



AMERICAN COUNCIL OF ENGINEERING COMPANIES
of Delaware

June 1, 2016

BY-LAWS

Article 1	The Council
Article 2	Membership
Article 3	Dues and Assessments
Article 4	Government of the Council
Article 5	Officers
Article 6	Meetings
Article 7	Committees
Article 8	Purchased Services and Employees
Article 9	Indemnification
Article 10	Amendments
Article 11	Use of Council Name and Emblem

Article 1 – The Council

- 1.1 American Council of Engineering Companies – Delaware (ACEC-DE) is a statewide organization representing individuals or firms providing engineering services to the public. ACEC-DE is a member organization of the American Council of Engineering Companies (ACEC).
- 1.2 **Purpose.** The purposes and objectives of ACEC-DE shall be as set forth in the Articles of Incorporation, included but not limited to:
- (a) Advocating on behalf of the industry and its members.
 - (b) Education of membership.
 - (c) Advancing the value of the consulting engineer to the public, and educating the public regarding the work of the consulting engineer.
 - (d) Promoting harmony, cooperation and mutual understanding among independent consulting engineers engaged in private practice;
 - (e) Promoting the professional and economic welfare of its members;
 - (f) Acting as a clearinghouse and information center on all matters of a mutual interest to its members;
 - (g) Providing a forum for interaction with others.
- 1.3 **Location.** The Headquarters Office shall be located as determined by the Executive Board.
- 1.4 **Emblem.** The design and specification of the emblem of the Council shall be as prescribed by the Executive Board.
- 1.5 **Seal.** The Executive Board has prepared a suitable corporation seal. This seal shall be in the charge of the Secretary, who shall be responsible for affixing the seal to appropriate official documents.
- 1.6 **Consulting Engineer.** A consulting engineer is an independent professional engineer who performs one or more of the disciplines of professional engineering services for clients on a fee basis. Consulting engineers are qualified by education, ability and experience to provide competent engineering services and must be registered as professional engineers in each state where they practice. Consulting engineers have no ownership affiliations with manufactures, materials suppliers, contractors or others which prejudice or subordinate their professional or ethical judgment.

Article 2 – Membership

2.1 Qualifications

2.1.1 Members: Members shall be Professional Engineers who are practicing engineering under their own name; or firms practicing engineering. Members shall meet the following qualifications:

- (a) Registration in good standing, as a professional engineering in the State of Delaware as an individual, or a Certificate of Authorization to practice as a corporation;
- (b) Engagement solely in the professional practice of consulting engineering and/or land surveying and offering services to more than one client;
- (c) Maintenance of an office in the State of Delaware, practicing as an individual, a partnership, or a corporation engaged in consulting engineering and/or land surveying;
- (d) They shall not place themselves in a position which would conflict with the independent practice of consulting engineering and/or land surveying;
- (e) They shall have high professional repute and ethical standards.

2.1.2 Affiliate Members: Affiliate members are individuals or firms with an interest in ACEC-DE. Affiliate members shall include but not be limited to the following:

2.1.2.1 Professions:

- (a) Land Surveyors
- (b) Architects
- (c) Landscape Architects
- (d) Geologists
- (e) Lawyers
- (f) Accountants
- (g) Realtors
- (h) Consulting Engineers who do not maintain an office in Delaware.

2.1.2.2 **Support Services:**

- (a) Reproduction and graphics
- (b) Insurance
- (c) Equipment Suppliers
- (d) Material Suppliers
- (e) Constructors

2.1.3 **Voting and Holding Office**

2.1.3.1 Only members may vote or be Officers of ACEC-DE.

2.1.3.2 Affiliate Members will not be Officers of the Council and will not vote. Affiliate Members shall be represented on the Executive Board through the Chairman of their Standing Committee.

2.2 **Application.** Application for membership shall be presented on official forms, and shall proceed as follows:

- (a) The Membership Committee shall investigate the application and forward it to the Executive Board with a recommendation.
- (b) Approval of the Executive Board.

2.3 **Resignation.** Separation from ACEC-DE of an individual or a Member Firm may come about either through resignation or expulsion. Any individual or Member Firm may resign membership in ACEC-DE by giving written notice to the Executive Board. The resigning individual or Member Firm shall be responsible for any and all outstanding dues or other ACEC-DE or ACEC-related charges existing through their resignation.

2.4 **Expulsion.** A Member Firm or Affiliate Member may be expelled from membership in ACEC-DE on the grounds that its conduct or policy is detrimental to the honor or interests of ACEC-DE and its purposes, or because such Member Firm or Affiliate Member has ceased to meet the qualifications for membership set forth in Section 2.1. Expulsion on these grounds shall be by three-fourths majority vote of the Executive Board; with the exception of any member of the Executive Board who is representative of the Member or Affiliate Member whose expulsion is under consideration and only after the Firm or whose expulsion is under consideration has had the opportunity to be heard by the Executive Board. The action of the Executive Board shall be final and no appeal from such action may be taken to any court of record or other hearing body, including the membership of ACEC-DE and ACEC, or the Executive Board of ACEC. Member or Affiliate Members waive any claim

against ACEC-DE, its Members, officers, and other employees for damages or otherwise, arising out of any hearing or expulsion proceeding under this paragraph.

2.5 **Termination.** Upon resignation or expulsion from ACEC-DE, a Member or Affiliate Member shall lose all rights and interest in any funds or other assets of ACEC-DE.

2.6 **Life Membership**

2.6.1 **Qualifications:**

- (a) Life member shall be sixty (60) years or older.
- (b) Life member must be a principal, partner, or officer of the firm that is a member at the time of his/her retirement, and the firm must be a member of ACEC-DE for five years or more continuously prior to his/her retirement, or life member can be an executive committee member or a committee chair or a joint committee chair and is an engineer.
- (c) Life member should not have any affiliation with manufacturing, contractors or other organizations which prejudice or subordinate a person's professional and/or ethical judgment.
- (d) Life member may not perform more than five hundred (500) hours of consulting work for the firm from where he/she has retired in the immediate past.

2.6.2 **Duration:** Person can be a life member as long as he/she is "fully retired" or resigns on his/her own or is removed by the Executive Board.

2.6.3 **Dues:** There shall be no dues payable to ACEC-DE by the life member.

2.6.4 **Other Fees:** Life members will pay all other fees, such as program fees.

2.6.5 **Benefits:** Life member will enjoy all benefits of ACEC-DE including but not limited to newsletters, program invitations, information, e-mails, etc.

2.6.6 **Executive Board/Committees:**

- (a) Life member cannot be a member of the Executive Board and will not hold any office of ACEC-DE.
- (b) Life member may attend the Executive Board Meeting as an observer and contributor and will not vote on any matters being decided by the Executive Board.

- (c) Life member can be a non-voting member of any committees established by the Executive Board.
- (d) Life member can be the Legislative Director with the approval of the Executive Board.

2.6.7. **Voting on General Matters:** Life member shall not have any vote on general matters including but not limited to budgets, by-laws, election of the Executive Board members/officers.

2.6.8 **Membership Process:**

- (a) A person may apply for ACEC-DE life membership via the ACEC-DE life membership application form sent to the Membership Committee or in the absence of such committee, to the Executive Board.
- (b) The Membership Committee will make a recommendation for review to the Executive Board or if the Executive Board receives the application, the Board will review the application.
- (c) Executive Board will review the application on a case-by-case basis.
- (d) Application must be approved/disapproved by the majority vote of the Executive Board.

Article 3 – Dues and Assessments

3.1 **Annual Dues.**

- (a) The Annual Dues for full membership in ACEC-DE will be for its fiscal year from July 1 to June 30.
- (b) The ACEC-DE Executive Board shall recommend the ACEC-DE annual dues for approval by the membership. The annual dues shall be established by the membership each year at the annual meeting. Initial dues for the new Members shall be pro-rated from the date of admission into ACEC-DE.
- (c) ACEC National dues shall be established by the ACEC Board of Directors for its fiscal year from July 1 to June 30.
- (d) The annual dues for ACEC-DE and ACEC National will be billed on a calendar quarter basis in January, April, July and October and will be payable by the Members within thirty (30) days of receiving the bills. ACEC-DE will remit the collected National dues to ACEC National. Each member that is a member of an ACEC organization in another state or territory may pay ACEC National dues directly to ACEC.

(d)The ACEC-DE Executive Board shall also recommend the annual dues for Affiliate membership for approval by the membership. The membership shall establish the annual Affiliate membership dues at the annual meeting.

(e)The Affiliate membership dues shall be billed in July on an annual basis and will be payable by the Affiliate members within thirty (30) days of receiving the bills.

3.2 **Assessments.** Assessments may be levied by three-fourths majority vote of the Executive Board followed by a favorable majority vote of all members voting by mail ballot or roll call vote.

3.3 **Failure to Pay Dues or Assessment.** Any member more than 6 months in arrears in paying dues or Assessments shall be deemed to have resigned pursuant to Section 2.3, upon review and recommendation by the Executive Board. Due to extenuating circumstances, the Executive Board may choose to postpone the member's resignation for accounts in arrears up to an additional 6 months. Upon resignation for accounts in arrears, the member firm will be notified of their resignation in writing and the Executive Board will take further action as needed to resolve the account in arrears.

3.4 **Reinstatement.** Eligible former members rejoining within two years from the date membership was discontinued upon settlement of all outstanding accounts, may be reinstated. Former members seeking membership after more than a two year lapse, upon settlement of all outstanding accounts, shall be processed in accordance with Article 2.

Article 4 – Government of the Council

4.1 **Executive Board.** The government of ACEC-DE shall be vested in the business conducted by the Executive Board in the interest of the Member Firms. The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, and National Director to ACEC.

4.2 **Meeting of the Executive Board.** The Executive Board shall meet at the call of the President or at such time as the Board may designate. Special Executive Board meetings may be called at the request of the President or any two members of the Executive Board. A minimum of 24-hour notice shall be given before any meeting.

4.3 **Quorum and Voting Power of the Executive Board.** The majority of the Executive Board shall constitute a quorum for the transaction of all business. Each member of the Executive Board shall have one (1) vote. Unless objected to by any member of the Executive Board, certain actions or transactions of the Executive Board may be voted on by a phone or email by the President.

Article 5 – Officers

- 5.1 **Officers.** The Officers of ACEC-DE shall consist of a President, a Vice President, a Secretary, a Treasurer, and a National Director to ACEC.
- 5.2 **Power and Duties** of Officers shall be as follows:
- (a) **President.** The President shall have the responsibility of general management of ACEC-DE's affairs. The President shall preside over all meetings of ACEC-DE and of the Executive Board. The President shall be an ex-officio member of all committees except the Nominating committee. The President shall be the Alternate Director to ACEC.
 - (b) **Vice President.** The Vice President, in the absence of the President, shall assume the duties of the President. Unless otherwise designated by the President, the Vice President shall be Chairman of the Membership Committee.
 - (c) **Secretary.** The Secretary shall be responsible for the normal duties of an elected secretary except those specifically assigned to the Executive Director. Certain duties of the Secretary may be performed by the Executive Director under the direction of the Secretary when approved by the Executive Board. Unless otherwise designated by the President; the Secretary shall be Chairman of the Program Committee.
 - (d) **Treasurer.** The Treasurer shall direct the receipt and disbursement of all funds of ACEC-DE and see that all funds are kept on deposit in a bank designated by the Executive Board. The Treasurer shall keep accurate account of all funds, expenditures, and receipts, and shall report cases of failure to pay Dues or Special Assessments to the President. Certain duties of the Treasurer may be performed by the Executive Director under the direction of the Treasurer when approved by the Executive Board. Unless otherwise designated by the President, the Treasurer shall be Chairman of the Budget Committee.
 - (e) **National Director to ACEC.** The National Director to ACEC shall submit reports on all matters to be discussed and actions taken at the meeting of the ACEC Board of Directors, including the National Director's own expressed views and votes thereon. The Executive Board may instruct the National Director to ACEC with respect to the official position to be taken and expressed by the National Director at meetings of the ACEC Board of Directors on motions, proposal, or policies at such meetings. The National Director to ACEC shall have been a prior officer of ACEC-DE.

- 5.3 **Elections.** The officers shall be elected by the membership and installed at the Annual Meeting of ACEC-DE. The Officers shall serve for a term of two (2) years or until their successors have been elected and qualified. If there are more than two candidates for any office, the candidate receiving the greatest number of votes shall be elected. No Member shall have more than one elected officer in any one year.
- 5.4 **Vacancies.** In the event of a vacancy in the office of Vice President, Secretary, Treasurer, or National Director to ACEC, the office shall be filled by appointment of the President for the remainder of vacancy. In the event of a vacancy in the office of President, the office shall be filled by majority vote of the Executive Committee.

Article 6 – Meetings

- 6.1 **Annual Meeting.** The late spring/early summer meeting of each year shall be considered the Annual Meeting of the membership of ACEC-DE at which all annual reports shall be read and the Executive Board for the ensuing term of office be elected and inducted.
- 6.2 **Regular Meetings.** Regular meetings of ACEC-DE shall be held monthly, except in July..
- 6.3 **Voting at Annual Meetings.** Members shall be entitled to one vote for each member firm. The total voting power of a Member may be cast by any representative of the firm present.
- 6.4 **Quorum at Annual Meetings.** A Quorum of member firms shall consist of not less than twenty-five percent (25%) of the voting power of ACEC-DE.
- 6.5 **Special Meetings.** Special meetings may be called by the Executive Board, the President, or by written petition of not less than three Members.

Article 7 – Committees

- 7.1 **Creation.** Upon election and induction, the President shall annually designate the chairpersons and outline the duties of all committees. Committees shall report to the Executive Board. The Executive Board may discontinue any committees, except standing committees, and may appoint other committees from its own membership or otherwise.
- 7.2 **Standing Committees.** The following committees shall be considered Standing Committees of ACEC-DE: Membership Committee, Budget Committee, Program Committee, Education/Public Relations Committee, Nominating Committee, and Legislative Committee.

- (a) **Membership Committee** shall acquaint eligible firms with the advantages of membership, and by proper means endeavor to secure their application for membership; shall investigate the eligibility of applicants; and shall submit their recommendations to the Executive Board.
- (b) **Budget Committee** shall consist of three members, two of whom shall be members of the Executive Board, and shall annually audit accounts with an accountant, and make a report to the membership.
- (c) **Program Committee** shall provide and arrange for programs, location, and notification for all meetings and shall encourage and promote attendance of all members of all ACEC-DE meetings.
- (d) **Education/Public Relations Committee** shall inform the public and members of ACEC-DE as to the purposes, aims, policies and existence of ACEC-DE and shall promote the goodwill of groups and organizations with whom the membership associates professionally. Liaison with other engineering societies shall be within the responsibility of the Education/Public Relations Committee.
- (e) **Nominating Committee** shall be comprised of three (3) past Presidents or National Directors and shall advise the membership at the Annual Meeting of its nominations of candidates for office of ACEC-DE.
- (f) **Legislative Committee** shall monitor pending and proposed State and Local legislation and advise the Executive Board and/or membership of developments and action required by the Council.

Article 8 – Purchased Services and Employees

- 8.1 **Authorization.** The purchase of services and the employment of individuals shall be the responsibility of the Executive Board, who may within budgetary limits, purchase professional, technical and non-technical services, including the services of an individual or firm to act as Executive Director of ACEC-DE.
- 8.2 **Executive Director.** The Executive Director shall manage and direct all activities of ACEC-DE as prescribed by the President or the Executive Board. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of ACEC-DE within the approved budget.

Article 9 – Indemnification

- 9.1 ACEC-DE shall indemnify any and all of its current or former officers, staff or committee members against expenses actually and necessarily incurred by them in connection with the defense of any action, suite, or proceeding in which they or any of them are made parties, or a party, by reason of having been an officer, staff member, or committee member, to the full extent that such indemnification is permitted under laws of the State of Delaware.

Article 10 – Amendments

- 10.1 **Initiation of Amendments.** Amendments may be initiated by any of the following:

- (a) Petition signed by Members representing forty percent (40%) of the voting power;
- (b) Simple majority of the total voting power of the members by mail ballot or roll call vote; or
- (c) A majority of the Executive Board.

- 10.2 **Notice.** The Secretary shall send a copy of the proposal amendments to each Member least 30 days prior to the voting date in the case of amendments to the By-Laws and at least 45 days prior to the voting date in the case an amendment to the Certificate of Incorporation.

- 10.3 **Vote.** Amendments to the By-Laws and the Certificate of Incorporation shall require a two-thirds (2/3) majority of the total voting power of the membership by mail ballot or roll call vote, and shall become effective immediately unless stated otherwise in the amendments.

Article 11 – 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-DE) after their names, and also to use the official Council emblem, name, or abbreviation on stationary, business cards, brochures, job signs, and as otherwise prescribed by the Council. 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 Council name, abbreviation or emblem shall only be made to signify affiliation with the Council and shall not be made in any manner that could reasonably suggest that the member necessarily represents, or is the Council.

Revisions

Revised	May 2006
Revised	May 2007
Revised	May 2008
Revised	July 2013
Revised	April 2016