

**BYLAWS OF THE
AMERICAN COUNCIL OF ENGINEERING COMPANIES OF ILLINOIS**

CONTENTS

Effective April 25, 1975
As Amended April 21, 2026

PREAMBLE		B-3
ARTICLE I	NAME, LOCATION, OBJECTIVES, AFFILIATION	B-3
ARTICLE II	MEMBERSHIP	B-5
	A. DEFINITIONS	B-5
	B. MEMBERSHIP CLASSIFICATION	B-5
	C. MEMBERSHIP APPLICATION	B-7
	D. MEMBERSHIP REMOVAL	B-8
ARTICLE III	VOTING POWER	B-8
ARTICLE IV	FINANCES	B-9
	A. FISCAL YEAR	B-9
	B. PAYMENT OF DUES	B-9
	C. DUES ADMINISTRATION	B-10
	D. SPECIAL ASSESSMENT	B-10
ARTICLE V	MEMBERSHIP MEETINGS	B-11
ARTICLE VI	DOCUMENTS	B-11
ARTICLE VII	BOARD OF DIRECTORS	B-11
	A. PURPOSE	B-11
	B. MEETINGS	B-12
	C. COMPOSITION	B-12
	D. VACANCIES.	B-12
	E. RESIGNATION FROM OFFICE	B-13
	F. REMOVAL FROM OFFICE	B-13
ARTICLE VIII	ELECTION OF BOARD OF DIRECTORS	B-13
ARTICLE IX	DUTIES OF OFFICERS	B-14
	A. BOARD CHAIR	B-14
	B. BOARD CHAIR-ELECT	B-14
	C. SECRETARY/TREASURER	B-14
	D. NATIONAL DIRECTOR	B-15
	E. PAST BOARD CHAIR/ALT NATIONAL DIRECTOR	B-15
ARTICLE X	EXECUTIVE COMMITTEE	B-15
ARTICLE XI	ACEC PAC CHAIR	B-15
ARTICLE XII	PRESIDENT & CEO	B-16
ARTICLE XIII	NOMINATIONS OF OFFICERS AND DIRECTORS	B-16
	A. NOMINATING COMMITTEE	B-16
	B. NOMINATING PROCEDURE	B-17
	C. TABULATION & ANNOUNCEMENT OF VOTE	B-17

ARTICLE XIV	COMMITTEES	B-17
	A. STANDING COMMITTEES	B-17
	B. DUTIES OF STANDING COMMITTEES	B-18
	C. SPECIAL COMMITTEES	B-19
ARTICLE XV	RULES OF ORDER	B-19
ARTICLE XVI	POLICY	B-19
ARTICLE XVII	RATIFICATION AND AMENDMENTS	B-19
ARTICLE XVIII	RULES OF POLICY AND PROCEDURE	B-20
ARTICLE XIV	DISSOLUTION	B-20
ARTICLE XX	RATIFICATION RESOLUTION	B-21
ARTICLE XXI	INDEMNIFICATION AMENDMENT	B-21

PREAMBLE

SECTION 1. The Chicago Association of Consulting Engineers (CACE) was founded in 1921 and the Illinois Association of Consulting Engineers (IACE) was founded in 1956. The two organizations merged in 1964 to form the Consulting Engineers Association of Illinois (CEAI). The name was changed to Consulting Engineers Council of Illinois (CECI) in 1967 and to the American Council of Engineering Companies of Illinois on July 1, 2004.

SECTION 2. The Consulting Engineers Council of the United States was formed in 1956 when ten States or regions joined efforts to establish a unified national organization of Consulting Engineering Firms. Chicago Association of Consulting Engineers (CACE) was one of the founders with the Illinois Association of Consulting Engineers (IACE) one year later being admitted as a Charter Member.

The American Institute of Consulting Engineers (AICE) was founded in 1910 with its Membership composed of individual Consulting Engineers from all parts of the United States. In 1973 AICE and CEC/US consolidated to become the American Consulting Engineers Council (ACEC), and the name was changed to the American Council of Engineering Companies in 2001.

SECTION 3. The ACEC-IL Constitution and Bylaws were revised in April 1969 and April 1972. These revised Bylaws combine the ACEC-IL Constitution and Bylaws as revised into one document called the Bylaws of the American Council of Engineering Companies of Illinois, following the format of the American Council of Engineering Companies.

ARTICLE I - NAME, LOCATION, OBJECTIVES, AFFILIATION

SECTION 1. The name of this organization shall be the American Council of Engineering Companies of Illinois, and hereinafter referred to in these Bylaws as ACEC-IL. ACEC-IL is a Member Organization of the American Council of Engineering Companies, hereinafter referred to as ACEC.

SECTION 2. The Headquarters of ACEC-IL shall be located in the State of Illinois at such location as may be directed by the Board of Directors.

SECTION 3. The objects and purposes of ACEC-IL shall be as stated in the Articles of Incorporation within the meaning of "State of Illinois Not for Profit Corporation Act of Illinois" and under the provision of Section 501(a) of the Internal Revenue Code as a business league as described in Section 501(c)(6) of the Code, including to consider any act in management, business and professional matters pertaining to consulting engineering, with the objective 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:

- a. protecting the public welfare;
- b. safeguarding the ethical standards of the engineering profession and ensuring that ethical standards are maintained by consulting engineers in private practice;
- c. promoting harmony, cooperation, and mutual understanding among consulting engineers;
- d. cooperating with public bodies and other organizations in matters of common interest;
- e. promoting the professional and economic welfare of its Members;
- f. acting as a clearing house and information center among its Members and providing cooperative services for their common purpose and benefit;
- g. advising on enactment of legislation affecting the interest of consulting engineers, or that may have a relation to the general interests of ACEC-IL, and
- h. supporting and assisting in the advancement of the science and practice of engineering.

SECTION 4. In these Bylaws "Consulting Engineering" is considered to include the practice of Professional Engineering, Structural Engineering and Land Surveying as defined by the appropriate State of Illinois Statutes and that a "Registered Professional" shall be individuals registered under one or more of these acts.

SECTION 5. The American Council of Engineering Companies of Illinois is and shall be a Member of the American Council of Engineering Companies.

ARTICLE II - MEMBERSHIP

A. DEFINITIONS

1. A Consulting Engineer is a licensed professional engineer or structural engineer within a Member Firm who performs one or more of the disciplines or 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 licensed as Professional or Structural Engineers in the State of Illinois. Consulting engineers will abide by all documents referenced in these Bylaws and as listed in Article VI DOCUMENTS.
2. A Professional Land Surveyor is a licensed or registered professional surveyor within a Member Firm 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 licensed or registered in the State of Illinois. Wherever the words “engineer” or “engineering” appear herein, it is intended that the words “land surveyor” or “land surveying” may be substituted.
3. A Principal is an individual designated by a Member Firm, who is a sole proprietor, partner, officer or manager.

B. MEMBERSHIP CLASSIFICATION

SECTION 1. There shall be five (5) classifications of Membership. The classes of Membership shall be MEMBER FIRMS, MEMBERS, HONORARY LIFE MEMBERS, NON-RESIDENT MEMBERS and AFFILIATE MEMBERS.

SECTION 2. MEMBER FIRMS: Member firms shall be limited to those individual firms, parent firms, branch offices, divisions or subsidiaries whose resident principal (proprietors, partners, officers or managers) furnish independent consulting engineering or land surveying services, and shall:

- a. maintain and have established an office(s) in the State of Illinois for the practice of consulting engineering or land surveying, either as (a) sole proprietorships, or (b) as partnerships; or (c) as corporations or divisions or subsidiaries rendering consulting engineering services or land surveying services, provided that their officers act for them on professional policies and activities;
- b. be registered as a Professional Design Firm in the State of Illinois and have principals licensed professionally in accordance with the laws of the State of Illinois;

- c. practice consulting engineering in accordance with the ACEC and ACEC-IL Bylaws and the ACEC Professional and Ethical Conduct Guidelines.; and
- d. 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 Member Firm Classification, if such ownership arrangements prejudice or subordinate the professional or ethical judgment of the consulting engineer or land surveyor.

SECTION 3. MEMBERS:

- a. Members shall be individual licensed professional engineers, structural engineers, or licensed land surveyors who are employees of a Member Firm.
- b. Other individual employees may be designated by the Member Firm, Non-Resident Member Firm and Affiliate Member Firm as Members.

SECTION 4. HONORARY LIFE MEMBERS: An individual Honorary Life Membership may be granted to an individual who has honored their profession whether or not their firm is holding a Firm Membership at the time of recognition. Nominations may be made by an ACEC-IL Member and approved by a two-thirds (2/3) vote by the Board of Directors. An ad hoc committee may be appointed to review and make recommendations on all nominations.

SECTION 5. NON-RESIDENT MEMBER FIRMS: Non-Resident Member Firms shall be limited to consulting engineering firms that meets the requirements of Member Firms, except that the firm does not maintain an established office in Illinois. Non-Resident Member Firms must be a full member of ACEC National and a full member of their state Member Organization. Non-Resident Member Firms may participate on committees, but not as chair; they are not eligible for board service, nor do they have voting rights. A Non-Resident Member Firm shall pay a flat dues rate set by the Board of Directors regardless of the size of the firm.

SECTION 6. AFFILIATE MEMBER FIRMS: Affiliate Member Firms shall be firms that provide professional services (other than consulting engineering and land surveying) or non-professional services that complement the services of Member Firms such as insurance, finance and accounting, law, public relations, construction management, construction, scientific and technology support, etc. An Affiliate Member Firm may participate on committees, but cannot serve as chair of Agency Liaison Committees.

They are not eligible for board service, nor do they have voting rights. An Affiliate Member Firm shall pay a flat dues rate set by the Board of Directors regardless of the size of the firm.

C. MEMBERSHIP APPLICATION

SECTION 1. Admission of a Member Firm, Non-Resident Member Firm or Affiliate Member Firm may be initiated by the filing of an Application for Membership with the Executive Office of ACEC-IL signed by one or more principals of the applicant Firm. The Application for Membership shall be delineated in the Rules of Policy and Procedure of ACEC-IL and shall include:

- a. The names of one or more principals of the applicant Firm who, if the Application for Membership is approved, will be designated a Member or Members of ACEC-IL.
- b. Information necessary to determine the eligibility of the applicant Firm and proposed Members for membership in ACEC-IL.

SECTION 2.

- a. Each application shall be reviewed by the Membership Review Committee.
- b. If the Executive Office of ACEC-IL rejects an application, the applicant shall be notified of the reasons for denial of membership.
- c. The applicant may respond to the reasons for denying membership and the application shall be reconsidered by the Executive Office of ACEC-IL
- d. Pertinent information on each new member shall be provided to the full Membership.

D. MEMBERSHIP REMOVAL

SECTION 1. A Member Firm, Non-Resident Member Firm or Affiliate Member Firm or any individual in any ACEC-IL Membership classification may be expelled from ACEC-IL for unethical or illegal practice, by two-thirds (2/3) vote of the Board of Directors provided that the firm or individual has had ample opportunity to be heard in accordance with the ACEC-IL Disciplinary Procedure as described in the Rules of Policy and Procedure.

SECTION 2. A Member Firm, ~~Member~~ Non-Resident Member Firm or Affiliate Member Firm which ceases to fulfill the minimum qualifications for Membership shall be dropped from the rolls. See Rules of Policy and Procedure.

ARTICLE III - VOTING POWER

SECTION 1. Voting privileges shall be extended to Member Firms only. Each Member Firm shall have the number of votes determined by an index of personnel in Illinois as set forth in the Rules of Policy and Procedure as follows:

FIRMS' ACEC-IL INDEX	NUMBER OF VOTES
1 to 4 incl.	1
5 to 8 incl.	2
9 to 12 incl.	3
13 to 16 incl.	4
17 to 20 incl.	5
21 to 24 incl.	6
25+	7

ARTICLE IV - FINANCES

A. FISCAL YEAR

SECTION 1. The fiscal year of ACEC-IL shall begin on July 1 of each year.

B. PAYMENT OF DUES

SECTION 1. Each Member Firm shall pay ACEC-IL dues based on an index number according to the number of employees in the firm in Illinois. The index shall be determined as set forth in the Rules of Policy and Procedure.

SECTION 2. Non-Resident Member Firms and Affiliate Member Firms shall pay ACEC-IL dues based on a flat rate for their membership category.

SECTION 3. Each year the Finance Committee shall prepare an annual budget to present to the Board of Directors. The Board of Directors shall review the budget as presented by the Finance Committee, may revise, change or modify the budget as it deems necessary, and shall then approve same.

SECTION 4. ACEC dues shall be paid in accordance with ACEC Bylaws or ACEC Rules of Policy and Procedure and in accordance with ACEC-IL Rules of Policy and Procedure.

SECTION 5. Reinstatement of Firms: Former ACEC-IL members may be reinstated. Firms that reinstate their membership during the fiscal year in which their membership was dropped must pay full dues for the fiscal year. After two (2) years, firms will have to reapply for membership.

C. DUES ADMINISTRATION

SECTION 1. Each Member Firm shall annually certify (a) the number of all employees working in the State of Illinois, (b) that it continues to meet all membership criteria, and (c) its intent to continue to comply with Professional and Ethical Conduct Guidelines established by ACEC. Certification shall be in the form as presented in the ACEC-IL Rules of Policy and Procedure.

SECTION 2. At the beginning of each fiscal year, dues notices shall be sent to Member Firms, Non-Resident Member Firms and Affiliate Member Firms of ACEC-IL. Dues notices sent to Member Firms shall indicate the portion which is allocated to ACEC and ACEC-IL. Dues shall be paid in accordance with ACEC-IL Rules of Policy and Procedure.

SECTION 3. Honorary Life Members shall not be assessed ACEC-IL dues.

SECTION 4. A Member Firm, Non-Resident Member Firm or Affiliate Member Firm failing to pay annual dues or a special assessment, as later defined, will be dropped from membership. Such action shall be as determined by the President & CEO in consultation with the Board Chair and the Secretary/Treasurer.

D. SPECIAL ASSESSMENT

SECTION 1. The Board of Directors shall be empowered to take action concerning a special assessment. A special assessment may be levied only on Member Firms and shall be subject to the following requirements and limitations.

- a. A special assessment not to exceed twenty-five (25) percent of the ACEC-IL dues payable by each Member Firm during the year the special assessment is levied may be made by a two-thirds (2/3) vote of the Board of Directors.
- b. A special assessment exceeding twenty-five (25) percent of the ACEC-IL dues payable by each Member Firm during the year the special assessment is levied may be proposed by a two-thirds (2/3) vote of the Board of Directors and must be approved by two-thirds (2/3) of the voting power of ACEC-IL Member Firms casting a ballot.

ARTICLE V - MEMBERSHIP MEETINGS

SECTION 1. A general membership meeting of ACEC-IL shall be held at least once each year at a time and place designated by the Board of Directors. General membership meetings may be held in-person, via teleconference, or via videoconference at the discretion of the Board Chair. The meeting, which shall be designated as the ACEC-IL Spring Meeting, shall be announced at least four (4) weeks in advance of the date set for the meeting.

SECTION 2. Meetings for special purposes may be called by the Board Chair of ACEC-IL or a majority of the Board of Directors, upon notice to the general membership given at least seventy-two (72) hours prior to the appointed time. Meetings for special purposes may be held in-person, via teleconference, or via videoconference at the discretion of the Board Chair.

SECTION 3. Member Firms not able to attend the general membership meeting may give their proxy vote to the Board Chair. A majority of voting power present of ACEC-IL Member Firms shall prevail on any vote or as otherwise required in these Bylaws.

ARTICLE VI - DOCUMENTS

SECTION 1. Documents which govern the activities and affairs of ACEC-IL include (a) Articles of Incorporation, on file with the Illinois Secretary of State's office, (b) these Bylaws, and (c) Rules of Policy and Procedure.

ARTICLE VII - BOARD OF DIRECTORS

A. PURPOSE

SECTION 1. The business affairs and administration of ACEC-IL shall be directed by a Board of Directors. Within the provisions of these Bylaws the Board of Directors shall be vested with the full authority of ACEC-IL.

SECTION 2. The Board of Directors shall seek to fulfill the purpose of and manage the affairs of ACEC-IL in accordance with the laws under which ACEC-IL is organized and within the provisions of the Certificate of Incorporation and Bylaws. It shall direct the investment and care of the funds of ACEC-IL, and make appropriations for specific purposes; oversee the operations of all committees; the measures to advance the interests of the Council; designate the appointive officers; perform the specific duties required of it by the Bylaws and generally direct the business of ACEC-IL.

SECTION 3. The Board of Directors shall set goals for ACEC-IL at the beginning of each year at the time of the Spring Meeting. The Board Chair shall make an annual report containing an evaluation of the achievements of the year, together with a

Treasurer's report at the Spring Meeting.

SECTION 4. Duties are further defined in the Executive Operations Manual. Additional duties may be assigned to individual Directors by the Board of Directors, Executive Committee, or Board Chair.

B. MEETINGS

SECTION 1. Meetings of the Board of Directors shall be held at least three (3) times each year. Special Board of Directors meetings may be held at the request of the Board Chair or any five (5) Members of the Board upon notice to each Board Member five (5) business days before the meeting. Board meetings may be held in person, via teleconference, or via videoconference at the discretion of the Board Chair.

SECTION 2. A majority of the Board of Directors shall constitute a quorum. A quorum must be present to transact business.

C. COMPOSITION

SECTION 1. Where possible, the Board of Directors shall be made up of members representing multiple fields of engineering.

The Board of Directors shall not include more than one representative from a member firm. Should a member of the Board of Directors change employment during their term of office to a member firm that already has Board representation, one duplicate member firm Board member would resign from office in accordance with Article VII, E unless otherwise approved by a two-thirds (2/3) majority vote of the Board of Directors. Any resulting vacancy would be filled in accordance with Article VII, D.

SECTION 2. The Board of Directors shall consist of the following:

- a. The current officers:-Past Board Chair/Alternate National Director; Board Chair; Board Chair-Elect; and Secretary/Treasurer.
- b. The National Director, who shall be a current or past officer of the Board.
- c. 12 Directors who shall be elected to 2-year terms with the opportunity to serve a maximum of 3 terms.

D. VACANCIES

SECTION 1. Vacancies on the Board of Directors shall be filled by appointment by the Board Chair,-except for a vacancy in the office of Chair-Elect. A vacancy in the office of Chair-Elect shall be filled by selection of a candidate nominated in accordance with the procedures set forth in Article XIII (Nomination of Officers and Directors) and elected by a majority of the voting power of ACEC-IL Member Firms casting a ballot.

SECTION 2. In the event a vacancy occurs in the Board Chairmanship, the Board Chair-Elect shall fill the unexpired term.

SECTION 3. In the event that neither the National Director, the Alternate National Director nor the Second Alternate National Director is able to attend the ACEC National Board of Directors Meeting, the Board Chair may appoint an individual to serve as the ACEC National Director for that meeting only. The appointment should preferably be an elected officer or director.

E. RESIGNATION FROM OFFICE

SECTION 1. Any Member of the Board of Directors may resign at any time by giving written notice to the Board Chair or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the Board Chair or the Board of Directors.

F. REMOVAL FROM OFFICE

SECTION 1. Any Member of the Board of Directors by a two-thirds (2/3) majority vote of the Board of Directors may be recommended for removal or suspension at any regular or special meeting of the Board of Directors. The Board shall meet in Executive Session at the request of the Board Chair or any Member of the Board.

SECTION 2. Should the Board of Directors recommend removal or suspension of a Member of the Board of Directors elected by the Membership then such action must be approved by a majority of the voting power of the ACEC-IL Member Firms casting a ballot. The Board of Directors shall determine the procedure.

ARTICLE VIII - ELECTION OF BOARD OF DIRECTORS

SECTION 1. Election of Members of the Board of Directors shall be each year with six (6) seats up for election every even year and six (6) seats up every odd year.

SECTION 2. The Chair, Chair-Elect, Secretary/Treasurer, National Director, and Past-Chair/Alternate National Director are the Officers of ACEC-IL and shall serve a normal term of one (1) year that aligns with the Fiscal Year, or until a successor is elected or appointed.

SECTION 3. The National Director shall serve a one (1) year term and may serve no more than three (3) consecutive one-year terms. An election for this position shall be held annually.

SECTION 4. Officers and National Director shall be Members. In the event an Officer or National Director terminates employment with a Member Firm, the Member shall retain all rights as a Member, including holding and running for office for a period of six (6) months after termination of employment with majority approval from the Executive

Committee. The Officer or National Director shall notify the Board Chair within five (5) days of termination of employment with a Member Firm. Should a Member not reestablish employment with a Member Firm in good standing within six (6) months after termination of employment, the Member shall be removed as an Officer and a replacement determined in accordance with Article VII, D. Vacancies.

SECTION 5. The 12 Board of Directors shall be Members.

SECTION 6. Election for officers and directors shall be by ballot, the Date of Return for which shall not be less than two (2) weeks prior to the Spring Meeting. A majority of the voting power of ACEC-IL Member Firms casting a ballot is required for election.

ARTICLE IX - DUTIES OF OFFICERS

A. BOARD CHAIR

SECTION 1. The Board Chair shall be the presiding officer of ACEC-IL and Chair of the Board of Directors. The Board Chair shall preside over all meetings of ACEC-IL and the Board of Directors and the Executive Committee. The Board Chair shall be an ex-officio member of all committees. The Board Chair shall be encouraged to attend the ACEC Fall Conference and Annual Convention, shall serve as Alternate ACEC National Director.

B. BOARD CHAIR-ELECT

SECTION 1. The Board Chair-Elect shall prepare and plan for their year as Board Chair and may be assigned duties by the Board Chair. The Board Chair-Elect shall also serve as the Second Alternate ACEC National Director, shall be encouraged to attend both the ACEC Fall Conference and Annual Convention.

SECTION 2. The Board Chair-Elect will preside in the absence of the Board Chair and assume temporary supervision until the Board Chair returns for service. In the event a vacancy occurs in the term of the Board Chairmanship, the Board Chair-Elect shall fill the unexpired term, in addition to their elected term.

C. SECRETARY/TREASURER

SECTION 1. The Secretary/Treasurer shall be responsible for the record of the meetings of ACEC-IL, the Board of Directors, and the Executive Committee. The Secretary in conjunction with the President & CEO shall administer the annual Board of Directors election. The Secretary/Treasurer shall be the financial officer of ACEC-IL and be responsible for the receiving, disbursing and accounting of funds subject to the approval of the Board of Directors or Executive Committee, and shall keep an account of all transactions. The Secretary/Treasurer shall make financial reports to ACEC-IL, the Board of Directors, and the Executive Committee at each regular meeting. The Secretary/Treasurer shall be Chair of the Finance Committee.

D. NATIONAL DIRECTOR

SECTION 1. The National Director will be expected to attend the ACEC Fall Conference and Annual Convention. The National Director shall also provide regular reports and updates to the ACEC Illinois Board of Directors regarding national activities, policy issues, initiatives, and programming relevant to the interests of the organization and its members.

E. PAST BOARD CHAIR/ALTERNATE NATIONAL DIRECTOR

The Past Board Chair shall serve as an officer of the Council and shall provide continuity and advisory support to the Board of Directors. The Past Board Chair shall serve as a member of the Executive Committee, Finance Committee, and Nominating Committee, and shall serve as the Council's Alternate National Director to the American Council of Engineering Companies (ACEC).

If the position of Past Board Chair is known to be vacant, or the individual is unable or unwilling to serve, prior to or during the Nominating Committee's deliberations and approval of the Officers and Board of Directors, the Nominating Committee may appoint a member of the Council to serve as Alternate National Director.

If the vacancy occurs after the Nominating Committee has approved the Officers and Board of Directors, the vacancy shall be filled in accordance with the provisions set forth in Section VII, Article D (Vacancies). An individual appointed under this provision shall serve as an officer of the Council and shall be limited to the roles and responsibilities of service on the Executive Committee, Finance Committee, and Nominating Committee, and service as Alternate National Director to ACEC.

ARTICLE X - EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee shall consist of the Board Chair, the Board Chair-Elect, the Secretary/Treasurer, the Past Board Chair/Alternate National Director and the National Director.

SECTION 2. This Committee, of which the Board Chair shall chair, shall have charge of all ACEC-IL business between meetings of the Board of Directors and of ACEC-IL and shall meet as needed.

SECTION 3. A majority of the Executive Committee Members shall constitute a quorum. A quorum must be present in person, by conference call, video conference call or email to transact business.

ARTICLE XI – ACEC IL PAC CHAIR

SECTION 1. An ACEC IL PAC Chair shall be appointed for a 1-year term by the Chair of the Nominating Committee no later than the Spring Board

of Directors Meeting. The ACEC IL PAC Chair term shall align with the Fiscal Year.

SECTION 2. The ACEC IL PAC Chair shall work with ACEC IL President & CEO to coordinate federal PAC support and contributions from ACEC IL membership.

ARTICLE XII – PRESIDENT & CEO

SECTION 1. A President & CEO and such other personnel as shall be approved by the Board of Directors within budgetary limits, may be employed by ACEC-IL. The President & CEO and such other personnel need not be Members.

SECTION 2. The President & CEO shall be responsible and have the authority for the administrative affairs of ACEC-IL and such other duties as directed by the Board of Directors.

ARTICLE XIII - NOMINATIONS OF OFFICERS AND DIRECTORS

A. NOMINATING COMMITTEE

SECTION 1. The Nominating Committee shall be a Standing Committee.

SECTION 2. The Committee shall be composed of the Board Chair, Board Chair-Elect, the Past Board Chair/Alternate National Director and two (2) ad hoc members. The Chair of the Nominating Committee shall be the Board Chair. The Chair of the Nominating Committee shall appoint the two (2) ad hoc ACEC IL members.

SECTION 3. Ad Hoc Member. An Ad Hoc Member must be affiliated with a firm that is a member in good standing of ACEC Illinois at the time of appointment and throughout the duration of service.

SECTION 4. The Committee shall meet at least once annually with a quorum present. A quorum should consist of at least four (4) committee members.

SECTION-5. The Committee shall notify the ACEC-IL membership of the Board of Directors and Officer positions for which applications will be accepted.

SECTION 6. In the event that the Board Chair is unable to serve as the Chair of the Nominating Committee or is seeking election to an open position, the duty shall pass to the current Board Chair-Elect . In this event, the committee shall be composed of the Past Board Chair/Alternate National Director, Board Chair-Elect and three (3) ad hoc members. The Chair of the Nominating Committee shall be the Board Chair-Elect and shall have the ability to appoint three (3) ad hoc ACEC IL members.

SECTION 7. Should an Ad Hoc member of the Nominating Committee apply for an open position, they will be deemed to have a conflict of interest, and the Nominating Committee chair shall name a replacement member to fill their seat.

SECTION 8. In the event that any of the prescribed members of the Nominating Committee are unable to participate in the work of the Committee, the Chair of the Nominating Committee shall have the discretion to appoint additional ad hoc members as necessary to ensure that the Committee consists of five (5) eligible participants.

B. NOMINATING PROCEDURE

SECTION 1. Each year the Committee shall present nominations for all elective offices with terms expiring. The Committee should take into consideration the nominees' geographical location, professional discipline, experience in ACEC-IL operations and willingness to serve, if elected. Overall, the Committee should seek nominees who are active in and representative of the association.

SECTION 2. The Chair of the Nominating Committee shall solicit applications from each person interested in serving on the Board of Directors and for the Officer positions of Secretary/Treasurer, Board Chair-Elect and National Director.

C. TABULATION AND ANNOUNCEMENT OF VOTE

SECTION 1. The Secretary/Treasurer, President & CEO and staff of ACEC-IL shall administer all elections and,

- a. After the "date of return" the votes shall be tabulated and the findings of the tabulation shall be reviewed by the Nominating Committee.
- b. Prior to the Spring Meeting the present members of the Board of Directors and the candidates nominated will be notified of the findings.
- c. The findings of the tabulation shall be reported during the Spring Meeting.

ARTICLE XIV - COMMITTEES

A. STANDING COMMITTEES

SECTION 1. Standing Committees of ACEC-IL shall be Advisory, Membership Review, Membership Recruitment, Fellows Nominating, Finance, Nominating, Professional Conduct, ACEC/PAC and Strategic Planning.

- a. The Chairs of the Standing Committees shall be appointed by the Board Chair-Elect, except as otherwise provided, and other members of the Committees shall also be appointed by the Board Chair-Elect.
- b. All Standing Committees shall have at least two (2) members in addition to the Committee Chair. Each Committee shall have the power to appoint Sub-Committees.

- c. The Chair of each Committee shall keep the Board Chair and Board of Directors advised of their Committee's activities and must submit a written report to the Board of Directors upon request.

B. DUTIES OF STANDING COMMITTEES

The responsibilities of each of the Standing Committees shall in general conform to the following outline:

SECTION 1. The Advisory Committee shall consist of all Past Board Chairs of ACEC-IL who are Members of ACEC-IL. The Committee Chair shall be the most recent Past Board Chair.

The committee shall:

- a. Seek means of strengthening ACEC-IL.
- b. May be assigned special tasks by the Board Chair.
- c. Meet as needed.

SECTION 2. The Membership Review Committee shall consider all Applications for Membership and report its findings to the Membership. This Committee shall be composed of the five (5) most recent Past Board Chairs of ACEC-IL, with the most recent Past Board Chair serving as Committee Chair.

SECTION 3. The Membership Recruitment Committee shall be chaired by the Board Chair and co-chaired by the Chair-Elect with members to be determined and shall be responsible for the promotion of and recruitment into membership in ACEC-IL.

SECTION 4. The Fellows Nominating Committee shall be responsible for submitting nominations to the classification of Fellow, for keeping the Membership and Board of Directors aware of and informed of the Fellow Membership Classification, and for advising the Board of Directors of those individuals who are eligible for Life Fellows. The Rules of Policy and Procedure outline the procedures for this Committee. This committee shall be composed of three Fellows serving alternating three year terms, with the senior member serving as Committee Chair.

SECTION 6. The Finance Committee shall be responsible for maintaining a proper budget to support ACEC-IL activities. This committee shall be composed of the Executive Committee, with the Secretary/Treasurer serving as Committee Chair.

SECTION 7. Nominating Committee (see Nominating Procedures of Officers and Directors).

SECTION 8. The Professional Conduct Committee shall interpret and take action in accordance with the Rules of Practice as provided in the Rules of Policy and Procedure

This committee shall be composed of three Past Board Chairs, with the senior member serving as Committee Chair.

SECTION 9. The ACEC/PAC Committee shall be responsible for ensuring that ACEC- IL reaches the annual ACEC/PAC goal set by ACEC each year. This committee shall work with ACEC staff and ACEC-IL staff to encourage all Members of ACEC-IL to participate in ACEC/PAC to the greatest extent possible.

This committee shall be composed of the Board of Directors. The ACEC/PAC Chair shall chair the committee. The Board Chair and the Board Chair-Elect along with the National Director and the most recent ~~Immediate~~ Past Board Chair, not serving as National Director, shall serve as advisors.

SECTION 10. The Strategic Planning Committee shall be responsible for writing and prioritizing the ACEC-IL Strategic Plan and for setting the goals of the organization.

This committee shall be composed of the National Director, the most recent ~~Immediate~~ Past Board Chair not serving as National Director, the Chair, the Board Chair-Elect, the Secretary/Treasurer, with the Board Chair-Elect serving as Committee Chair.

C. SPECIAL COMMITTEES

SECTION 1. Special Committees of ACEC-IL shall be appointed by the Board Chair. These Special Committees shall conform to the same structures as those governing all Standing Committees. The specific responsibility of each Committee shall be determined by the Board Chair and provided to the Committee.

SECTION 2. There shall be an annual review by the Board of Directors of all Special Committees to determine the appropriateness and the continuation of each Special Committee.

ARTICLE XV - RULES OF ORDER

Membership, Board of Directors and all Committee Meetings shall be conducted in accordance with Roberts Rules of Order. The Board Chair may designate a member as parliamentarian.

ARTICLE XVI - POLICY

The policies of ACEC-IL shall be established and followed in full support of the policies of ACEC. ACEC-IL may, where appropriate, cooperate in joint interests with other organizations. The efforts of ACEC-IL shall be directed in harmony with safe-guarding the life, health, safety, welfare, property and economy of the People.

ARTICLE XVII - RATIFICATION AND AMENDMENTS

SECTION 1. Amendments to these Bylaws may be proposed to the Board of Directors by petition of ten (10) Member Firms, by a majority vote of the Board of Directors or by a majority vote based upon voting power of ACEC-IL Member Firms at a Membership Meeting or Special Meeting. The Board of Directors shall submit the proposed amendment to ACEC-IL Member Firms for action within sixty (60) days, together with their recommendation.

SECTION 2. These bylaws may be amended by an affirmative vote of not less than two-thirds (2/3) of the voting power of ACEC-IL Member Firms submitting a ballot.

SECTION 3. Ballots on Amendments to the Bylaws shall be marked "Ballot to be returned by (insert date of return)", which markings shall allow a period of not less than fifteen (15) days nor more than thirty (30) days from the date of transmittal or mailing. Within thirty (30) days after the date of return the Secretary, or in the Secretary absence, a person designated by the Board Chair, shall advise the Membership of the results of the ballot. Bylaws changes authorized by ballot shall become effective on the "date of return" or as designated in the resolution proposing the amendment to the Bylaws.

ARTICLE XVIII - RULES OF POLICY AND PROCEDURE

SECTION 1. The Board of Directors of ACEC-IL may, by a majority vote of the Executive Committee, adopt Rules of Policy and Procedure for the administration of ACEC-IL. These Rules of Policy and Procedure shall include, but are not limited to, the following:

- a. Procedure for nomination of Fellows.
- b. Procedure for payment of dues.
- c. Procedure for administration of dues and membership removal.
- d. Updating and maintenance of the organization documents.
- e. Policies and rules of practice.
- f. ACEC-IL Code of Ethics for Board Members
- g. Disciplinary procedures for professional conduct.
- h. Registration Fees - ACEC Meetings.
- i. ACEC Professional and Ethical Conduct Guidelines.

SECTION 2. The Board of Directors may recommend amending the Rules of Policy and Procedure as long as such changes do not conflict with these Bylaws. Adoption of such amendment shall require a majority vote of the Executive Committee.

ARTICLE XIV - DISSOLUTION

SECTION 1. Upon dissolution or final liquidation of ACEC-IL, the assets of ACEC-IL remaining after payment of its obligations shall have been made or provided for, which assets shall not be held upon condition requiring return, transfer or conveyance, which condition occurs by reason of such dissolution or final liquidation, shall be transferred to

such domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of ACEC-IL, as the Board of Directors of ACEC-IL may by majority vote designate.

ARTICLE XX - RATIFICATION RESOLUTION

These Bylaws were approved by the Member Firms and became effective April 25, 1975. Amendments to these bylaws have been approved by the Member Firms to be effective on the following dates: October 1978; July 1980; December 1980; April 1981; April 1984; July 1990; April 2001; July 2002; July 2004; October 2012; April 2014; June 2018, August 2021, June 2022, May 2025

ARTICLE XXI - INDEMNIFICATION AMENDMENT

BE IT RESOLVED by the Board of Directors of the American Council of Engineering Companies of Illinois, that any and all of its officers and directors or former officers or directors, shall and are hereby indemnified against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings in which they or any of them are made parties, or a party, by reason of being or having been officers or directors of the Council, except in relation to matters as to which such officer or director, or former officer or director, shall be adjudged in such action, suit, or proceeding to be liable for neglect or misconduct in the performance of duties, and to such matters as shall be settled by agreement predicated on the extent of such liability for neglect or misconduct.