, and directions. The Chairman of the Past-Presidents Committee shall be the immediate Past-President. The Past-Presidents Committee shall have as collateral duties of Professional and Ethical Conduct Committee, and Nominating Committee.

Their duties as a Professional and Ethical Conduct Committee shall be to review and recommend changes to professional and ethical conduct Guidelines and Disciplinary Procedures. When formally directed, reviews alleged violations of the Guidelines.

Schedules hearings and recommends action. Among their duties as the Nominating Committee, they shall direct the preparation and distribution of nomination invitations, ballots, and other election materials. They shall make a selection of the slate of officers to serve for the upcoming year in accordance with the schedule set out in the Bylaws.

5. **Bylaws and Resolutions Committee**

Duties: Draft proposed amendments to the Articles of Incorporation, Bylaws, and Rules of Policy and Procedure upon request of the Executive Committee. Prepare resolutions and policy statements in the proper form for consideration by the Executive Committee and the General Membership as presided by the Rules of Policy and Procedure. Review policy statements for possible confirmation by the Executive Committee at each annual meeting.

6. **Administration and Finance Committee**

Duties: Review the programs and activities proposed by the President-elect, Executive Committee, and existing committees and recommends budgets for the upcoming year, including sources of income and budget allocations.

7. **Business Practices Committee**

Duties: Monitor and make recommendations regarding the Business Practice Programs of the Council; serve as the committee through which all Business Practice Programs and activities are undertaken;

increase effectiveness and insure comprehensive coverage of business management procedures utilized by our Consulting Engineers. Promote programs and activities to assist Member Firms in improvement of their business management practices. Compile data needed in the development of policy and positions relative to business management of Consulting Engineering Firms.

8. Peer Review Committee

Duties: Serve in conjunction with the Business Practice Committee, monitor and coordinate ACEC's program for peer review of Member Firm's operational practices and procedures; promote the public benefit aspects of the program in coordination with the efforts of ACEC and encourage CECA Member Firm participation.

9. Inter - Professional Committee

Duties: Recommend policies, develop and conduct programs to serve the needs of Member Firms engaged in inter-professional practice with other Consulting Engineers, Architects, and other design professionals. Facilitate practice-related information exchange at State and Local levels. Encourage and promote action in cooperation among Engineers, Architects, and other design professionals at all levels. Identify business needs of the inter-professional practitioner, recommend specific actions, and provide guidance to the State Officers and staff on inter-professional practice matters. Serves also as the AIA Task Force and Liaison Committee with duties consistent to these.

10. Energy Committee

Duties: Monitor legislation, organize programs and make recommendations on matter of energy conservation, utilization and alternate energy in institutional, residential, commercial and industrial facilities involving Consulting Engineers. Maintain Liaison with the public agencies involved in energy matters and recommend positions to the Executive Committee.

11. Public Relations Committee

Duties: Develop public relations programs responsive to the basic policies and goals adopted by the Council. Provide guidance to Member Firms to effectively communicate the contributions of Engineers to society. Provide a floor for interaction between Member Firm's Public Relations Directions. Maintain a list of Member Firm principals that are willing, capable, and available to speak at public functions on behalf of the profession, and the practice of Consulting Engineering.

12. Engineering Excellence Awards Committee

Duties: Conduct annual Engineering Excellence Awards Programs including development of criteria for judging and publicizing of the program and its results.

13. Professional Development Committee

Duties: Conduct **ACEC/Alabama**—Scholarship Awards Program. Recommend Programs directed toward Engineering Schools and educators designed to encourage a better understanding and responsiveness to private practice. Recommend policies and provide guidance on issues related to relicensing and continuing education. Provide **ACEC/Alabama** with reports on the State Board of Registration for Professional Engineers and Land Surveyor's activities and represent **ACEC/Alabama** on matters related to engineering education and excellence in relation to requests of the Board of Registration.

14. Membership Development Committee

Duties: Propose Member Firm activities and membership development programs. Seek new and innovative ways of obtaining new members, through the assistance of the Executive Director. Direct the Executive Director in seeking out and obtaining a membership of new Member Firms.

15. New Principals Committee

Duties: Develop special programs, seminars, and serve as an informational source for new principals. Develop methods of communicating with and identifying new principals in order to bring them into the mainstream of **ACEC/Alabama**.

16. Procurement Committee

Duties: Advance public understanding of the benefits of owners when competition for Consulting Engineering engagements is focused first upon the comparative qualifications, experience, and related performance factors. Gather, evaluate, and disseminate case studies and other information which reflects the effectiveness or ineffectiveness of various Engineer/Architect selection methods employed in the public and private sectors with particular emphasis on any relationship between such procurements and their impact upon project cost, efficiency, or safety. Assist where requested and appropriate in formation of E/A Procurement laws, ordinances, regulations, and policies that will enhance the public interest.

17. Governmental/Legislative Affairs Committee

Duties: Monitor the governmental/legislative affairs programs of **ACEC/Alabama**. Coordinate the efforts of all governmental/legislative affairs activities to minimize duplication

of effort and to insure complete coverage of governmental/legislative affairs involving Consulting Engineers. Make recommendations to the Executive Committee regarding Council positions on legislative and regulatory issues. Provide a line of communication with **ACEC/Alabama**—appropriate representatives on various Governmental Liaison and Task Force Committees. Coordinate the efforts of Joint AIA, JECA, and the FmHA Liaison Committee, EPA Liaison Committee, and ADEM Liaison Committee.

The Chairpersons of the Liaison Committees shall serve as committee members of the Governmental/Legislative Affairs Committee. Coordinate the relationship of the Governmental/Legislative Affairs Committee, the Inter-Professional Committee, and the **ACEC/Alabama**-ASPE-JECA Liaison Committee to insure that all committee members and Member Firms are aware of related activities.

18. Operations Committee

Duties: Coordinate the activities of all committees and internal operations that relate to the administrative and management functions of **ACEC/Alabama**. Review programs and operations to insure that **ACEC/Alabama** is properly and efficiently managed in accordance with the Long Range Plan.

C. *Practice Committees.*

1. Geoenvironmental Engineering Committee

Duties: Makes recommendations and pursues activities related to geoenvironmental legislation, regulations, and practices including surface water and groundwater quality, wastewater, hazardous waste, wetlands, and air quality. Maintains contact with recognized organizations in the environmental and geotechnical fields to stay abreast of new environmental and governmental regulations that may impact the industry.

2. Transportation Committee

Duties: Monitors legislation, regulations, and other activities and programs in the transportation fields, including highways, railroads, aviation and mass transit. Recommends **ACEC/Alabama**—positions on transportation issues. Maintains liaison with public agencies having responsibilities in these fields as well as other transportation coalitions.

3. Civil Engineering Committee

Duties: Monitors legislation, regulations, and other activities and programs in the civil engineering field. Recommends **ACEC/Alabama** positions on civil engineering issues. Maintains liaison with public agencies having responsibilities in these fields as well as other civil engineering coalitions.

4. **Mechanical, Electrical & Plumbing Committee**

Duties: Monitors legislation, regulations, and other activities and programs in the fields of mechanical, electrical and plumbing (MEP). Recommends **ACEC/Alabama** positions on MEP issues. Maintains liaison with public agencies having responsibilities in these fields as well as other MEP coalitions.

D. *Quorum.*

A simple majority of the members of a committee shall constitute a quorum.

Article XII - Amendments to Articles of Incorporation and Bylaws

A. *Amendments.*

The Articles of Incorporation and these Bylaws may be amended by the following procedures:

1. *Initiation of Amendments.* Amendments may be initiated by any of the following:
 - a. petition, signed by at least ten Member Firms;
 - b. a simple majority of the total voting power of the General Membership at any meeting or by mail ballot;
 - c. a majority of the Executive Committee; or
 - d. a majority vote of the whole Bylaws and Resolutions Committee.
2. *Review.* Any proposed amendment shall be reviewed by the Bylaws and Resolutions Committee, which shall refer it with its recommendation to the Executive Committee, which in turn shall submit it to the General Membership for approval.
3. *Vote.* The Secretary/Treasurer shall send a copy of the proposed amendment and ballot to Member Firms. Amendments to the Articles of Incorporation and the Bylaws shall require a two-thirds majority of the total voting power of the General Membership and shall become effective immediately unless stated otherwise in the amendment. Non-returned ballots will be counted in accordance with Article VI (E) of the Bylaws.

Article XIII - Use of Council Name and Emblem

Members of all classes shall be authorized to use the name of the Council or its approved abbreviation **ACEC/Alabama**, after their names, and also to use the official Council emblem, name or abbreviation on stationery, business cards, brochures, job signs and as otherwise prescribed in **ACEC/Alabama** Rules of Policy and Procedure. The Council name, abbreviation or emblem shall not be imprinted upon drawings, reports, specifications, calculations or other instruments of service prepared or used by Members.

Any use of the **ACEC/Alabama** name, abbreviation or emblem shall only be made to signify affiliation with **ACEC/Alabama** and shall not be made in any manner that could reasonably suggest that the Member necessarily represents, or is, the Council.

Article XIV - Official Publication

Except as otherwise required by law or by any provision of the Articles of Incorporation or these Bylaws, notices and announcements relating to **ACEC/Alabama**—published in **ACEC/Alabama** “*Eye on Engineering*” and sent to all members of **ACEC/Alabama**—shall be deemed to have been brought to the attention of all members of **ACEC/Alabama**.

Article XV - Indemnification

ACEC/Alabama may, by resolution of the General Membership, provide for indemnification by the Council of any and all of its current or former officers, Directors, staff or committee members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been an officer, Director, staff or committee member, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article XVI - Reference Adoption

ACEC/Alabama—recognizes and adopts the “*Rules of Policy and Procedure*” and the “*Professional and Ethical Conduct Guidelines*” of ACEC as they currently exist or may be amended.

American Council of Engineering Companies of Alabama

DISCIPLINARY PROCEDURE

A. Purpose

These procedures shall apply to all disciplinary proceedings instituted against Members of all classes of **American Council of Engineering Companies of Alabama**, charged with violations of the Professional and Ethical Conduct Guidelines of the Council, under the conditions set forth herein.

B. Authority of the American Council of Engineering Companies of Alabama

The Council (**ACEC/Alabama**), through the appropriate committee or committees, shall institute investigation and disciplinary proceedings against a Member of any class:

1. When the Member Firm to which the Member belongs request such action, or
2. When, at the request of **ACEC/Alabama**, a Member Firm consents to such action, or

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3. When an alleged violation takes place outside of the territorial limits of jurisdiction of the Member Firm to which the Member belongs, or
4. In the event that **ACEC/Alabama** request that a Member Firm make investigation of an alleged violation and the Member Firm refuses or neglects to make such investigation and to notify the Council of progress being made within 60 days after the request, or
5. When a Member confesses to or is convicted of complicity in extortion, bribery, kickbacks, or other similar illegal acts, or
6. Upon complaint or when knowledge becomes otherwise available that a Member or Member Firm is alleged to have been involved in complicity in extortion, bribery, kickbacks, or other similar illegal acts, or
7. When the Member involved is a Member-at-Large.

C. Disciplinary Proceedings

1. Confidential Nature

All disciplinary proceedings shall be held confidential until final action has been taken.

2. Acceptance by Members

Members and applicants for membership shall be required to file with the Member Firm to which they belong (or with the **ACEC/Alabama** Secretary in the case of a Member-at-Large) a statement signed by a principal of the firm, or individually in the case of Individual Members and Members-at-Large, stating:

- a. That they have read the **ACEC/Alabama** Professional and Ethical Conduct Guidelines, and
- b. That they agree to abide by the provisions thereof, and
- c. That the payment of annual dues will be reaffirmation of this agreement, and
- d. That they understand that the Council has legitimate interest in insuring that the high standards of ethics of the profession shall be maintained and that they agree that they shall not bring suit against the Council, nor any component, committee, officer or employee thereof, with respect to any statement made or any action taken in connection with the enforcement of the Professional and Ethical Conduct Guidelines.

3. Basis for Disciplinary Proceedings

Disciplinary proceedings may be instituted if a Member of any class:

- a. Violates the **ACEC/Alabama** Professional and Ethical Conduct Guidelines, or
- b. Commits any act bringing discredit to the profession, or is found by a court of law to have committed any fraud or other crime involving moral turpitude.

4. Committee to Make Inquiry

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A standing committee on Professional Conduct shall be appointed by the Board of Directors to inquire into causes for disciplining any Member. The Committee shall consider all complaints made against a Member (within the authority established by Section B above), and may initiate inquiry on its own motion.

The Committee shall, if requested, give guidance to similar committees of **ACEC/Alabama** Member Firms. The Committee shall make such investigations, as it deems appropriate without reporting to the Executive Committee or Board of Directors any may dismiss the complaint without publication. No action shall be taken unless the Member has been given opportunity to present information to the Committee. If a majority of the members of the committee agrees that disciplinary actions should be taken, this shall be reported to the Executive Committee with a complete and detailed statement of charges.

5. Hearing Board

Charges presented by the Committee on Professional Conduct shall be promptly referred by the Executive Committee to a Hearing Board of its selection, consisting of not fewer than 3 nor more than 5 members, one of whom shall be designated Chairman. No member of the Hearing Board shall be a member of the Board of Directors or of the Committee on Professional Conduct.

In the case of conviction of, or confession to, illegal acts described in Section B.5., the Committee will make recommendations of specific disciplinary actions to the Executive Committee who may, with the written consent of the person or firm against whom the charges have been brought, take appropriate action without convening a Hearing Board.

6. Notice of Hearing

The Hearing Board shall promptly set the time and place for a hearing. At least 30 days before the hearing, the Secretary of the Council shall mail to the Member, notice of the time and place of the hearing and a statement of the charges. This notice shall be deemed properly served when forwarded by registered mail to the Member at his address of record.

7. Conduct of Hearings

Hearings shall be conducted by the Hearing Board in such manner as it may determine. The Committee on Professional Conduct shall present the charges and evidence in support thereof. The technical rules of evidence followed in courts of law need not be followed, but the rights of the accused shall at all times be protected. A record of the proceedings shall be kept. The Member may present such information, statements, and evidence as he deems appropriate. Failure to appear or to offer information, evidence or statements shall not affect the propriety of the hearing. The Member may be accompanied or represented by counsel.

The Committee on Professional Conduct may present charges and evidence through legal counsel designated by the Executive Committee. The Committee on Professional Conduct and the member charged shall, before, the hearing, have the right to obtain, from each other, discovery of documents and other material and they shall each have the right to cross examine the witnesses during the hearing.

8. Nature of Disciplinary Actions

The following disciplinary actions may be imposed:

- a. Dismissal of charges
- b. Unpublished censure
- c. Published censure
- d. Instigation by the member firm, of appropriate disciplinary action against individual principals, officers, or employees. (This recommendation must be accompanied by recommendations, 2, 3, 5, 6 or 7, one of which would be invoked should the member firm fail to comply with recommendation 4). Disciplinary action, meeting the approval of the Executive committee, may result in the dismissal of charges against the member firm.
- e. Suspension of membership for a specified period of time, not to exceed two years.
- f. Termination of membership, requiring two-thirds vote of the members of the Hearing Board.
- g. Stay or suspension of termination for a specified probationary period. Violation of probation automatically activates the suspended disciplinary action.

9. Decision by Executive Committee

The Executive Committee shall review the proceedings and recommendations of the Hearing Board. Recommendations for termination of membership must be referred by the Executive Committee to the Board of Directors for final disposition. Any other recommended disciplinary action may be approved or disapproved by the Executive Committee by majority vote. The Executive Committee may not reinstate any charges dismissed by the Hearing Board.

Disciplinary actions by the Executive Committee shall be reported in such manner as decided by majority vote of the Executive Committee, except that disciplinary action involving complicity in extortion, bribery, kickbacks, and other similar illegal acts, if not appealed, shall be reported at the next regular meeting of the Board of Directors. The Secretary of the Council shall promptly notify the Member of the final disposition of all charges, by registered mail.

The Member shall have the right to appeal any decision by the Executive Committee within 30 days of receipt of such decision. Such appeal shall be addressed by the Member to the Secretary of the Council and shall be accompanied by a detailed and specific statement of objection to the decision and reasons justifying reconsideration.

All such appeals shall be considered by the Board of Directors and shall be acted upon promptly, following the same procedures as apply to the initial review process.

10. Decision by the Board of Directors

Hearing Board recommendations for termination of membership shall be submitted to the Board of Directors for action. Two-thirds of the voting power of the Board of Directors shall be required to approve a recommendation for termination of membership. The Board of Directors may approve or disapprove a recommendation for termination of membership. The Board of Directors shall direct the nature and extent of publication of such action. The Secretary of the Council shall promptly notify the Member of the decision of the Board of Directors by registered mail.

