



## **Board of Directors - Meeting Agenda**

**April 19, 2023 12:00pm – 3:00pm  
800 North 3<sup>rd</sup> St. Fifth Floor Harrisburg, PA**

Call to Order/Roll Call	R. Bougher/Smithnosky
Antitrust Policy	R. Bougher
Consent Agenda	
January 26, 2023 meeting minutes	All
Committee Reports	Various
Financials (Action Needed)	Brackbill/Girman
February/March 2022 numbers	
FY23-24 Budget review and approval	
Membership Report (Action Needed)	Markosky/Babski
National Director Report (Action Needed)	Veydt
News from National	
PAC reports	
Governance Committee Report	Moore
Role descriptions	
By-laws update	
Governance Manual revisions	
Nominating Committee Report	Veydt
FY 23-24 Proposed slate of board nominations	

Events	Babski
Executive Director's report	Sailhamer
Legislative Day/ Reception April 11, 2023 testimony to HTC	
President's Report	R. Bougher
Indemnification language in contracts – status update ACEC PA priorities – meeting with PennDOT	
New Items	All
Separation Acts Coalition - Talarico TA letter to PennDOT – Rogers	
Executive Session	Voting members only
Adjourn	R. Bougher



## **ACEC/PA ANTITRUST COMPLIANCE POLICY**

1. Consistent with ACEC/PA's nonprofit and tax exempt purposes, ACEC/PA in the course of its activities shall not agree with, participate in, or give consideration to any activity, plan, understanding, agreement, or other arrangement that constitutes a violation of any federal or state antitrust laws, including but not limited to actions that would (a) raise or stabilize prices or fees for specific services, (b) boycott or refuse to do business with any third parties (other than through ACEC/PA's bona fide business contractual arrangements), (c) restrict or interfere with the exercise of free and independent judgment by the members in the management or operation of their respective business, or (d) obstruct or interfere with commerce or free and lawful competition.
2. ACEC/PA membership is open to all interested and eligible parties. Participation in ACEC/PA activities is also available on reasonable terms to non-members with a valid interest in such activities. No applicant for membership or party requesting to participate, who otherwise meets the qualifications set forth in the ACEC/PA Bylaws or adopted in ACEC/PA policy, may be rejected for any anti-competitive purpose.
3. Participants at ACEC/PA-sponsored activities should not discuss, exchange information, or enter into agreements on prices or fees or refuse to purchase, sell to, or otherwise impermissibly deal with competitors, customers, or suppliers.
4. Any information, materials, or reports of ACEC/PA available for the use of its members should be made available to non-members when non-availability of those materials imposes a significant economic disadvantage or cost to non-members that significantly limits their ability to compete against ACEC/PA members. Non-members may be charged higher prices than members as long as the higher prices are not unreasonable.
5. Discussions during ACEC/PA meetings should relate solely to the legitimate purposes of the Council. Care should be taken to avoid any discussion of competitively sensitive information, such as prices, rates, or fees; current or potential bids for particular services; terms on which any participants will or will not deal with particular competitors, suppliers, or customers; and matters relating to actual or potential individual suppliers or customers that might have the effect of influencing the business conduct of other companies toward such suppliers or customers.
6. To avoid even the perception that ACEC/PA meetings could violate this antitrust policy, good meeting practices should be exercised, including: the use of a written agenda; the prompt preparation of brief minutes summarizing the matters discussed and conclusions reached; and the retention and distribution of only final approved minutes.
7. Even informal discussions must comply with the principles and prohibitions of this policy.
8. A copy of this policy shall be provided to the Board of Directors, Committee Leadership, ACEC/PA Members At Large and all ACEC/PA Committee Members. The policy shall also be included in each ACEC/PA staff member's employee manual and posted for public viewing on the ACEC/PA website. Each ACEC/PA member and each participant in ACEC/PA activities, by virtue of their membership or participation, shall be deemed to have notice of the policy and agree to abide by it.

# Consent Agenda

January 26, 2023 meeting minutes

# MEETING MINUTES

## ACEC/PA Board Meeting - Meeting Minutes

January 26, 2023, at 12:00 pm

**Location: Lancaster Marriott, 25 South Queen Street, Lancaster, PA**

### Attendees Present:

Board Members: Roseline Bougher (President), Michael Bougher (President Elect), Mark Markosky (Vice President), Eric Veydt (Immediate Past President / National Director), Rosanna Smithnosky (Secretary), Tony Dougherty, Paul McNamee, Eric Meyer, Casey Moore, John Perkun, Damon Rhodes, Joseph Riley, Josh Wilson, Lonnie Young, Jim Maloney

ACEC/PA Staff: Sarah Babski  
Jean Brackbill

Guests: Doug George, Mike Kenawell, Jeff Roken

Not present: Michael Girman (Treasurer)

### Call to Order

Roseline Bougher called the meeting to order at 12:01.

R. Bougher opened the meeting with:

1. Antitrust Policy
  - a. R. Bougher reminded all of the Antitrust Policy that we are to uphold and asked if anyone had questions.
2. Consent Agenda
  - a. The meeting minutes for November 16, 2022 Board Meeting were provided in the board meeting packet).
  - b. R. Bougher asked for comments – none made.
  - c. Meeting minutes were approved unanimously. Josh Wilson moved Lonnie Young 2<sup>nd</sup>.
3. Events Report
  - a. Sarah Babski reported.
  - b. Regional meetings -January had a strong start. Western region meeting had the strongest attendance to date with February attendance looking good. All speakers lined up for February and March, excluding March Central Region.
  - c. Eastern region PAC fundraiser – The event was great but had lower than expected

attendance.

- d. GAC breakfast meetings will start in February with Secretary Carroll as guest speaker.
  - e. Diamond Awards – Expenses were high but were planned. Sponsorships and submissions were below expectations resulting in an anticipated loss for this event. Bar usage will confirm overall earnings / loss. Registration numbers were as expected.
  - f. Legislative Day is set for Tuesday April 25, 2023. Information is forthcoming. A breakfast with advocacy training is planned followed by a full day of scheduled visits. A reception is planned at the end of the day.
  - g. Annual Leadership meeting – To be held in Puerto Rico, and great activities and speakers are planned. Speakers include Brad Heigel, Old San Juan architecture speaker, and infrastructure and weather events in Puerto Rico. Awaiting a speaker from ACEC National. The topics are leadership focused. Room blocks are open. The Annual Meeting will be streamlined live at the ACEC PA office sometime in June 2023.
  - h. Fall Scholarship Golf Outing – planned for September 11, 2023 at the Royal Manchester, followed by the Infrastructure Conference at the Harrisburg Hilton. Currently looking for Tuesday night event ideas in downtown Harrisburg; input is welcome. We are not able to fit in PAC event. Pau McNamee and Young have ideas for PAC event and will coordinate. PAC events should be coordinated through GAC now that the group is reinstituted.
  - i. The 2023-2024 events calendar is “under construction”.
  - j. Eastern region will maintain the location.
  - k. Central region considering a return to West Shore County Club and holding GA the same morning.
  - l. The Western region will remain at Greentree Hilton.
  - m. ACEC PA Fall Day (day before the APC conference) – This event is returning and will consist of a GA breakfast and Central region lunch meeting. This will be in Hershey, but may not be at the Hershey Lodge. There was a lot of feedback to bring this back.
  - n. Proposing a new charity event in December. Something easy. Casey asked if we can consider doing that regionally which is logical. Idea noted to make it a competition between regions.
  - o. 2024 Diamond Award is booked at same Lancaster Marriott location.
4. Committee Reports
- a. WEE Committee– reported by Mike Kenawell
    - 1) This is a new combined committee with 24 members.
    - 2) Held 2 meetings this fiscal year, meeting occurrence is bi-monthly.
    - 3) The committee has 2 goals – Legacy goals and building relationships with

new targeted agencies. Looking at other agencies – specifically water and wastewater, such as Pittsburgh Water and Sewer, ALCOSAN.

- 4) Targeted Agencies work - Talked to Pittsburgh Water and Sewer Authority on how to collaborate w/ACEC PA and how they can help. Key issue is resiliency. Kenawall suggested adding this resiliency topic to the Fall Conference. Next new agency reach out is Philadelphia Water and Sewer.

Legacy goal is the permit subcommittee task force work. Ongoing actions to improve work including KEES system. Holding calls with Bureau of Design. Trying to reduce redundancy, reduce comments and understand where coming from with different comments per District.

Seeing good participation from water, but not as much from energy.

b. Innovative Delivery – reported by Doug George

- 1) Met last Tuesday and before that in July 2022.
- 2) Topics DBBV PennDOT Policy preparing comments and awaiting further comments. Drafting a response to PennDOT with position. Several areas of concern including unclear on how selecting project / candidates, not clear when use 1 vs 2 step process. The document is very broad.
- 3) Digital Delivery –Got info from Mike Melley (PennDOT) that there is an interim digital delivery manual coming out at the end of February 2023. PennDOT workspaces were made available. Ten pilot projects are in the queue with consultants assigned. **Action Item - Rose will discuss Digital Delivery expectations and guidance with PennDOT.**

Questioned if learning curve impacts to consultants is discussed in these meetings. Said yes discussed such need for information to help learn. R. Bougher suggested we tell them what we need. More training is needed.

5. Financials (**Action Needed**)

- a. October and November 2022 financials are in the meeting packet.
  - 1) Jean Brackbill gave a report.
  - 2) IRS Form 990 is an open item from the last Board meeting– this was filed prior to the year 2022 end.
  - 3) The Financial Report new format was discussed and is provided in XLS for ease of viewing collapsed sub accounts. Expenses are categorized – such as for ACEC PA events, Region events, Special events. There is a new section “general admin and operating expenses”.
  - 4) January anniversary billing will be prorated to year end to move toward fiscal year billing.



- 5) The Spring conference is cancelled which projected 22k revenue – we anticipate making this up within the same fiscal year.
- 6) Diamond Award cancellation fees of \$15,000 from prior year were allowed to be applied to this 2023 Diamond Award, this will help in making up Spring Conference.
- 7) Advertising expense includes the cost to advertise ACEC PA staff positions.
- 8) Internet was upgraded at ACEC PA office and able to hold same fees for service.
- 9) The decrease in the bank accounts from 2021 was questioned. We believe this is due to shifting funds from long term to short term funds. **Action Item Jean will check this to confirm why this occurred.**
- 10) Dues owed to ACEC National were questioned (page 16). This is because we fell behind in the dues payment. We are learning due dates to ensure this does not happen in the future.
- 11) Accounts Receivable (A/R) components were questioned. **Action Item – Jean will clarify what makes up A/R.**
- 12) ACEC royalty income was clarified. This is based on an annual review in which ACEC PA gets royalties related to PA members using ACEC National plans.
- 13) In process of preparing December financials.
- 14) Financials were approved unanimously. McNamee moved Casey Moore 2<sup>nd</sup>.

- b. PACE PAC account – This account is still open. Discussed depleting the account in 2023. Currently using this account for Stambaugh Ness Quickbooks fee, but can now add paying Commonwealth Compliance from this account (\$600/month).
- c. CEPA PAC – Received some donations in January so the account is higher than shown in reports.
- d. PAC contributions were close, behind about \$3,000.
- e. CEPA PAC cornhole event raised money.
- f. January CEPA PAC fundraiser raised \$450.
- g. There was a mistake between accounting on PACE PAC and CEPA PAC. This was not an ACEC PA error. Commonwealth Compliance found this, and it is being corrected.
- h. Other associations were noticed to allow corporate checks. Comm Compliance is preparing a memo to clarify what we can use PAC funds for. **Action – R. Bougher will provide this memo to the Board.**

6. Membership Report (**Action Needed**)
  - a. Presented by Mark Markosky.



- b. Report is in the Board packet – there was a new addition to add the number of firms.
  - c. We have fewer firms than last year but more employees so higher index #.
  - d. Stahl Shaeffer is re-joining.
  - e. SAM is thinking about joining.
  - f. Sanborn Hennenberger and Assoc considering joining.
  - g. Two Pittsburgh members may join.
  - h. Membership Report was unanimously approved. Moore moved, Mike Bougher 2<sup>nd</sup>.
7. National Director Report (**Action Needed**)
- a. Presented by Eric Veydt.
  - b. PAC Report for National – close to goal at \$29,900 raised toward \$34,000 goal, so National accepting as met goal. All Board members met their obligations.
  - c. The board goal is to donate by May. Spring Sweepstakes is out there.
  - d. Pittsburgh MO end is completed.
  - e. Discussed encouraging earlier in year for contributions. Discussed GAC newsletter will help in transparency of how money is used and returns from contributions – this will hopefully encourage ongoing contributions.
  - f. The National Director Report was approved unanimously – Damon Rhodes moved, Markosky 2<sup>nd</sup>.
8. Strategic Plan – The items accomplished were discussed.
- a. The Teams site is ready – ask for an invitation if you did not get it. This site shows all tasks, but tasks need assigned in Teams (they are already assigned in the pdf document). Overview shows: 60 tasks left, 15 in progress, 2 behind, 9 completed, 43 not started.
  - b. Rose noted some things are behind – need to move those or they are going to ripple into year 2 progress. If can't do it, let Rose know and it will be assigned to someone else.
  - c. Membership Goal (Markosky) discussed what he has done and documented in Teams. Mark attached S/P part that addresses membership for reference. Sec 5.1.2 Member Survey – added attachment with ideas for survey. Anyone on Board can then look at this and provide feedback. 5.1.3 Report to Board. 5.1.4 Review Prior Plan – attached past President Frary's document regarding Membership Engagement. Assigning Board members as Liaison to firms. 5.2.1 New Member Proposition Document – attached in Teams. 5.2.2 Member Hot Prospect Firm list was attached. New ED will play a key role in executing parts of this. Mark asked if this approach was intent of how used. R. Bougher agreed this was helpful.
  - d. Jim Maloney and R. Bougher to ensure all the right people are assigned. **Action – Maloney will lead scheduling this.**

## 9. Government Affairs Committee Report

- a. Larry Bankert reported.
- b. See Appendix for the Government Affairs Committee Report as documentation of topics discussed.
- c. Discussed if advocacy training can be more regional. Larry said he will investigate this and see what can be done (**Action Item**).

## 10. Presidents Report

- a. Indemnification language – a meeting was held with PennDOT (Melissa Batula and PennDOT lawyers), and ACEC PA representatives (R. Bougher, M. Bougher, E. Veydt, and Tony Potter). Progress was made by showing how other states approved legislation to change the language. T. Potter drafted a letter, used information from Ohio and Michigan and sent it to PennDOT last week. Discussed covering this topic under TQI meeting. M. Batula felt this could be handled “on the side” outside of the TQI initiatives. Rose hoping this can be resolved in the next few months at PennDOT level. The legislative side will be moving forward. Questions were asked if we were dealing with Pennsylvania Turnpike on this same topic.
- b. Priorities will be given to the new administration upon the new Secretary starting.
- c. SB 35 to stop auto gas tax increase. A letter was sent on January 25, 2023 to the Appropriation Committee chairs. Once we know who is on the Transportation Committee then they will get this letter, and then provide it to any applicable legislators. They will know our position. APC sent a letter that covered SB 35 and SB 121.

Discussed SB 121 Board opinion as what we should say – taper down vs stop right away. **Action – Board to think about and email opinions to R. Bougher.**

- a. La Torre membership communications – since October we have seen a spike in our emails being opened. Sending topic specific focused emails as they arise is more effective than long newsletters.
- b. MPP event in Pittsburgh – Attended by D. Rhodes. It was a training session on the contracting side. Small number of consultants who were mostly gone by 10:00 AM.
- c. Next Board Mtg – April 19, 2023. Location at the ACEC PA office. Look at office options that will fit us all (Stantec offered office).

## 11. DRPA committee Update (Jeff Roken)

- a. Big workshop held with DRPA was well attended.
- b. Meeting bimonthly and with NJ quarterly. About 20 attendees.
- c. Formed a subcommittee to focus on CM CI issues with DRPA.
- d. DRJTBC has a new bridge engineer – trying to have small mtg w/ him, solicit feedback on consultant community then try to get a meeting with him.
- e. T. Dougherty suggested coordination with the Construction Services committee.

## 12. New Items

- a. Governance next committee meeting is targeted for February 16, Casey will send invite.

## Executive Session

There was a 10-minute break. Nonvoting Board members were dismissed from meeting before going into Executive Session.

## End Exec Session

Resolution signed to enable new Executive Director to be authorized signer for ACEC PA effective position start date of February 6, 2023.

Number of signers is noted as one, per ByLaws Sec 12, p. 20 Laws. C. Moore mentioned the approach to have more than one signer authorized as backup. Discussed who additional signers should be – recommended President-elect and Treasurer.

C. Moore made motion to add President Elect and Treasurer to be additional signers if Executive Director is not available to sign. Discussion to make necessary modifications to Governance Manual. Discussed concern of locations as signing is in Harrisburg, PA (ACEC PA office location). Changes will occur every year for whom is the signer – this authorization will need to occur at the bank each year. Discussion to modify motion to add changes to the Financial Policy and Procedures. Motion was approved. Casey moved, Paul 2<sup>nd</sup>. All were in favor. There will be a future resolution to add the two additional signers

Discussed having 2 signers on checks over certain amount. This discussion is tabled.

Motion made to adjourn the meeting at 3:16 PM, R. Bougher moved Eric Meyer 2<sup>nd</sup>, and all were in fav

# MEETING MINUTES

## ATTACHMENTS

## **ACEC/PA Government Affairs Committee (GAC) Board Report January 26, 2023**

1. Held GAC meeting on 1/9/23 with strong participation of over 30 members:
  - a. Discussed ACEC/PA Goals as well as the focus areas of the GAC committee.
  - b. Solicited volunteers to assist with each of the four subcommittees. The subcommittees include: GAC Breakfast Coordination/Speakers, Legislative Receptions, Legislative Days, and Quarterly Newsletter.
2. GAC Breakfast Coordination/Speakers:
  - a. February 8<sup>th</sup> Breakfast: Secured Secretary of Transportation Mike Carroll
  - b. March 15<sup>th</sup> Breakfast: Secured Senate Transportation Chair Wayne Langerholc
  - c. Thank you to Mike Girman and Jill Bolt for securing our speakers
3. Legislative Reception:
  - a. The reception will be April 25<sup>th</sup> – the same date as the legislative day \*\*\*\*\* this is new. Sarah is checking with the Hilton to see if we can get a room.
  - b. On legislative day itself, John Taylor with Archer Public Affairs (former PA House rep from Philly) will give pointers on how to conduct legislative outreach. He has spoken many times to ACEC, most recently at the Eastern chapter breakfast.
  - c. The reception group has the list of representatives and senators and their contact information. We need to send out Save the date cards soon.
  - d. Our group will then identify who we should target and reach out to make a personal invite to the event.
4. Legislative Day(s) – Two Events and Materials
  - a. March 7<sup>th</sup> - Morning Committee and Governor Office Small Group Meetings. Working on a schedule of events to potentially include: Transportation Committee members, the appropriate committee members related to the indemnification issue, and Governor's Deputy Chief of Staff and Deputy for Policy
  - b. April 25<sup>th</sup> – Senate Legislative Day
  - c. Materials/Handouts – ACEC/PA priorities (indemnification and QBS, particularly) and funding
5. Quarterly Newsletter – no current update
6. Next GAC meeting scheduled between GAC Breakfast and Central Chapter Meeting on 2/8.

# Financials

Treasurer's memo

February 2023 – excel sheet

FY2023-2024 proposed budget



AMERICAN COUNCIL OF ENGINEERING COMPANIES  
*of Pennsylvania*

**TREASURER MEMO**  
**Proposed FY2023/FY2024 Budget**

April 12, 2023

Finance Committee: Eric Veydt (Immediate Past President), Roseline Bougher (President), Mike Bougher (President Elect), Mark Markosky (Vice President), Michael Girman (Treasurer), Rosanna Smithnosky (Secretary), Paul McNamee, Mark Kinee, Shawn Glick

ACEC/PA Staff: Brent Sailhamer, Jean Brackbill, Sarah Babski

The Finance Committee met several times of the course of the last few months to review FY22/FY23 year end forecasts and develop the proposed Fy23/FY24 Budget.

**FYE 2022-2023 Forecast vs 2023-2024 Proposed Budget Highlights**

1. Membership Dues
  - a. FYE 2023 Forecast reflects discounts for prorated dues
    - i. The Anniversary member dues billings were prorated to allow annual dues billings on 07/01/2023 consistent with all member dues billings
    - ii. A small portion of Anniversary member dues billings will be prorated during FYE 2024
  - b. FYE 2023 Forecast reflects dues discounts
    - i. Dues discounts were provided to several new members from ACEC Pittsburgh
    - ii. These members will receive a smaller discount during FYE 2024
  - c. FYE 2024 Proposed Budget
    - i. A 6% dues increase was calculated for Member Firms based on current number of members and current FTEs; the factor applied to the index number changes from \$316.17 to \$335.14
    - ii. A 6% dues increase was calculated for Affiliate members based on current number of members; the dues amount of \$1,685 increases to \$1,786
    - iii. Base rate for Member Firm dues remains the same at \$500



- iv. The dues amounts do not reflect any new or cancelled memberships
- 2. Advertising Expense
  - a. FYE 2023 Forecast amount was unusually high due to ads to fill staff positions
  - b. FYE 2024 Proposed Budget is minimal with little anticipated expense
- 3. Auto Lease Expense
  - a. FYE 2023 Forecast vs FYE 2024 Budget includes amounts consistent with the existing lease for the company vehicle
  - b. The lease expires 10/05/2024
- 4. Bank/Credit Card Fees
  - a. Higher card payment processing fees are anticipated during FYE 2024
  - b. The vendor (Your Membership) for the membership database used by ACEC/PA required their clients to use their preferred card processor or pay a surcharge based on the annual subscription fee for using a different card processor; the surcharge was an additional 17% of the annual subscription fee.
  - c. ACEC/PA switched to the new card processor during the second quarter of FYE 2023
- 5. Dues/Subscriptions Expense
  - a. ACEC/PA currently has a three-year contract with Higher Logic, a vendor that provides the Committees platform on the ACEC/PA website
    - i. The three-year contract for a subscription billed annually expires April 2024
    - ii. The subscription fee paid for the third year was about \$10,000
- 6. Office Supplies/Copier Expense
  - a. The existing copier lease expires 08/2023; the lease was for a reconditioned copier
  - b. A new lease quote for a “new” reconditioned copier was received; pricing of \$136.57 per month for the new lease/maintenance contract is slightly less than the existing lease/maintenance contract pricing
  - c. The existing copier is at least 8 years old
    - i. Buyout price is \$1,394.92
    - ii. Suppliers discontinue manufacturing parts for copiers that are 7 years old
  - d. A new lease standard for any lease with terms greater than one year must be recorded as an asset with an offsetting liability; only the lease interest and sales tax expense are included in the Forecast and Proposed Budget
  - e. A Capital Budget amount for the copier lease is estimated at \$1,300 for FYE 2024
- 7. Personnel Expense
  - a. FYE 2024 Proposed Budget reflects a 5% salary increase
- 8. Professional Services Expense
  - a. FYE 2024 Proposed Budget reflects a decrease in Accountant Expense for RKL to perform the annual review at a cost of \$9,000 during FYE 2024 vs \$15,000 billed during FYE 2023

- b. Quotes from other accounting firms have been requested for review
9. Rent Expense
- a. Office lease renewal term: 06/01/2021 to 05/31/2024; Two one-year lease agreements included in addendum
  - b. 2% rent increase annually; Parking fees; Garage \$120/month; Deck: 2 @ \$115/month
  - c. The monthly rent will increase from \$3,318.91 to \$3,385.29 starting January 2024
10. Infrastructure Conference
- a. Conference is expanding to two days with registration prices increasing to reflect that, as well as added expenses.
  - b. Venue for next 2023 conference is a higher priced hotel (Hilton Harrisburg) vs the 2022 conference (Toftrees in State College)
  - c. Stand to make net revenue of \$17K+ compared to \$27K last year.
11. Annual Leadership Meeting
- a. Meeting to take place in state and anticipate double the attendance due to that
  - b. Anticipating almost \$10K in net revenue in 2024 compared to a loss in 2023
12. Diamond Awards for Engineering Excellence
- a. Looking to make small changes to the event without increasing price if possible in order to make higher profit on event in comparison
  - b. Would like to increase net revenue in 2024 to almost \$10K vs \$4K in 2023
13. Fall Day
- a. Bringing back event from 2019 in order to capitalize on the APC Fall Conference
  - b. Will combine one Central Region Meeting and one Government Affairs Breakfast with a Keynote Speaker to create a 6 hour event.
  - c. Anticipate 200 people and net revenue of almost \$15K
14. Government Affairs Meetings
- a. Only held two of these meeting 2022-2023 fiscal year and will double that for 2023-2024 fiscal year
  - b. Also moving the event to West Shore Country Club where we will save on expenses with no rental and cheaper AV.
  - c. Speakers will play a huge part in attendance so we conservatively estimated \$8K in net revenue which is down a little from current fiscal year but we are putting on twice as many events.
15. Legislative Day
- a. Due to an accumulation of sponsorship money from pandemic years, we expect about \$7K in leftover sponsorship revenue to go towards the 2024 event.
  - b. Traditionally, this event does not net any profit, but for the above reason, we will in this fiscal year and likely will do the same for next fiscal year.
16. Scholarship Golf Outing
- a. This event is always a wash as any net profit would go to the scholarship fund, which is anticipated at almost \$14K for this coming fiscal year.
17. Regional Meetings
- a. Central is moving to West Shore Country Club where we will save on expenses with no room rental and cheaper AV.
  - b. Eastern is still working to secure the location for the 2023-2024 meetings but will keep it similar in costs to the 2022-2023 meetings.
  - c. Western Meetings have been moved back to Cefalo's where we won't pay for rental and pay less in AV so we will save on expenses and make more profit.

- d. Looking to make a net revenue of \$40K+ on these meetings by reducing costs and increasing attendance with a focus on quality speakers, which is an increase of \$10K+ in profit YOY.

American Council of Engineering Companies of Penns  
Budget vs. Actuals: FY 2022-2023 - FY23 P&L  
July 2022 - June 2023

	Feb 2023 Actual	Jun 2022 to Feb 2023 Actual	FY 2022-2023 Budget	YTD % of Budget	FY 2022-2023 Forecast
<b>Revenue</b>					
<b>Dues Income</b>					
3001 Base ACEC/PA Dues	1,375.88	53,375.88	58,300.00	91.55%	53,750.88
3002 ACEC/PA Dues	1,085.08	389,017.26	397,500.00	97.87%	390,744.34
3003 Affiliate Dues		26,960.00	33,920.00	79.48%	27,802.50
3005 ACEC Dues Rounding Difference		19.32	45.00	42.93%	19.32
<b>Total Dues Income</b>	<b>2,460.96</b>	<b>469,372.46</b>	<b>489,765.00</b>	<b>95.84%</b>	<b>472,317.04</b>
<b>Events &amp; Region Meetings/Special Events Income</b>					
<b>Events Income</b>					
ACEC/PA Fall Conference Income / Infrastructure	0.00	41,489.50	43,775.00	94.78%	41,489.50
Annual Leadership Meeting Income	15,675.00	22,630.00	31,000.00	73.00%	36,590.00
Diamond Awards Income	75.00	62,232.74	68,400.00	90.98%	62,232.74
Fall Day Income					
Govt Affairs Event Income	1,955.00	7,130.00	8,200.00	86.95%	9,455.00
Legislative Day Income	300.00	15,514.75	8,500.00	182.53%	16,014.75
Scholarship Golf Outing Income	0.00	34,869.70	38,500.00	90.57%	34,869.70
Spring Conference Income	0.00	1,300.00	53,200.00	2.44%	1,300.00
<b>Total Events Income</b>	<b>18,005.00</b>	<b>185,166.69</b>	<b>251,575.00</b>	<b>73.60%</b>	<b>201,951.69</b>
<b>Events-Region Meetings/Special Events Income</b>					
Central Region Meeting Income	4,480.00	23,744.20	18,750.00	126.64%	27,898.20
Central Region Special Event Income		1,676.25	0.00		1,676.25
Eastern Region Meeting Income	4,165.00	21,418.25	22,500.00	95.19%	25,897.25
Western Region Meeting Income	2,936.00	36,071.35	24,375.00	147.99%	39,488.35
<b>Total Events-Region Meetings/Special Events Income</b>	<b>11,581.00</b>	<b>82,910.05</b>	<b>65,625.00</b>	<b>126.34%</b>	<b>94,960.05</b>
<b>Total Events &amp; Region Meetings/Special Events Income</b>	<b>29,586.00</b>	<b>268,076.74</b>	<b>317,200.00</b>	<b>84.51%</b>	<b>296,911.74</b>
<b>Member Directory Income</b>		1,200.00	3,600.00	33.33%	1,200.00
<b>Misc Income</b>		107.82	600.00	17.97%	107.82
<b>Newsletter Advertising Income</b>		0.00	100.00	0.00%	0.00
<b>Royalty Income-ACEC BIT</b>		0.00	3,900.00	0.00%	2,000.00
<b>Total Revenue</b>	<b>32,046.96</b>	<b>738,757.02</b>	<b>815,165.00</b>	<b>90.63%</b>	<b>772,536.60</b>
<b>Gross Profit</b>	<b>32,046.96</b>	<b>738,757.02</b>	<b>815,165.00</b>	<b>90.63%</b>	<b>772,536.60</b>
<b>Expenditures</b>					
<b>Events &amp; Special Projects Expense</b>					
<b>Events Expense</b>					
ACEC/PA Fall Conference Expense	0.00	14,100.69	14,850.00	94.95%	14,100.69
Annual Leadership Meeting Expense	500.00	16,492.61	31,750.00	51.95%	38,615.28
Diamond Awards Expense	0.00	54,920.33	56,825.00	96.65%	54,920.33
Fall Day Expense					
Govt Affairs Event Expense	3,904.19	3,904.19	9,530.00	40.97%	6,536.38
Legislative Day Expenses	0.00	0.00	8,500.00	0.00%	10,550.00
Scholarship Golf Outing Expense	0.00	32,932.87	38,500.00	85.54%	32,932.87
Spring Conference Expense	0.00	0.00	31,200.00	0.00%	
<b>Total Events Expense</b>	<b>4,404.19</b>	<b>122,350.69</b>	<b>191,155.00</b>	<b>64.01%</b>	<b>157,655.55</b>
<b>Events-Region Meetings/Special Events Expense</b>					
Central Region Meeting Expense	3,550.08	17,308.86	12,080.00	143.29%	21,911.05
Central Region Special Event Expense		1,698.94	0.00		1,698.94
Eastern Region Meeting Expense	2,725.21	10,873.03	9,530.00	114.09%	14,101.19
Western Region Mtg Expense	5,552.03	22,639.97	7,230.00	313.14%	28,285.77
<b>Total Events-Region Meetings/Special Events Expense</b>	<b>11,827.32</b>	<b>52,520.80</b>	<b>28,840.00</b>	<b>182.11%</b>	<b>65,996.95</b>
<b>Special Projects Expense</b>					
PennDOT Innovations Challenge Expense			1,500.00	0.00%	1,500.00
Safety Stand Down Expense	0.00	256.67	1,850.00	13.87%	256.67
<b>Total Special Projects Expense</b>	<b>0.00</b>	<b>256.67</b>	<b>3,350.00</b>	<b>7.66%</b>	<b>1,756.67</b>
<b>Total Events &amp; Special Projects Expense</b>	<b>16,231.51</b>	<b>175,128.16</b>	<b>223,345.00</b>	<b>78.41%</b>	<b>225,409.17</b>
<b>General Operating and Administrative Expenses</b>					
Advertising Expense		1,200.18	200.00	600.09%	1,200.18
Auto Expense	128.98	548.88	1,180.00	46.52%	933.88
Auto Lease	530.84	4,246.72	6,400.00	66.36%	6,370.08
Bank / Credit Card Fees	1,573.26	8,768.63	5,880.00	149.13%	11,768.63
Board Expense	0.00	5,584.19	19,000.00	29.39%	13,320.00
Committee Expense		0.00	500.00	0.00%	0.00
Depreciation Expense	190.14	1,521.12	1,700.00	89.48%	6,185.16
Dues/Subscriptions Expense	707.22	31,497.43	39,600.00	79.54%	39,195.43
Insurance Expense	404.70	5,731.60	7,241.00	79.15%	7,162.40
Internet Services Expense	166.79	2,427.10	3,200.00	75.85%	3,493.10
Member-Related (non-travel) Expense		1,536.87	750.00	204.92%	1,536.87

	Feb 2023 Actual	Jun 2022 to Feb 2023 Actual	FY 2022-2023 Budget	YTD % of Budget	FY 2022-2023 Forecast
Misc Expense		0.00	50.00	0.00%	0.00
Office Supplies/Copier Expense		0.00	0.00		
4501 Supplies	36.97	1,935.36	3,200.00	60.48%	2,085.36
4502 Copier Supplies/Equipment	30.08	306.99	5,400.00	5.69%	366.99
4502.1 Interest Paid - Copier Lease	6.22	49.76	107.00	46.50%	45.70
Total 4502 Copier Supplies/Equipment	36.30	356.75	5,507.00	6.48%	
4503 Office Expense/Gifts	73.27	221.87	750.00	29.58%	221.87
Office Supplies/Copier Expense	146.54	2,513.98	9,457.00	26.58%	2,719.92
Personnel Expense		0.00	0.00		
4001 Salaries	16,730.78	174,065.47	295,000.00	59.01%	276,180.91
4001.1 Salaries - Vacation	644.14	1,058.76	1,000.00	105.88%	4,990.43
Total 4001 Salaries	17,374.92	175,124.23	296,000.00	59.16%	281,171.34
4002 ER Payroll Tax	1,649.71	13,481.50	25,000.00	53.93%	21,129.07
4003 Employee Benefits	1,540.74	14,236.85	21,000.00	67.79%	24,217.85
4004 401 (k) Employer Match	215.37	5,656.08	8,000.00	70.70%	9,203.97
4005 Payroll Fees	162.40	1,482.80	2,032.00	72.97%	2,228.18
Personnel Expense	20,943.14	209,981.46	352,032.00	59.65%	337,950.41
Postage Expense	23.08	159.41	250.00	63.76%	159.41
Printing Expense		0.00	250.00	0.00%	0.00
Prof Dev/Meetings Expense		(422.00)	1,500.00	-28.13%	-422.00
Professional Services Expense		0.00	0.00		
Accountant	93.75	15,343.75	9,000.00	170.49%	15,343.75
Computer/IT	145.91	7,753.94	11,000.00	70.49%	10,371.28
Legal	1,551.00	17,907.00	750.00	2387.60%	17,907.00
Lobbying Expenses	816.67	5,633.36	10,000.00	56.33%	8,300.00
Public Relations	5,000.00	40,227.49	63,000.00	63.85%	60,227.49
Professional Services Expense	7,607.33	86,865.54	98,750.00	87.97%	112,149.52
Rent Expense	3,668.91	29,351.28	44,027.00	66.67%	44,026.92
Telephone Expense	485.95	4,529.54	8,000.00	56.62%	6,569.54
Tenant Improvements Expense		0.00	500.00	0.00%	0.00
Travel Expense	0.00	663.91	13,000.00	5.11%	663.91
Total General Operating and Administrative Expenses	36,576.88	396,705.84	613,467.00	64.67%	594,983.36
Member Directory Expense		0.00	1,800.00	0.00%	594,983.36
Total Expenditures	52,808.39	571,834.00	838,612.00	68.19%	820,392.53
Net Operating Revenue	(20,761.43)	166,923.02	(23,447.00)	-711.92%	-47,855.93
Other Revenue					
Bank/Investment Account Interest Income		0.00	0.00		
3901 Investment Account Interest Income		0.00	1.17	0.00%	
Investment/Money Market Account Interest Income	0.04	32.10	12.00	267.50%	
Operating Account Interest Income	36.45	152.88	0.00		
Scholarship Account Interest Income		5.91	2.00	295.50%	
Bank/Investment Account Interest Income	36.49	190.89	15.17	1258.34%	265.89
Credit Card Rewards		0.00	0.00		1,081.84
Investment Account Unrealized Gain/Loss	(2,828.76)	531.29	0.00		
Total Other Revenue	(2,792.27)	722.18	15.17		1,347.73
Net Other Revenue	(2,792.27)	722.18	15.17		1,347.73
Net Revenue	(23,553.70)	167,645.20	(23,431.83)	-715.46%	-46,508.20

#### Note 1

Current copier lease expires 08/2023 (Monthly lease payments are \$116.60 excluding the maintenance contract - average monthly payment for maintenance contract including copy overages is \$22.25 ) - Total monthly cost of \$138.83

New copier lease for "new" reconditioned copier is quoted at \$136.57 per month including the lease and maintenance contract; Cost is slightly lower due to reduce cost of toner cartridges

There is a new lease standard that will be effective for June 30, 2023; any lease with terms greater than one year will need to be recorded as an asset along with an offsetting liability.

Copier review with new lease option provided by current vendor, Executive Image Solutions; a quote was requested from Doceo, a company that markets nonprofit organizations

# American Council of Engineering Companies of Penns

## Statement of Financial Position Comparison

As of February 28, 2023

	As of Feb 28, 2023	Total As of Feb 28, 2022 (PY)	Change	% Change
<b>ASSETS</b>				
<b>Current Assets</b>				
<b>Bank Accounts</b>				
Wells Fargo Checking Account-Gen Op Fund 5407	466,927.21	399,961.72	66,965.49	16.74%
Wells Fargo Investment Account-Long Term 9758	83,009.90	112,762.79	-29,752.89	-26.39%
Wells Fargo Investment Account-Short Term 4856	27,150.04		27,150.04	
Wells Fargo MM Account-Scholarship Fund 4135	9,133.88	21,126.92	-11,993.04	-56.77%
<b>Total Bank Accounts</b>	<b>\$ 586,221.03</b>	<b>\$ 533,851.43</b>	<b>\$ 52,369.60</b>	<b>9.81%</b>
<b>Accounts Receivable</b>				
1200 *Accounts Receivable	16,310.42	12,912.91	3,397.51	26.31%
1201 Allowance for Bad Debts	0.00	0.00	0.00	
<b>Total Accounts Receivable</b>	<b>\$ 16,310.42</b>	<b>\$ 12,912.91</b>	<b>\$ 3,397.51</b>	<b>26.31%</b>
<b>Other Current Assets</b>				
<b>1210 Prepaid Expenses</b>				
1210.1 Prepaid Meetings and Events	3,535.03	22,236.25	-18,701.22	-84.10%
1210.2 Prepaid Insurance	4,745.78	22.56	4,723.22	20936.26%
1210.3 Prepaid Expenses	4,662.26		4,662.26	
1210.4 Prepaid Expense-EZ Pass	225.00		225.00	
<b>Total 1210 Prepaid Expenses</b>	<b>\$ 13,168.07</b>	<b>\$ 22,258.81</b>	<b>-\$ 9,090.74</b>	<b>-40.84%</b>
1499 Undeposited Funds	14,953.23	2,175.00	12,778.23	587.50%
<b>Total Other Current Assets</b>	<b>\$ 28,121.30</b>	<b>\$ 24,433.81</b>	<b>\$ 3,687.49</b>	<b>15.09%</b>
<b>Total Current Assets</b>	<b>\$ 630,652.75</b>	<b>\$ 571,198.15</b>	<b>\$ 59,454.60</b>	<b>10.41%</b>
<b>Fixed Assets</b>				
1062 Office Equipment	0.00	0.00	0.00	
1062A Original Cost	44,173.78	34,883.06	9,290.72	26.63%
1062B Accumulated Depreciation	-30,261.27	-22,404.27	-7,857.00	-35.07%
<b>Total 1062 Office Equipment</b>	<b>\$ 13,912.51</b>	<b>\$ 12,478.79</b>	<b>\$ 1,433.72</b>	<b>11.49%</b>
1063 Leasehold Improvements	3,410.00	3,410.00	0.00	0.00%
<b>Total Fixed Assets</b>	<b>\$ 17,322.51</b>	<b>\$ 15,888.79</b>	<b>\$ 1,433.72</b>	<b>9.02%</b>
<b>TOTAL ASSETS</b>	<b>\$ 647,975.26</b>	<b>\$ 587,086.94</b>	<b>\$ 60,888.32</b>	<b>10.37%</b>
<b>LIABILITIES AND EQUITY</b>				
<b>Liabilities</b>				
<b>Current Liabilities</b>				
<b>Accounts Payable</b>				
2200 *Accounts Payable	61,422.62	3,550.47	57,872.15	1629.99%
<b>Total Accounts Payable</b>	<b>\$ 61,422.62</b>	<b>\$ 3,550.47</b>	<b>\$ 57,872.15</b>	<b>1629.99%</b>
<b>Credit Cards</b>				
Chase Visa Card-JB 6354	925.82		925.82	
Chase Visa Card-LS 7998	0.00		0.00	

Chase Visa Card-RB 5204	428.98		428.98	
Chase Visa Card-SB 0927	251.92		251.92	
Wells Fargo Visa Card-LS 2483	0.00		0.00	
Wells Fargo Visa Card-SB 0056	0.00		0.00	
<b>Total Credit Cards</b>	<b>\$ 1,606.72</b>	<b>\$ 0.00</b>	<b>\$ 1,606.72</b>	
<b>Other Current Liabilities</b>				
2211 Deferred Revenue	0.00	-0.50	0.50	100.00%
2211.7 Deferred Revenue-Western Region Meeting	2.00		2.00	
<b>Total 2211 Deferred Revenue</b>	<b>\$ 2.00</b>	<b>-\$ 0.50</b>	<b>\$ 2.50</b>	<b>500.00%</b>
2502 Capital Lease Obligation	663.10	1,904.17	-1,241.07	-65.18%
25600 Dues Owed to National	0.00	0.00	0.00	
25610 Dues Owed to National - Current	93,746.16	28,979.29	64,766.87	223.49%
25615 Prepaid ACEC Dues-Anniversary Billing	6,548.06	8,181.64	-1,633.58	-19.97%
25620 Dues Owed to National - Past Due	0.00	0.00	0.00	
<b>Total 25600 Dues Owed to National</b>	<b>\$ 100,294.22</b>	<b>\$ 37,160.93</b>	<b>\$ 63,133.29</b>	<b>169.89%</b>
25700 Accrued Payroll and Taxes	0.00	3,270.00	-3,270.00	-100.00%
25800 ACCRUED VACATION	1,551.06	690.04	861.02	124.78%
3315 Scholarship Donations	0.00	675.00	-675.00	-100.00%
401 (k) Payables			0.00	
401 (k) Loan Repayment Payable	0.00		0.00	
401 (k) Payroll Deferrals Payable	698.07		698.07	
<b>Total 401 (k) Payables</b>	<b>\$ 698.07</b>	<b>\$ 0.00</b>	<b>\$ 698.07</b>	
PA Department of Revenue Payable	0.00	0.00	0.00	
<b>Total Other Current Liabilities</b>	<b>\$ 103,208.45</b>	<b>\$ 43,699.64</b>	<b>\$ 59,508.81</b>	<b>136.18%</b>
<b>Total Current Liabilities</b>	<b>\$ 166,237.79</b>	<b>\$ 47,250.11</b>	<b>\$ 118,987.68</b>	<b>251.83%</b>
<b>Total Liabilities</b>	<b>\$ 166,237.79</b>	<b>\$ 47,250.11</b>	<b>\$ 118,987.68</b>	<b>251.83%</b>
<b>Equity</b>				
2900 Opening Bal Equity	0.00	0.00	0.00	
2960 Retained Earnings	313,989.29	339,915.25	-25,925.96	-7.63%
3100 Scholarship (Golf Outing) Restricted Net Assets	0.00	0.00	0.00	
Net Revenue	167,748.18	199,921.58	-32,173.40	-16.09%
<b>Total Equity</b>	<b>\$ 481,737.47</b>	<b>\$ 539,836.83</b>	<b>-\$ 58,099.36</b>	<b>-10.76%</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 647,975.26</b>	<b>\$ 587,086.94</b>	<b>\$ 60,888.32</b>	<b>10.37%</b>

Tuesday, Apr 11, 2023 07:02:16 PM GMT-7 - Accrual Basis



## **ACEC Budget Message Q&A**

### **So, is this a dues increase?**

- ACEC policy is to adjust dues according to the annual DC market CPI each January. If the CPI is positive, the dues amount paid increases. If the CPI is negative, the dues amount paid decreases. This policy has been in place since at least FY 2002. The DC Market CPI this year is 6% so members' dues will increase by 6% this year. (Notably, this came in lower than the national CPI at 7.5%.)

### **What happened to the projected 3% dues adjustment?**

- When the three-year budget was drafted in May/June 2021, we included a placeholder of a 3% CPI adjustment for FY23. Since that time, inflation has increased dramatically, and the CPI has risen to 6%.

### **Have we ever not applied the CPI?**

- In March 2020, when COVID began and engineering firm revenue and the economy in general were in question, we chose to forego the CPI adjustment.

### **What does this 6% adjustment mean for the average firm?**

- Depending on firm size, applying the full CPI of 6%, versus what was originally projected to be the CPI of 3%, amounts to a weighted average annual difference of \$61 for small firms (which are 88% of our members) and \$734 for our largest firms.
- See attachment for more detail.

### **What will the additional funding be used for?**

- The funds will go towards strategic priorities that have been identified as necessary to successful strategic plan implementation. A number of these were discussed when our leadership (Chair, Treasurer, and CFO) met with our MO's as we vetted the budget throughout the budgeting process.
- These priorities, all of which are consistent with the strategic plan, are:
  - \$175k for an MO strengthening program (over 3 years);
  - \$450k for new database for membership tools (assuming 4 years depreciation);
  - \$252k for a new/improved website (assuming 3-4 years depreciation);
  - \$15k for DEI&B Committee (per year);
  - \$15k for ALEC Membership and costs (per year); and
  - NCEES attendance (included in base budget).

### **What portion of the adjustment is attributed to new programming versus added inflationary expense?**

- A 4% dues adjustment (as opposed to the original projected 3%) would adequately fund added expense due to inflation.
- The remaining 2% would provide funding for the strategic priorities: MO Strengthening (\$175K); replacing our current database system (\$450K), and a new website (\$252K). All of these are integral to the success of our Strategic Plan and ACEC's long-term growth.

### What are the additional expenses related to inflation?

- Rather than just applying the 6% CPI across the board for FY23, we chose only those line items that will be impacted and where possible, we applied a factor less than CPI if we were able to project the actual expense would be lower.
- Ultimately, there are an additional \$361K in budgeted expenses over the three years, which is mainly in the form of salaries adjusted for projected CPI, as salaries and fringe benefits are 43% of our budget.
- The new ACEC Research Institute Engineering Business Sentiment Study for Q1 2022 found that the “typical employee” salary at firms increased five percent over the last year – and we are not immune to this wage pressure.
- Other areas that were impacted include: meetings food & beverage (5%), travel (4%), and magazine publishing (1% of budget).

### 6% - Isn't this the largest annual CPI adjustment ever?

- It's not. In 2007, the CPI adjustment was 6%. In 2009, it was 6.8%.
- Since 2014, we have enjoyed very low inflation. In 2016, the CPI was negative, which allowed us to decrease dues. Our dues adjustment history for the last 20 years is here:

FY 02	<b>3.3%</b>	FY 13	<b>2.3%</b>
FY 03	<b>1.8%</b>	FY 14	<b>1.8%</b>
FY 04	<b>2.4%</b>	FY 15	<b>1.9%</b>
FY 05	<b>4.1%</b>	FY 16	<b>-0.2%</b>
FY 06	<b>5.5%</b>	FY 17	<b>1.4%</b>
FY 07	<b>6.0%</b>	FY 18	<b>1.7%</b>
FY 08	<b>4.8%</b>	FY 19	<b>2.2%</b>
FY 09	<b>6.8%</b>	FY 20	<b>0.8%</b>
FY 10	<b>2.9%</b>	FY 21	<b>0.0%</b>
FY 11	<b>0.0%</b>	FY 22	<b>1.5%</b>
FY 12	<b>2.1%</b>	FY 23	<b>6.0%</b>

- As noted above, in FY2021 (July 2020-June 2021) the CPI was 1.6% and we chose to forego applying it out of concern for how the economic uncertainty brought on by COVID might impact our member firms.
- This year the industry is doing very well from an economic standpoint and has fully recovered from the COVID 19 pandemic driven recession. Estimates for 2021 show Engineering and Design Services Output growing to \$372 billion, up 8.1% compared to 2020, and surpassing 2019 pre-pandemic numbers. With passage of the Infrastructure Investment and Jobs Act, the ACEC Research Institute estimates that the bill will add \$132 billion in output for the industry and increase engineering and design services activity by 5.6% over the life of the bill.

**How did we come to this decision? Who was consulted?**

- The budget process was discussed in detail at Board meetings at our last two conferences.
- Once the CPI was announced, we took a hard look at the original budget and made some changes in line with inflationary pressures and pressing needs related to our strategic plan that have either been identified or reinforced as critical by our team and our member firms. Some of these were raised during the Listening Sessions with all the regions in December 2021/January 2022.

**How are the non-inflationary adjustments to the budget connected to the Strategic Plan?**

- One goal of the Strategic Plan is vibrant member engagement. A new database will enable us to track engagement data more accurately, and ultimately better understand what you – our members – want so we can continue providing top-of-the-line resources and opportunities.
- Updating our online presence via a new, modern website will help us to communicate our value to key stakeholders, and this will support the “Essential Value to Society” goal.
- As for MO Strengthening, the federation that is ACEC is only as strong as its weakest link. By investing in the MO’s, we can improve their visibility in their states and increase participation in those states.

**How does this affect my MO dues?**

- Each MO has a different formula for applying dues. In some cases, this will spur an increase in dues at the MO level, but it varies from MO to MO.
- Some of our MOs have put off making dues adjustments for years.

**Why are we doing this when anxiety over the economy is rising?**

- ACEC dues at the national and state level reflect a critical investment in this industry at a time when both the industry and ACEC are poised to grow (both in the public and private market sectors,) particularly with the recent passage of the IIJA.
- Despite warranted concerns over inflation and the hiring crunch, based on our research, our industry is extremely optimistic for the future and their firms’ finances:
  - The new ACEC Research Institute Engineering Business Sentiment Study for Q1 2022 found that most firm owners feel “extremely optimistic” about the current state of the industry, reporting a staggering +88 net rating for their firms’ finances and a +82 net rating for the industry.
  - Large firms – those with 500+ employees reported an unprecedented +98 net rating out of 100.
  - Smaller firms with 25 or fewer FTEs saw their confidence rise 17 points since the last study in October 2021 to +76.
- Additionally, the ACEC Research Institute is forecasting an 8.4% increase in industry output in 2022.

**Why are we doing this when we have savings?**

- Our reserve fund stands at approximately nine months’ worth of ACEC national’s operating expenses, which our auditors have advised to be within the target range.

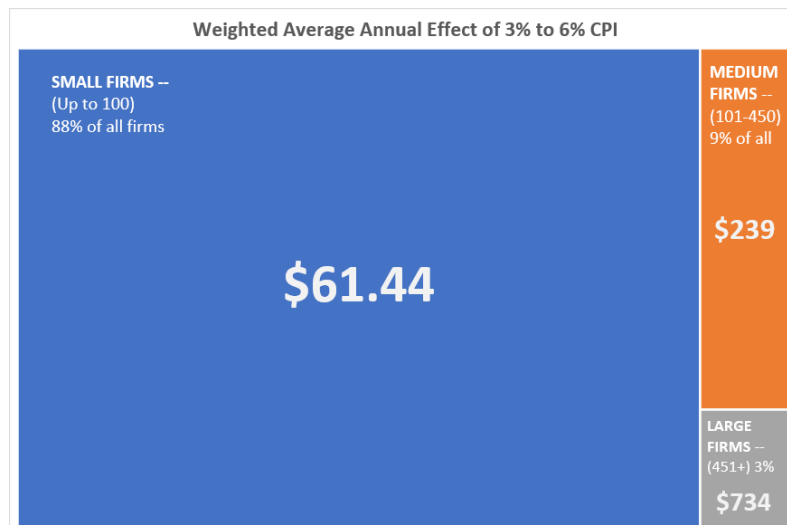
- With the strength of our industry today, now is the time to preserve that capital – not spend it. Furthermore, we'd like to avoid having to make a dues adjustment more than CPI, as has been done in the past. Maintaining our reserves at their current level will help to ensure that does not happen.

**What about FY2024 and FY2025?**

- Right now, we are projecting dues adjustments of 3% and 2.1% in those years. These are only projections. As in years past, we will use the CPI for the Washington-Arlington-Alexandria area in January 2023 and January 2024 to determine what dues adjustment to make in those years. The adjustments could be higher, and they could be lower.

## **ATTACHMENT – WEIGHTED AVERAGE EFFECT OF CHANGE FROM 3% TO 6% CPI**

- For firm sizes up to 100 – which is 88% of our membership – the difference between adjustments of 3% and 6% is a weighted average of \$61.44 per year.
- For firm sizes from 101-450, the difference between adjustments of 3% and 6% is a weighted average of \$239 per year.
- For firm sizes of 451 and up, the difference between adjustments of 3% and 6% is a weighted average of \$734 per year.



American Council of Engineering Companies of Penns  
Budget vs. Actuals: FY 2022-2023 - FY23 P&L  
July 2022 - June 2023

	Feb 2023 Actual	Jun 2022 to Feb 2023 Actual	FY 2022-2023 Budget	YTD % of Budget	FY 2022-2023 Forecast	FY 2023-2024 Budget	FY 2023-2024 3% Dues Increase	FY 2023-2024 5% Dues Increase	FY 2023-2024 6% Dues Increase	FY 2023-2024 Budget Events Net Revenue	Comments
Revenue											
Dues Income											
3001 Base ACEC/PA Dues	1,375.88	53,375.88	58,300.00	91.55%	53,750.88	56,500.00	56,500.00	56,500.00	56,500.00		Base rate: \$500 per member
3002 ACEC/PA Dues	1,085.08	389,017.26	397,500.00	97.87%	390,744.34	401,218.00	412,360.00	420,363.00	424,364.32		Budget based on 113 Member Firms using the calculated index numbers for each firm
3003 Affiliate Dues		26,960.00	33,920.00	79.48%	27,802.50	30,330.00	31,230.00	31,860.00	32,148.00		Current Affiliate membership rate: \$1,685; Currently 18 Affiliate members
3005 ACEC Dues Rounding Difference		19.32	45.00	42.93%	19.32	50.00	50.00	50.00	50.00		
Total Dues Income	2,460.96	469,372.46	489,765.00	95.84%	472,317.04	488,098.00	500,140.00	508,773.00	513,062.32		FYE 2024 Budget: Reflects no increase in members
Events & Region Meetings/Special Events Income											
Events Income											
ACEC/PA Fall Conference Income / Infrastructure Conference	0.00	41,489.50	43,775.00	94.78%	41,489.50	56,900.00	56,900.00	56,900.00	56,900.00	17,275.00	
Annual Leadership Meeting Income	15,875.00	22,630.00	31,000.00	73.00%	36,590.00	69,125.00	69,125.00	69,125.00	69,125.00	9,940.00	04/10/2023 Event income/expense revised for net revenue of \$9,940; FYE 2024 Event to be held in PA - substantial increase in attendance anticipated
Diamond Awards Income	75.00	62,232.74	68,400.00	90.98%	62,232.74	69,700.00	69,700.00	69,700.00	69,700.00	9,320.00	04/10/2023 Event income/expense revised for net revenue of \$9,320
Fall Day Income						35,500.00	35,500.00	35,500.00	35,500.00	14,690.00	
Govt Affairs Event Income	1,955.00	7,130.00	8,200.00	86.95%	9,455.00	13,200.00	13,200.00	13,200.00	13,200.00	8,090.00	
Legislative Day Income	300.00	15,514.75	8,500.00	182.53%	16,014.75	18,000.00	18,000.00	18,000.00	18,000.00	7,350.00	
Scholarship Golf Outing Income	0.00	34,869.70	38,500.00	90.57%	34,869.70	42,540.00	42,540.00	42,540.00	42,540.00	0.00	
Spring Conference Income	0.00	1,300.00	53,200.00	2.44%	1,300.00	0.00	0.00	0.00	0.00		
Total Events Income	18,005.00	185,166.69	251,575.00	73.60%	201,951.69	304,965.00	304,965.00	304,965.00	304,965.00		
Events-Region Meetings/Special Events Income											
Central Region Meeting Income	4,480.00	23,744.20	18,750.00	126.64%	27,898.20	18,300.00	18,300.00	18,300.00	18,300.00	11,357.00	
Central Region Special Event Income		1,676.25	0.00		1,676.25	0.00	0.00	0.00	0.00	0.00	
Eastern Region Meeting Income	4,165.00	21,418.25	22,500.00	95.19%	25,897.25	23,700.00	23,700.00	23,700.00	23,700.00	9,700.00	
Western Region Meeting Income	2,936.00	36,071.35	24,375.00	147.99%	39,488.35	39,950.00	39,950.00	39,950.00	39,950.00	19,770.00	
Total Events-Region Meetings/Special Events Income	11,581.00	82,910.05	65,625.00	126.34%	94,960.05	81,950.00	81,950.00	81,950.00	81,950.00		
Total Events & Region Meetings/Special Events Income	29,586.00	268,076.74	317,200.00	84.51%	296,911.74	386,915.00	386,915.00	386,915.00	386,915.00		
Member Directory Income		1,200.00	3,600.00	33.33%	1,200.00	1,200.00	1,200.00	1,200.00	1,200.00		
Misc Income		107.62	600.00	17.97%	107.62	200.00	200.00	200.00	200.00		
Newsletter Advertising Income		0.00	100.00	0.00%	0.00	0.00	0.00	0.00	0.00		
Royalty Income-ACEC BIT		0.00	3,900.00	0.00%	2,000.00	2,000.00	2,000.00	2,000.00	2,000.00		
Total Revenue	32,046.96	738,757.02	815,165.00	90.63%	772,536.60	878,413.00	890,455.00	899,088.00	903,377.32		
Gross Profit	32,046.96	738,757.02	815,165.00	90.63%	772,536.60	878,413.00	890,455.00	899,088.00	903,377.32		
Expenditures											
Events & Special Projects Expense											
Events Expense											
ACEC/PA Fall Conference Expense	0.00	14,100.69	14,850.00	94.95%	14,100.69	39,625.00	39,625.00	39,625.00	39,625.00		
Annual Leadership Meeting Expense	500.00	16,492.61	31,750.00	51.95%	36,615.28	59,185.00	59,185.00	59,185.00	59,185.00		04/10/2023 Event income/expense revised for net revenue of \$9,940
Diamond Awards Expense	0.00	54,920.33	56,825.00	96.65%	54,920.33	60,380.00	60,380.00	60,380.00	60,380.00		04/10/2023 Event income/expense revised for net revenue of \$9,320
Fall Day Expense						20,850.00	20,850.00	20,850.00	20,850.00		2023-2024 Budget: New event with Net Revenue of \$14,650
Govt Affairs Event Expense	3,904.19	3,904.19	9,530.00	40.97%	6,536.38	5,110.00	5,110.00	5,110.00	5,110.00		
Legislative Day Expenses	0.00	0.00	8,500.00	0.00%	10,550.00	10,650.00	10,650.00	10,650.00	10,650.00		
Scholarship Golf Outing Expense	0.00	32,932.87	38,500.00	85.54%	32,932.87	42,540.00	42,540.00	42,540.00	42,540.00		2023-2024 Budget: Net zero revenue
Spring Conference Expense	0.00	0.00	31,200.00	0.00%	0.00	0.00	0.00	0.00	0.00		
Total Events Expense	4,404.19	122,350.69	191,155.00	64.01%	157,655.55	238,340.00	238,340.00	238,340.00	238,340.00		
Events-Region Meetings/Special Events Expense											
Central Region Meeting Expense	3,550.08	17,308.86	12,080.00	143.29%	21,911.05	6,943.00	6,943.00	6,943.00	6,943.00		
Central Region Special Event Expense		1,698.94	0.00		1,698.94	0.00	0.00	0.00	0.00		
Eastern Region Meeting Expense	2,725.21	10,873.03	9,530.00	114.09%	14,101.19	14,000.00	14,000.00	14,000.00	14,000.00		
Western Region Mtg Expense	5,552.03	22,639.97	7,230.00	313.14%	28,285.77	20,180.00	20,180.00	20,180.00	20,180.00		
Total Events-Region Meetings/Special Events Expense	11,827.32	52,520.80	28,840.00	182.11%	65,996.95	41,123.00	41,123.00	41,123.00	41,123.00		
Special Projects Expense											
PennDOT Innovations Challenge Expense			1,500.00	0.00%	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00		
Safety Stand Down Expense	0.00	256.67	1,850.00	13.87%	256.67	500.00	500.00	500.00	500.00		
Total Special Projects Expense	0.00	256.67	3,350.00	7.66%	1,756.67	2,000.00	2,000.00	2,000.00	2,000.00		
Total Events & Special Projects Expense	16,231.51	175,128.16	223,345.00	78.41%	225,409.17	281,463.00	281,463.00	281,463.00	281,463.00		
General Operating and Administrative Expenses											
Advertising Expense		1,200.18	200.00	600.09%	1,200.18	200.00	200.00	200.00	200.00		
Auto Expense	128.98	548.88	1,180.00	46.52%	933.88	1,150.00	1,150.00	1,150.00	1,150.00		
Auto Lease	530.84	4,246.72	6,400.00	66.36%	6,370.08	6,370.00	6,370.00	6,370.00	6,370.00		Auto Lease: 35 month lease: 11/05/2021 to 10/05/2024
Bank / Credit Card Fees	1,573.26	8,768.63	5,880.00	149.13%	11,768.63	14,000.00	14,000.00	14,000.00	14,000.00		
Board Expense		5,584.19	9,000.00	62.05%							
4905 Strategic Plan Expenses		0.00	10,000.00	0.00%							
Board Expense	0.00	5,584.19	19,000.00	29.39%	13,320.00	7,000.00	7,000.00	7,000.00	7,000.00		Forecast includes June Board meeting expense and Annual Membership Meeting Expense; 04/06/2023 FYE 2024 Budget: Expense reduced from \$9,000 to \$7,000 per MB
Committee Expense		0.00	500.00	0.00%	0.00	250.00	250.00	250.00	250.00		Past expenses include luncheons and committee interest form expenses
Depreciation Expense	190.14	1,521.12	1,700.00	89.48%	6,185.16	6,585.16	6,585.16	6,585.16	6,585.16		FYE 2023 Forecast shows updated Depn Exp based on Depreciation Schedule dated 06/30/2022
Dues/Subscriptions Expense		0.00	0.00								
5211 Publication Subscriptions		3,200.00	9,200.00	34.78%	6,400.00	6,400.00	6,400.00	6,400.00	6,400.00		
5212 Prof Memberships	350.00	2,045.00	2,500.00	81.80%	2,045.00	2,147.00	2,147.00	2,147.00	2,147.00		
5213 Subscriptions	357.22	26,252.43	27,900.00	94.09%	30,750.43	30,015.00	30,015.00	30,015.00	30,015.00		
Dues/Subscriptions Expense	707.22	31,497.43	39,600.00	79.54%	39,195.43	38,562.00	38,562.00	38,562.00	38,562.00		Higher Logic contract expires 04/2024
Insurance Expense	404.70	5,731.60	7,241.00	79.15%	7,162.40	7,340.00	7,340.00	7,340.00	7,340.00		
Internet Services Expense	166.79	2,427.10	3,200.00	75.85%	3,493.10	3,250.00	3,250.00	3,250.00	3,250.00		
Member-Related (non-travel) Expense		1,536.87	750.00	204.92%	1,536.87	1,550.00	1,550.00	1,550.00	1,550.00		
Misc Expense		0.00	50.00	0.00%	0.00	50.00	50.00	50.00	50.00		
Office Supplies/Copier Expense		0.00	0.00								
4501 Supplies	36.97	1,935.36	3,200.00	60.48%	2,085.36	2,700.00	2,700.00	2,700.00	2,700.00		
4502 Copier Supplies/Equipment	30.08	306.99	5,400.00	5.69%	366.99	400.00	400.00	400.00	400.00		Expense includes Maintenance Contract with Toner/Average monthly number of black and white/color images usage overages - See Note 1
4502.1 Interest Paid - Copier Lease	6.22	49.76	107.00	46.50%	45.70	230.00	230.00	230.00	230.00		Expense includes Monthly copier lease payment - interest per amortization schedule and budget presumes 5% interest - See Note 1
Total 4502 Copier Supplies/Equipment	36.30	356.75	5,507.00	6.48%							
4503 Office Expense/Gifts	73.27	221.87	750.00	29.58%	221.87	500.00	500.00	500.00	500.00		
Office Supplies/Copier Expense	146.54	2,513.98	9,457.00	26.58%	2,719.92	3,830.00	3,830.00	3,830.00	3,830.00		
Personnel Expense		0.00	0.00								
4001 Salaries	16,730.78	174,065.47	295,000.00	59.01%	276,180.91	309,750.00	309,750.00	309,750.00	309,750.00		
4001.1 Salaries - Vacation	644.14	1,058.76	1,000.00	105.88%	4,990.43	1,000.00	1,000.00	1,000.00	1,000.00		
Total 4001 Salaries	17,374.92	175,124.23	296,000.00	59.16%	281,171.34	310,750.00	310,750.00	310,750.00	310,750.00		ER payroll taxes: 7.65% of Salaries plus FUTA tax (0.6% on first \$7,000 per employee) plus PA UC tax (2.2926% on first \$10,000 per employee)
4002 ER Payroll Tax	1,649.71	13,481.50	25,000.00	53.93%	21,129.07	25,170.00	25,170.00	25,170.00	25,170.00		
4003 Employee Benefits	1,540.74	14,236.85	21,000.00	67.79%	24,217.85	32,000.00	32,000.00	32,000.00	32,000.00		
4004 401 (k) Employer Match	215.37	5,656.08	8,000.00	70.70%	9,203.97	10,250.00	10,250.00	10,250.00	10,250.00		
4005 Payroll Fees	162.40	1,482.80	2,032.00	72.87%	2,228.18	2,240.00	2,240.00	2,240.00	2,240.00		
Personnel Expense	20,943.14	209,981.46	352,032.00	59.65%	337,950.41	380,410.00	380,410.00	380,410.00	380,410.00		FYE 2024 Budget includes funds for 5% salary increases
Postage Expense		159.41	250.00	63.76%	159.41	250.00	250.00	250.00	250.00		
Printing Expense		0.00	250.00	0.00%	0.00	0.00	0.00	0.00	0.00		
Prof Dev/Meetings Expense		(422.00)	1,500.00	-28.13%	-422.00	3,000.00	3,000.00	3,000.00	3,000.00		
Professional Services Expense		0.00	0.00								
Accountant	93.75	15,343.75	9,000.00	170.49%	15,343.75	9,000.00	9,000.00	9,000.00	9,000.00		Financial Review scheduled for FYE 2023 and FYE 2024; RKL quoted reduced fees; RFP requested from several accounting firms
Computer/IT	145.91	7,753.94	11,000.00	70.49%	10,371.28	11,500.00	11,500.00	11,500.00	11,500.00		
Legal	1,551.00	17,907.00	750.00	2387.60%	17,907.00	1,000.00	1,000.00				

Affiliate membership dues increases

3%	5%	6%
1,735.55	1,769.25	1,786.10
1,735.00	1,770.00	1,786.00
31,230.00	31,860.00	32,148.00



# Membership Report

Items of note

Full members

Affiliates



## **Membership Reports – VP's Notes**

### **Items of note:**

#### **Member Firms and Affiliate Members**

We are ahead of last year's number of member firms, with 113 current members vs. 108 in March 2022.

However, this number reflects the loss of Hatch LTK, whom we dropped for non-payment of dues after many attempts to contact them to determine the reason they were not paying. This resulted in a drop of 157 employees from the employee count, and 17.98 index points.

We added Klein Agency, LLC as an Affiliate Member.

#### **Strategic Planning Goals**

Membership-related Strategic Planning initiatives are on the ACEC SP TEAMS site, and Brent and I will be discussing the information I have uploaded and my implementation ideas soon.

#### **Other**

Borton-Lawson Engineering has been acquired by Verdantas. Verdantas is not currently a member of ACEC/PA though they are a member of ACEC in other states. We have followed up, and will continue to do so in order to persuade Verdantas to join ACEC/PA.

Whitestone Associates wants to join ACEC/PA as they just joined in NY, but when we presented the dues amount to them, they claimed we are triple the price of NY and they have fewer employees in PA.

Sarah Babski consulted with Maria Schaff at ACEC National and she is looking into how that can be. Sarah believes that NY did not charge them the national dues portion, only the state dues.

Mark A. Markosky  
ACEC/PA Vice President

## March 2023 Membership Reports

### Member Firms

Month	Starting Index	Starting # Employees	Anniversary Variation Index	Anniversary Variation EE Count	New Index	New # Employees	Drop Index	Drop # Employees	2022-2023 Index	Employee Count
July	1267.30	11,180	5.23	29	7.56	22	0.00	0	1274.86	11,202
Aug.	1274.86	11,202	0.00	0	0.00	0	0.00	0	1274.86	11,202
Sept.	1274.86	11,202	0.00	0	0.00	0	0.00	0	1274.86	11,202
Oct.	1274.86	11,202	0.00	0	0.00	0	0.00	0	1274.86	11,202
Nov.	1274.86	11,202	0.00	0	0.00	0	0.00	0	1274.86	11,202
Dec.	1274.86	11,202	0.00	0	0.00	0	0.00	0	1274.86	11,202
Jan.	1274.86	11,202	0.00	0	7.09	15	0.00	0	1281.95	11,217
Feb.	1281.95	11,217	0.00	0	13.14	80	0.00	0	1295.09	11,297
March	1295.09	11,297	0.00	0.00	0.00	0.00	17.98	157	1277.11	11,140
April										-
May										-
June										-



March New Member Firms		
<u>Firm Name</u>	<u>Index</u>	<u>Employee Count</u>
<b>Totals</b>	<b>0</b>	<b>0</b>

YTD New Member Firms		
<u>Firm Name</u>	<u>Index</u>	<u>Employee Count</u>
Envision	5.05	17
The Azalea Group, LLC	2.51	5
Sanborn, Head & Associates	3.73	10
Caplan Engineering Company	1.87	3
Apogee Engineering, LLC	1.49	2
Blake Consulting Services, LLC	1	1
Stahl Sheaffer Engineering	12.14	79
<b>Totals</b>	<b>27.79</b>	<b>117</b>

March Drop Member Firms			
<u>Firm Name</u>	<u>Index</u>	<u>Employee Count</u>	<u>ACEC Reason</u>
Hatch LTK	17.98	157	9
<b>Totals</b>	<b>17.98</b>	<b>157</b>	

YTD Drop Member Firms			
<u>Firm Name</u>	<u>Index</u>	<u>Employee Count</u>	<u>ACEC Reason</u>
Hatch LTK	17.98	157	9
<b>Totals</b>	<b>17.98</b>	<b>157</b>	

Reconciliation from Certification	6.30.2022 Ending Index	6.30.2022 Ending EE Cnt	7.1.2022 Starting Index after cert	7.1.2022 Starting EE Cnt after cert
	1248.38	11118	1267.30	11180

Current Number of Firms: **113**  
Same Time Last Year: **108**

Anniversary Variation	Invoice Date	Index Chg	EE Count Chg
Fisher Associates	7/1/2022	-0.35	-2
Naik Consulting Group	10/1/2022	0.87	2
JHA Companies	10/1/2022	1.26	12
ATCS PLC	10/1/2022	0.24	1
GPD Group	10/1/2022	0.34	1
Lexis Group	10/1/2022	0.77	3
American Engineers Group	10/1/2022	0.11	1
CMC Engineering	10/1/2022	0.49	5
T3 Global Strategies	1/1/2023	-0.29	-2
KMJ Consulting	1/1/2023	0.21	1
Atkins North America	1/1/2023	0	0
RS&H	4/1/2023	0.87	2
Kittelson	4/1/2023	0.5	2
Borton-Lawson	4/1/2023	0.21	3
Azalea Group	7/1/2022	0	0
Envision	7/1/2022	0	0
A & A	7/1/2022	0	0

Reason for Drop
1. Cancelled BIT (Business Insurance Trust)
2. Cancelled LHT (Life/Health Trust)
3. Cancelled RT (Retirement Trust)
4. Closed office/retired owner
5. Cost (of membership)
6. Low value/benefit/participation
7. M&A – acquisition
8. M&A – merger
9. Non-payment of dues (MO initiated drop)
10. Other

**March Membership Reports**  
**Affiliate Members**

Month	Starting Members	New Members	Dropped Members	2022-2023 Affiliate Members
July	21	0	3	18
Aug.	18	0	0	18
Sept.	18	0	0	18
Oct.	18	0	0	18
Nov.	18	0	0	18
Dec.	18	0	0	18
Jan.	18	0	0	18
Feb.	18	0	0	18
Mar.	18	1	0	19
Apr.				
May				
June				

**March New Affiliate Members**

Klein Agency, LLC

**YTD New Affiliate Members**

Klein Agency, LLC

**March Drop Affiliate Members**

*Reason*

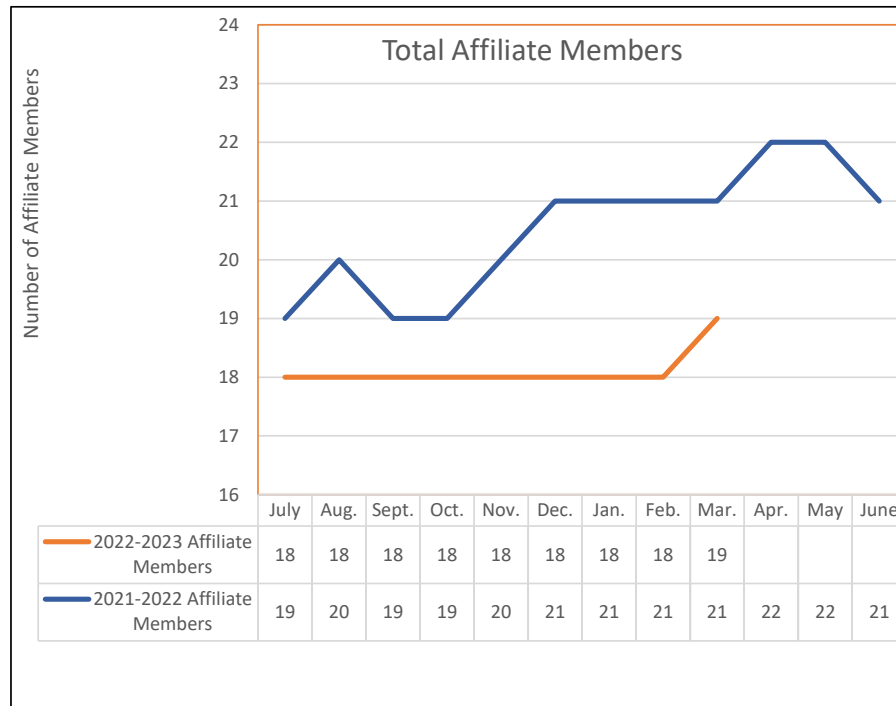
**YTD Drop Affiliate Members**

*Reason*

Greyhawk	10
Percheron	10
Stell Environmental Enterprises, Inc.	1

**Reason for Drop**

1. Cancelled BIT (Business Insurance Trust)
2. Cancelled LHT (Life/Health Trust)
3. Cancelled RT (Retirement Trust)
4. Closed office/retired owner
5. Cost (of membership)
6. Low value/benefit/participation
7. M&A – acquisition
8. M&A – merger
9. Non-payment of dues (MO initiated drop)
10. Other \_\_\_\_\_



# National Director Report

National PAC

State PACs

## PA CONTRIBUTIONS YTD 4.6.2023

FIRST NAME	LAST NAME	AMOUNT	DATE	RECEIPT TYPE
Eric	Veydt	400	1/16/2023 9:26	Credit Card
Eric	Veydt	100	1/16/2023 9:30	Credit Card
Mark	Markosky	1000	1/17/2023 8:26	Credit Card
Eric	Meyer	600	1/17/2023 11:27	Credit Card
Marc	Pinto	200	1/23/2023 11:55	Credit Card
Michael	Bougher	600	2/10/2023 8:29	Credit Card
Roseline	Bougher	600	3/2/2023 17:10	Credit Card
Joseph	Riley	400	3/28/2023 18:07	Credit Card
Casey	Moore	400	3/31/2023 14:50	Credit Card
Casey	Moore	100	3/31/2023 14:53	Credit Card
Rosanna	Smithnosky	400	3/31/2023 16:01	Credit Card
Margaret	Talarico	600	4/3/2023 0:00	Credit Card
Total Amount:		5400		

**EMPLOYER**

Ganett Fleming

Ganett Fleming

The Markosky Engineering Group, Inc.

Whitman Requardt and Associates, LLP

Susquehanna Civil, Inc.

Stantec

A. D. Marble & Co., Inc.

HDR Engineering, inc.

McMahon Associates, Inc.

McMahon Associates, Inc.

Susquehanna Civil, Inc.

Foresight Construction Services, LLC





Consulting Engineers of Pennsylvania PAC

## **2023 CEPA PAC Contributors**

*As of March 31, 2023*

2023 CEPA PAC Goal - \$25,000  
Contributions received to date - \$4,500  
Total PAC Fund to date - \$58,332.50

### \$1,000 - \$2,500

---

Mark Markosky, The Markosky Engineering Group, Inc.

### \$500 - \$999

---

Roseline Bougher, A.D. Marble & Co. Inc.  
Dave Hamlet, Gannett Fleming, Inc.  
Alexander Houseal, STV, Inc.  
Eric Meyer, Whitman, Requardt and Associates, LLP  
Damon Rhodes, Larson Design Group  
Eric Veydt, Gannett Fleming, Inc.

### 250 - \$499

Christopher Bauer, McMahon, A Bowman Company

### \$1 - \$249

---

Marc Pinto, Susquehanna Civil, Inc.  
Ed Reese, GPD Group

# Consulting Engineers of Pennsylvania PAC

## Statement of Activity

January - March, 2023

	TOTAL
Revenue	
4001 Donations	4,500.00
PAC Event Revenue	1,105.00
<b>Total Revenue</b>	<b>\$5,605.00</b>
GROSS PROFIT	<b>\$5,605.00</b>
Expenditures	
6002 CC Fees	125.11
6003 Legal & Professional Services	135.15
PAC Event Expense	1,523.67
<b>Total Expenditures</b>	<b>\$1,783.93</b>
NET OPERATING REVENUE	<b>\$3,821.07</b>
NET REVENUE	<b>\$3,821.07</b>

# Consulting Engineers of Pennsylvania PAC

## Statement of Financial Position

As of March 31, 2023

	TOTAL
<b>ASSETS</b>	
Current Assets	
Bank Accounts	
1001 Wells Fargo Checking	58,332.50
<b>Total Bank Accounts</b>	<b>\$58,332.50</b>
Other Current Assets	
Undeposited Funds	0.00
<b>Total Other Current Assets</b>	<b>\$0.00</b>
<b>Total Current Assets</b>	<b>\$58,332.50</b>
<b>TOTAL ASSETS</b>	<b>\$58,332.50</b>
<b>LIABILITIES AND EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable (A/P)	0.00
<b>Total Accounts Payable</b>	<b>\$0.00</b>
<b>Total Current Liabilities</b>	<b>\$0.00</b>
<b>Total Liabilities</b>	<b>\$0.00</b>
Equity	
Retained Earnings	54,511.43
Net Revenue	3,821.07
<b>Total Equity</b>	<b>\$58,332.50</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$58,332.50</b>

# PA Consulting Engineers PAC

## Statement of Activity

January - March, 2023

	TOTAL
Revenue	
<b>Total Revenue</b>	
GROSS PROFIT	<b>\$0.00</b>
Expenditures	
6000 General & Administrative	
6003 Legal & Professional Services	135.15
<b>Total 6000 General &amp; Administrative</b>	<b>135.15</b>
<b>Total Expenditures</b>	<b>\$135.15</b>
NET OPERATING REVENUE	<b>\$ -135.15</b>
NET REVENUE	<b>\$ -135.15</b>

# PA Consulting Engineers PAC

## Statement of Financial Position

As of March 31, 2023

	TOTAL
<b>ASSETS</b>	
Current Assets	
Bank Accounts	
1001 Wells Fargo Checking	3,276.64
<b>Total Bank Accounts</b>	<b>\$3,276.64</b>
Other Current Assets	
1200 Bank Clearing Account	0.00
<b>Total Other Current Assets</b>	<b>\$0.00</b>
<b>Total Current Assets</b>	<b>\$3,276.64</b>
<b>TOTAL ASSETS</b>	<b>\$3,276.64</b>
<b>LIABILITIES AND EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable (A/P)	135.15
<b>Total Accounts Payable</b>	<b>\$135.15</b>
<b>Total Current Liabilities</b>	<b>\$135.15</b>
<b>Total Liabilities</b>	<b>\$135.15</b>
Equity	
3000 Retained Earnings	3,276.64
Net Revenue	-135.15
<b>Total Equity</b>	<b>\$3,141.49</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$3,276.64</b>

# Governance Committee Report

Role descriptions

Gender neutral By-Laws

**American Council of Engineering Companies of Pennsylvania  
(ACEC/PA)**

**Designated Committee Chairperson Role Description**

<b>Position Title:</b>	Designated Committee Chairperson and Vice-Chairperson
<b>Length of Term:</b>	Designated Committee chairpersons are not elected Board members of ACEC/PA and are expected to serve at least a 1-year term. Additional term(s) of the chairs and committees that are to be designated will be determined at the discretion of each ACEC/PA Board President. The committee leadership for the various designated committees of ACEC/PA may be staggered by the President and continue until their successor is appointed or unless the committee shall be terminated sooner, a committee chairperson resigns, or unless such a leader be removed from such committee by the President (for cause), or unless such chairperson shall cease to qualify as a member of ACEC/PA.
<b>Position Obtained by:</b>	The Chairperson and Vice Chairperson of a designated committee are appointed at the direction of the ACEC/PA President or by resolution adopted by a majority of the Board of Directors in office, who will designate one or more board committees, each of which may consist of up to two (2) chairpersons. Designation of these leaders will occur each year during or immediately following the Annual Meeting of the Membership. The candidates for such designated committee leadership are appointed based on an individual's expressed interest in the role, review of the candidate's qualifications, and consideration of their past engaged involvement with the committee and with ACEC/PA. Leadership candidates are chosen by the President but discussed with the ACEC/PA Executive Director and Executive Committee prior to appointment. The number and type of designated committees are up to the discretion of the current President of ACEC/PA, based on their activity, engaged members, and value-added to the organization's mission.
<b>Description of Position:</b>	Committee chairs shall assist the Board in fulfilling the needs and professional interests of the members of the organization that are consistent with the organization's long-term goals. These committee leaders will be responsible to schedule and preside over regular meetings of its committee members and be an ACEC/PA liaison with the public agency(ies) most specific to the work of the committee and organization. Committee chairs are encouraged to attend the scheduled meetings of the Board of Directors of ACEC/PA and will be asked to present at one or more meetings annually to keep the Board abreast of the activities and needs of the Committee. In preparation of Board meetings, Committee

chairs may be asked to prepare a summary of activities using a standard format provided to them from the organization.

**Qualifications:**

The qualifications for a Designated Committee Chairperson are to:

- \* Be from a Member firm in good standing with ACEC/PA and ACEC National that will support and value the time & commitment requirements of the associations;
- \* Possess leadership potential, experience, ability, and have demonstrated past accomplishments, knowledge and experience in the engineering industry and most specific to the committee focus area;
- \* Readily accept responsibility, foster creativity, and deal in firm but unobtrusive ways to keep the committee on the topic and achieving its objectives.
- \* Be capable of executing leadership skills and producing advancement and successful results for the committee with active engagement through ACEC/PA and/or other ACEC national activities;
- \* Be willing and able to travel to various locations within the state to attend ACEC/PA board meetings when specifically requested to attend, as well as are encouraged to attend other ACEC/PA events and as approved by their employer.

**Duties & Responsibilities:**

- \* Serve as a trusted representative for ACEC/PA as a Designated Committee Chair, exemplifying ACEC/PA's mission, vision and core values;
- \* Define your committee goals and objectives for the year with the ACEC/PA President and in accordance with the strategic plan;
- \* Attend a meeting of the board directors, whether in-person or virtual, at least 1x/year to report on the activities of the committee and obtain any feedback and questions from the ACEC/PA Board on direction or future action. *Committee leaders are expected to attend scheduled in-person or virtual meetings to which they are invited to present but are encouraged to attend as many Board meetings as they would like;*



- \* Prepare in advance for each committee meeting by reviewing and/or preparing materials;
- \* Adopt rules for committee governance not inconsistent with ACEC/PA Bylaws or rules/guidelines of the Board;
- \* Help enforce policies of the board, ensuring the committee operates within its authority as outlined in the ACEC/PA bylaws;
- \* Evaluating committee efforts and communicating recommendations to the Board;
- \* Maintain records and relevant information on committee work. The Chair(s) must keep sufficiently informed to interact knowledgeably with other committee members and staff;
- \* Refrain from any discussions or activities that violate antitrust laws;
- \* Identify, refer and orient new committee members and also future committee chair leadership to be assigned by the President;
- \* Represent ACEC/PA as requested by the President and/or the Board members with the highest integrity with the client agency key contacts that our membership engages with regularly.

**Time Commitments:**

Vary by week and time of year, but includes virtual or in-person committee meetings, phone calls, and may include some travel to/from various locations within the state throughout the year to meet with agency representatives and/or attend other ACEC/PA events.

ACEC/PA designated committee meetings: (approx. 4 to 6 committee meetings annually (more as desired/needed) with most being virtual, other meeting attendance as requested by the President (usually at least one Board meeting attendance/year).

Encouraged attendance at the ACEC/PA Leadership Meeting: (1 Annual Leadership Meeting)

Encouraged attendance at ACEC National events and meetings that may be out of state, but not mandatory to attend

Typical hours per month on average vary from 1 to 6 hours, dependent upon the frequency of meetings and follow-up required, as well as interaction with agency leadership that is the focus of the committee.

**Financial Commitments:** All expenses for travel, lodging, etc. are borne by the committee leader unless otherwise offered by ACEC/PA.

Provision of financial support to both the CEPA PAC and ACEC PAC annually is welcomed within the committee leader's own discretion.

**American Council of Engineering Companies of Pennsylvania  
(ACEC/PA)**

**Nominating Committee Role Description**

<b>Position Title:</b>	Nominating Committee - ACEC/PA President, ACEC/PA President Elect, ACEC/PA Immediate Past President (Chairperson)
<b>Length of Term:</b>	Committee members and the chairperson of the Nominating Committee are elected Board members of ACEC/PA with a term served of at least one year.
<b>Position Obtained by:</b>	Committee members of the Nominating Committee are appointed per the ACEC/PA Bylaws.
<b>Description of Position:</b>	The Nominating Committee shall nominate qualified candidates for vacant/available positions, that shall be no less than one candidate for each office. The slate is presented to the Board to be approved at a Board of Directors meeting prior to the Annual Meeting of the Membership. The Membership will vote and confirm the new directors and officers at the Annual Meeting of the Membership which will assume duties after the installation of the slate occurs.
<b>Qualifications:</b>	<p>In addition to their qualifications as a board director, the Committee members and Chairperson are to:</p> <ul style="list-style-type: none"><li>* Be comprised of ACEC/PA Board Officers who have held, or are elected to hold, the position of President of the organization.</li><li>* Be a senior level decision-maker with binding signatory power from a Member firm that possesses strong leadership, knowledge and experience in the engineering industry;</li><li>* Are well-networked with member firms and individuals of such firms, while having the demonstrated experience, knowledge and leadership of ACEC/PA, to make nominations of qualified candidates for open positions for the successful succession of leadership within the association;</li><li>* Be capable to actively participate as a member of the committee and fulfill a minimum 1-year commitment or more;</li></ul>

- \* Be willing to add value and identify qualified leaders for ACEC/PA, as well as fulfill all time expectations and contributions of an active committee member;
- \* Be capable to attend scheduled and necessary committee meetings called by the chairperson either via virtual/conference calls or in-person to advance the actions and responsibilities required by the committee.

### **Duties & Responsibilities:**

- \* Serve as a key representative for ACEC/PA on the Nominating Committee, exemplifying ACEC/PA's mission, vision and core values;
- \* Participate in all or at least most meetings of the committee, whether in-person or virtual.
- \* Complete assigned and/or volunteered action items by deadlines and due dates set by the committee and report on action item progress at meetings or via email with others on the committee in between any scheduled meetings to advance the goals, strategic objectives and mission of ACEC/PA;
- \* Prepare in advance for each committee meeting by reviewing an agenda to be prepared by the chairperson and preparing necessary materials for presentation;
- \*
- \* Propose a recommended slate of qualified candidates for ACEC/PA Board consideration of endorsement prior to the annual meeting and election of member firms;
- \* Be keenly familiar with the association's adopted By-Laws, nominating and succession procedures, and associated documents, and able to then make recommendations to the ACEC/PA Board of Directors on qualified candidates to fulfill duties and roles of a position to be elected.

### **Time Commitments:**

Vary by week and time of year, but includes virtual or in-person committee meetings, phone calls, and may include some travel to/from various locations within the state throughout the year.

ACEC/PA committee meetings: (approx. 6 or more Nominating committee meetings annually (more as desired/needed) with most

being virtual, and other meeting attendance as requested by the chairperson.

Typical hours per year and will vary based on the actions necessary by the committee and also be dependent upon the frequency/need of meetings and follow-up required, but on average may vary from 15 to 20 hours/year most heavily concentrated in the early part of a calendar year in the nomination prior to the Annual meeting.

**Financial Commitments:**

All expenses for travel, lodging, etc. are borne by the board member unless otherwise offered by ACEC/PA.

Provision of financial support to both the CEPA PAC and ACEC PAC annually, at a minimum, is expected. Additional financial support to ACEC/PA and/or ACEC is at the board member's discretion, and always welcome.

**American Council of Engineering Companies of Pennsylvania  
(ACEC/PA)**

**Finance Committee Role Description**

<b>Position Title:</b>	Finance Committee - comprised of no fewer than five (5) members, inclusive of the Board Treasurer (Committee Chair), the Board Secretary, and at least two other Directors. The Executive Director shall serve as staff to the Committee. The Committee must include other non-Director person(s) whose experience and knowledge in accounting or finance will assist the Committee and the Board in the performance of their financial oversight responsibilities. The Committee reports to the Board of Directors.
<b>Length of Term:</b>	Committee members and the chairperson of the Finance Committee are elected Board members of ACEC/PA, with the exception of an outside member firm representative that has CPA experience. The members will serve at least a 1-year term. Additional term(s) of the committee members will continue until their successors are determined by election or otherwise designated by the ACEC/PA President unless the committee shall be terminated sooner, a committee member resigns, or unless such member be removed from such committee by the President (for cause), or unless such member shall cease to qualify as a member of the committee.
<b>Position Obtained by:</b>	Committee members of the Finance Committee are appointed at the direction of the ACEC/PA President or by resolution adopted by a majority of the Board of Directors in office. Designation of the committee will occur each year during or immediately following the Annual Meeting of the Membership. The designation of the committee and the delegation thereto of authority shall not operate to relieve the ACEC/PA Board of Directors, or any individual Director, of any responsibility imposed upon them by law. The ACEC/PA President shall monitor actions of the committee and shall recommend to the Board of Directors the creation, dissolution and consolidation of any committees and appoint all Committee Chairpersons not otherwise identified in the Bylaws.
<b>Description of Position:</b>	The Finance Committee shall assist in the planning, development, monitoring, and evaluation of ACEC/PA's policies and programs for funding, financial management, assets, risks, and insurance. The Committee monitors ACEC/PA's financial records; reviews for accuracy and ensures timely and meaningful financial statements are presented to the Board; reviews the annual budget and recommends it to the full Board for approval; monitors budget and financial procedures and anticipates financial problems; monitors and ensures safeguarding of assets; and helps the

ACEC/PA Board understand ACEC/PA's finances. The Committee shall work with the Executive Director and Board Treasurer in developing long-range financial plans and shall perform such other duties as may from time to time be required by the ACEC/PA Board. The Committee is responsible for following and implementing the ACEC/PA Financial Policies and Procedures Manual included in the Governance Manual.

**Qualifications:**

In addition to their qualifications as a board director or outside financial expert with CPA background, the Committee members and Chairperson are to:

- \* Have demonstrated knowledge and understanding of sound financial management practices of an organization and the financial policies and procedures of ACEC/PA;
- \* Be willing and capable to actively participate as a member of the committee and fulfill a minimum 1-year commitment or more;
- \* Be willing to add value and commit financial management expertise to ACEC/PA, as well as fulfill all time expectations and contributions of an active committee member;
- \* Be capable to attend scheduled and necessary committee meetings called by the chairperson either via virtual/conference calls or in-person to advance the actions and responsibilities required by the committee.

**Duties & Responsibilities:**

- \* A majority of the Committee members, present and voting, shall constitute a quorum at any meeting. At all times a majority of the Committee, and a majority of a quorum, shall consist of Board members.
- \* Define Finance committee goals and objectives for the year with the ACEC/PA President;
- \* Recommending a budget for ACEC/PA each year;
- \* Participate in all or at least most meetings of the committee, whether in-person or virtual.
- \* Complete assigned and/or volunteered action items by deadlines and due dates set by the committee and report on action item progress at meetings or via email with others on

the committee in between any scheduled meetings to advance the goals, strategic objectives and mission of ACEC/PA;

- \* Prepare in advance for each committee meeting by reviewing an agenda to be prepared by the chairperson and preparing necessary materials for presentation;
- \* Continuously review financial practices and financial reporting in order to make recommendations to the ACEC/PA Executive Committee and Executive Director that enhance the ACEC/PA Financial Policies and Procedures Manual, while ensuring that the organization operates by its By-Laws and within PA nonprofit corporate laws;
- \* Be keenly familiar with the association's adopted By-Laws, financial policies and procedures, and associated documents, and able to then make recommendations to the ACEC/PA Board of Directors on the financial management of the association that may require that action be taken in one or more documents;
- \* Evaluating committee efforts and communicating recommendations to the Board;
- \* Maintain records and relevant information on committee work. The Chair(s) must keep sufficiently informed to interact knowledgeably with other committee members and staff;

**Time Commitments:**

Vary by week and time of year, but includes virtual or in-person committee meetings, phone calls, and may include some travel to/from various locations within the state throughout the year.

The Committee shall meet no fewer than four times per year, at the call of the Chair of the Committee or the Executive Director, and shall maintain minutes of all meetings, which shall be regularly approved by the Committee and made available for distribution to the Board.

Typical hours per month will vary based on the actions necessary by the committee and also be dependent upon the frequency/need of meetings and follow-up required, but on average may vary from 2 to 6 hours/quarter.

**Financial Commitments:**

All expenses for travel, lodging, etc. are borne by the committee member unless otherwise offered by ACEC/PA.



**American Council of Engineering Companies of Pennsylvania  
(ACEC/PA)**

**Governance Committee Role Description**

<b>Position Title:</b>	Governance Committee – The members of this committee are appointed annually by the ACEC/PA President. The President will also appoint the chairperson of the Committee. The Committee reports to the Board of Directors.
<b>Length of Term:</b>	Committee members and the appointed chairperson of the Governance Committee are elected Board members of ACEC/PA and will serve at least a 1-year term. Additional term(s) of the committee members will continue until their successors are determined by election or otherwise designated by the ACEC/PA President unless the committee shall be terminated sooner, a committee member resigns, or unless such member be removed from such committee by the President, or unless such member shall cease to qualify as a member of the committee.
<b>Position Obtained by:</b>	Committee members and the chairperson of the Governance Committee are appointed at the direction of the ACEC/PA President. Designation of the committee and its chairperson will occur each year immediately following the Annual Meeting of the Membership. The designation of the committee and the delegation thereto of authority shall not operate to relieve the ACEC/PA Board of Directors, or any individual Director, of any responsibility imposed upon them by law. The ACEC/PA President shall monitor actions of the committee and shall recommend to the Board of Directors the creation, dissolution and consolidation of any committees and appoint all Committee Chairpersons not otherwise identified in the Bylaws.
<b>Description of Position:</b>	The Governance Committee shall be responsible for the routine review and recommendation of edits of the ACEC/PA Governance Manual on an annual basis, but no less than every three (3) years, or when there are major organizational changes or at the discretion and request of the President. Revisions to the manual shall be presented to the full board for review prior to the annual meeting of the membership in order to get Board approval by the annual meeting and be in place for the incoming President.
<b>Qualifications:</b>	<p>In addition to their qualifications as a board director, the Committee members and Chairperson are to:</p> <ul style="list-style-type: none"><li>* Have demonstrated knowledge and understanding of the Governance of ACEC/PA and/or capability to exercise sound judgement to enhance the governance of the</li></ul>

organization with other committee members and with the input and insight of the ACEC/PA Board of Directors;

- \* Be willing and capable to actively participate as a member of the committee and fulfill a minimum 1-year commitment or more;
- \* Be willing to add value and commit governance expertise to ACEC/PA, as well as fulfill all time expectations and contributions of an active committee member;
- \* Be capable to attend scheduled and necessary committee meetings called by the chairperson either via virtual/conference calls or in-person to advance the actions and responsibilities required by the committee.

### **Duties & Responsibilities:**

- \* Serve as a key representative for ACEC/PA to the Governance Committee, exemplifying the organization's mission, vision and core values;
- \* Participate in all or at least most meetings of the committee, whether in-person or virtual;
- \* Adopt rules for committee governance not insistent with ACEC/PA Bylaws or rules/guidelines of the Board;
- \* Complete assigned and/or volunteered action items by deadlines and due dates set by the committee and report on action item progress at meetings or via email with others on the committee in between any scheduled meetings to advance the goals, strategic objectives and mission of ACEC/PA;
- \* Prepare in advance for each committee meeting by reviewing an agenda to be prepared by the chairperson and preparing necessary materials for presentation;
- \* Continuously review governance documents in order to make recommendation to the ACEC/PA Board of Directors that enhance the governance policies of the board, while ensuring that the organization operates by its By-Laws and within PA nonprofit corporate laws;
- \* Be keenly familiar with the association's adopted By-Laws, governance manual and associated documents, and able to then make recommendations on governance that may

require that action be taken in one or more documents to avoid conflicts in how the organization is governed;

- \* Evaluate committee efforts and present recommended changes or enhancements to the Governance Manual for ACEC/PA to the ACEC/PA Board of Directors for review and formal adoption.
- \* Maintain records and relevant information on committee work. The Chair(s) must keep sufficiently informed to interact knowledgeably with other committee members and staff;
- \* Refrain from any discussions or activities that violate antitrust laws;

**Time Commitments:**

Vary by week and time of year, but includes virtual or in-person committee meetings, phone calls, and may include some travel to/from various locations within the state throughout the year.

ACEC/PA committee meetings: (approx. 6 or more Governance committee meetings annually (more as desired/needed) with most being virtual, other meeting attendance as requested by the chairperson.

Typical hours per month will vary based on the actions necessary by the committee and also be dependent upon the frequency/need of meetings and follow-up required, but on average may vary from 2 to 6 hours/month.

**Financial Commitments:**

All expenses for travel, lodging, etc. are borne by the committee member unless otherwise offered by ACEC/PA.

# **AMENDED & RESTATED BYLAWS OF AMERICAN COUNCIL OF ENGINEERING COMPANIES OF PENNSYLVANIA**

## **ARTICLE I Name**

Section 1.1 Name. The name of the corporation shall be the American Council of Engineering Companies of Pennsylvania, a non-profit corporation incorporated in the Commonwealth of Pennsylvania (the “**ACEC/PA**”).

## **ARTICLE II Purposes and Operation**

Section 2.1 Offices. The registered office of the ACEC/PA shall be 800 North Third Street, Suite 301, Harrisburg, Pennsylvania 17102.<sup>1</sup> The ACEC/PA may also have offices at such other places as the Board of Directors may from time to time determine.

Section 2.2 Purposes. The purposes of the ACEC/PA shall be:

- (a) to promote the public welfare and enhance the reputation of the consulting engineer by encouraging the maintenance of the highest standards of professional ethics and practice;
- (b) to encourage the intellectual and scientific advancement and development of the members in order to enhance their professional and economic welfare;
- (c) to foster harmony, cooperation, and mutual understanding throughout the engineering and allied professions; and
- (d) to act on behalf of the members in connection with proposals of government or other bodies concerning them.

Section 2.3 ACEC Membership. The ACEC/PA is a member organization of the American Council of Engineering Companies, (the “**ACEC**”). Member Firms are automatically members of ACEC and Affiliate Members may become members of ACEC if so desired, provided that all rights or obligations of such derivative members with respect to ACEC shall be exercised only through ACEC/PA as provided by the Bylaws of ACEC.

Section 2.4 Governing Law. The ACEC/PA is subject to the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “**PaNPCL**”).

## **ARTICLE III Members**

---

<sup>1</sup> Note: Need to file change of registered address. Current address at Department of State is 2040 Linglestown Road.

Section 3.1 Qualifications. The membership of ACEC/PA is set forth below and collectively referred to as the “**Members**”. Each Member Firm and Affiliate Member shall maintain compliance with the membership requirements of the bylaws of the Association.

Section 3.2 Member Firm. A Member Firm shall:

- (a) be limited to those individual firms, parent firms, branch offices, divisions or subsidiaries that furnish independent engineering or land surveying services and maintain an office in the Commonwealth of Pennsylvania;
- (b) maintain and have an established office for the private practice of engineering or land surveying as a sole proprietorship, partnership or corporation, provided the engineering activities are controlled by Resident Principal(s) who are licensed professional engineers or the land surveying activities are controlled by individuals or officers who are licensed land surveyors under the laws of the Commonwealth of Pennsylvania;
- (c) practice under an organizational arrangement that does not subordinate independent professional judgment to or represent a conflict of interest with the purpose of ACEC/PA;
- (d) have high professional repute and ethical standards; and
- (e) authorize its Resident Principals to act on its behalf in activities of ACEC/PA.

Section 3.3 Affiliate Member. An Affiliate Member shall:

- (a) not be eligible for membership in ACEC/PA as a Member described in Section 3.2; and
- (b) not be eligible to vote on ACEC/PA business, serve on the Board of Directors, hold office in ACEC/PA, or serve as a chairperson of a committee, but may be a member of a committee.

Section 3.4 Resident Principal. A Resident 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 responsibilities for technical or business decisions.

Section 3.5 Classes of Members. There shall be one class of voting members, the Member Firms, as defined in this Article III. Each Member Firm shall have the number of votes as determined by the following schedule:

Firm Index Number	Number of Votes
1 & 2	1
3, 4, 5	2
6, 7, 8	3
9, 10, 11	4

12, 13, 14	5
15 & 16	6
17 or over	7

The Firm Index Number is the index number initially calculated as set forth in the ACEC/PA membership application. Such Firm Index Number shall be re-affirmed or re-calculated annually based upon the Member Firm's response to the member survey. The total vote of a Member Firm may be cast by Resident Principal at the Annual Meeting or as required by mail or electronic ballot. The Affiliate Members as defined in this Article III shall be non-voting members.

Section 3.6 Dues and Assessments. Dues for Member Firms shall be the total dues as established annually by the Board of Directors ("**State Dues**"). Dues for Affiliate Members shall be flat fees as established by the Board of Directors. ACEC membership dues shall be established annually by the ACEC board of directors ("**National Dues**") for Member Firms.

Special assessments may be collected from the Member Firms and Affiliate Members for use by ACEC/PA (the "**State Assessment**"), or from Member Firms for use by ACEC, (the "**National Assessment**"). State Assessments shall be approved by a two-thirds (2/3) vote of the Board of Directors. National Assessments shall be levied upon the Member Firms when notice, giving full details with the amount assessed and date payment is due, is received from ACEC.

Each Member Firm and Affiliate Member shall pay applicable State and National Dues and State and National Assessments to ACEC/PA, or verify National Dues were paid to ACEC, except a Member Firm or Affiliate Member that is a member of an ACEC Member Organization in another state may pay National Dues and National Assessments directly to ACEC. A Member Firm or Affiliate Member who fails to pay applicable State or National Dues or State or National Assessments within ninety (90) days following the due date shall, upon the expiration of such ninety (90) day period, be automatically suspended until all amounts owed have been paid to the ACEC/PA or ACEC. A suspended Member Firm or Affiliate Member shall not be afforded the rights and duties of a Member Firm or Affiliate Member until suspension expires.

Section 3.7 Resignation. Any Member Firm or Affiliate Member may terminate its membership in ACEC/PA by giving thirty (30) days written notice to the Executive Director. Such termination shall not relieve a Member Firm or Affiliate Member of its applicable obligations, including for State and National Dues and State and National Assessments, to ACEC/PA or ACEC existing at the date of termination.

Section 3.8 Removal. A Member Firm or Affiliate Member may be expelled from membership in ACEC/PA on the grounds that its conduct or policy is detrimental to the honor or stated purpose of ACEC/PA and its objectives, or because such Member Firm or Affiliate Member has ceased to meet the requirements for membership. Removal on these grounds shall be by two-thirds (2/3) vote of the Board of Directors, less the vote of any Director who is a Resident Principal representing the Member Firm whose removal is under consideration, and only after the Member Firm or Affiliate Member has had the opportunity to be heard by the Board of Directors. The action of the 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/PA and ACEC or the Board of Directors against the ACEC/PA, its Member Firms, Affiliate Members, Directors, Officers and Employees for damages or otherwise, arising out of any hearing or removal proceeding under this Section. Member

Firms or Affiliate Members waive any claim for libel or slander against the ACEC/PA, its Member Firms, Affiliate Members, Directors, Officers or Employees resulting from any hearing or expulsion under this Section. If a Member Firm or Affiliate Member is expelled from membership in accordance with this section, such removed Member Firm or Affiliate Member may apply for readmission to membership in ACEC/PA upon meeting the requirements for membership for the ~~12 month~~12-month period prior to application to membership and approval by a majority of the Board of Directors.

Section 3.9. Member Firm Employees. Each Member Firm shall report its average number of employees for the portion of the firm located in Pennsylvania to ACEC/PA each year. The average number of employees is to be based upon the total number of regular hours (~~nonovertime~~non overtime hours) for which all employees are paid by the Member Firm or on the Member Firm's behalf on an annual basis divided by 2,080. In the case of ~~full-time~~full-time salaried employees not paid on an hourly basis, the same 2,080 shall be used to represent the total number of hours worked by each full time salaried employee.

## **ARTICLE IV Meetings of Members**

Section 4.1 Annual Meeting. Prior to the Annual Meeting, the Member Firms shall vote via mail or electronic ballot electing the Officers, At-Large Directors, and ~~Chapter~~Region Officers nominated by the Board of Directors. At the Annual Meeting of the Member Firms and Affiliate Members of ACEC/PA, the installation of Officers, At-Large Directors, and ~~Chapter~~Region Officers shall occur. The Annual Meeting shall be held on such date and at such place as may be determined by the President.

Section 4.2 Special Meetings. Special Meetings may be called by the President, the Board of Directors, or Member Firms entitled to cast at least ten percent (10%) of the votes that all Members are entitled to cast at the particular meeting.

Section 4.3 Notice of Annual and Special Meetings. All Member Firms and Affiliate Members shall be notified in writing or by email by the Secretary or the Secretary's designee at least two (2) weeks prior to each Meeting. Such notice shall contain the place, day and hour of the meeting and, insofar as possible, the business to be transacted.

Section 4.4 Quorum. Except as otherwise provided in the Bylaws, the number of Member Firms represented in person or by proxy that constitutes a quorum at a meeting of Members will be twenty (20). The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by the PaNPCL, the Articles of Incorporation, or any provision of these Bylaws.

Section 4.5 Proxy. A Member Firm may vote either in person or by proxy executed in writing by the Resident Principal of the Member Firm or by ~~his or her~~their duly authorized attorney-in-fact. No proxy will be recognized as valid after eleven months from the date of its execution unless expressly provided otherwise in the proxy.

Section 4.6 Majority Vote. The vote of a majority of the votes entitled to be cast by the Member Firms present or represented by proxy at a meeting at which a quorum is present is

necessary for the adoption of any matter voted on by the Member Firms, unless a greater proportion is required by the PaNPCL, the Articles of Incorporation or these bylaws.

## **ARTICLE V**

### **ChapterRegions**

Section 5.1 ChapterRegions. The ChapterRegions of ACEC/PA shall be Eastern, Central and Western unless otherwise determined by the Board. The ChapterRegions may organize and conduct local activities as desirable.

Section 5.2 ChapterRegion Affiliation. The Member Firms and Affiliate Members of ACEC/PA may select the ChapterRegion or ChapterRegions in which affiliation is desired.

Section 5.3 Eligibility of ChapterRegion Officers. The ChapterRegion Officers shall be President and Vice President for each chapterRegion and shall be elected by the Members. Only Resident Principals of Member Firms shall qualify as an officer of a ChapterRegion. All ChapterRegion Officers shall serve a term of two (2) years until the time of the next Annual Meeting.

## **ARTICLE VI Directors**

Section 6.1 Number and Qualifications. The business of the ACEC/PA shall be conducted by the Board of Directors in the best interest of the Member Firms and Affiliate Members. The Board shall consist of at least eighteen (18) Directors as follows:

- (a) the President;
- (b) the President-Elect;
- (c) the Vice President;
- (d) the Treasurer;
- (e) the Secretary;
- (f) the Immediate Past President/National Director;
- (g) the President and Vice President of each of the ChapterRegions; and
- (h) two (2) Directors from each of the ChapterRegions.

No more than one Resident Principal from any Member Firm shall serve on the Board of Directors (including ex-officio members of the Board) at any time unless approved by vote of the Board of Directors. The Executive Director and Chair of Government Affairs shall serve on the Board of Directors ex-officio (without voting rights).



Section 6.2 Commencement of Term of Elected Directors. The term of a director shall commence immediately after the Annual Meeting which they were elected. All Directors shall serve a term of one year, except At-Large Directors who shall serve a term of two years, alternating with three elected each year, until their successors are elected and qualified.

Section 6.3 Vacancies. Director positions shall be declared vacant when the individual involved no longer represents a Member Firm or is for any reason incapable of fulfilling assigned responsibilities. In addition, the Board of Directors may, if it so chooses, declare a position vacant after the individual filling that position misses three successive meetings of the Board of Directors. A Director vacancy shall be filled, for the remainder of the term, by appointment of the President, subject to approval of the Board of Directors.

Section 6.4 Liability of Directors.

(a) No person who is or was a Director of this ACEC/PA shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director unless:

(i) the Director has breached or failed to perform the duties of ~~her or his~~their office as set forth in appropriate sections of the PaNPCL; and

(ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This provision of the Bylaws shall not apply to:

(i) the responsibility or liability of a Director pursuant to any criminal statute; or

(ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

(c) If the PaNPCL hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the ACEC/PA, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended PaNPCL.

Section 6.5 Annual Meeting. The annual meeting of the Board of Directors, shall be held immediately following the Annual Meeting of the Members or at such other date selected by the Board of Directors, not later than sixty (60) days after the Annual Meeting each year, and at the registered office of ACEC/PA, or at such other location, as may be determined by the President and as shall be designated in the notice of said meeting.

Section 6.6 Regular and Special Meetings. All meetings of the Board of Directors shall be at the call of the President. A special meeting of the Board of Directors may be called upon written request of any two (2) of its members, but they must present written confirmation that a quorum will attend.

Board Meetings are open to all Member Firms and Affiliate Members of ACEC/PA except when the President calls for Executive Session in accordance with Roberts Rules of Order.

Section 6.7     Notice. Notice of all meetings shall be given at least two (2) days before the meeting.

Section 6.8     Quorum. The presence of a majority of the Directors then in office shall constitute a quorum for the transaction of all business, and the acts of a majority of the Directors present at a meeting, at which a quorum is present, shall be the acts of the Board of Directors unless a greater proportion is required by the PaNPCL, the Articles of Incorporation, or any provision of these Bylaws.

Section 6.9     Voting. Each Director shall have one (1) vote.

Section 6.10    Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board of Directors or all members of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or the committee.

Section 6.11    Remote Meetings. Any one or more Directors may participate in a meeting of the Board of Directors or of a committee of the Board of Directors by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting. Notwithstanding the foregoing, however, use of conference telephone and other electronic technology shall be permitted at the discretion of the Board, which shall be deemed to have permitted such use unless and until it shall have taken due action to prohibit such use.

## **ARTICLE VII Committees**

Section 7.1     Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which may consist of two (2) or more Directors, which committees, to the extent permitted by law and provided in said resolution or any amendment of such resolution, shall have and exercise the authority of the Board of Directors in the management of ACEC/PA. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, ~~him or her~~ they or them by law. The President shall monitor actions of the committees of the ACEC/PA and shall recommend to the Board of Directors the creation, dissolution and consolidation of committees and appoint all Committee Chairpersons not otherwise identified in these Bylaws.

Section 7.2     Nominating Committee. The Nominating Committee shall consist of the President, the President-Elect, and the Immediate Past President/National Director. This Committee shall nominate no less than one candidate for each office to be voted on by the Members and take office at the Annual Meeting and shall provide the proposed slate of candidates to the Board of Directors at a Board of Directors Meeting prior to the Annual Meeting.

Section 7.3 Other Committees. Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by the Board.

Section 7.4 Term. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors or until ~~his or her~~their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board of Directors (for cause), or unless such member shall cease to qualify as a member thereof.

Section 7.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee.

Section 7.7 Chairperson. The Board of Directors shall designate one member of each committee as Chairperson.

Section 7.8 Governance. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules or guidelines adopted by the Board of Directors.

Section 7.9 Authority. Any committee of the Board of Directors, to the extent provided in the resolution of the Board of Directors, may have and exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- (a) The filling of vacancies in the Board of Directors;
- (b) The adoption, amendment or repeal of the Bylaws;
- (c) The amendment or repeal of any resolution of the Board of Directors; and
- (d) Action on matters committed by the Bylaws or resolution of the Board of Directors, or by law, to another committee of the Board of Directors or to the Board of Directors.

Section 7.10 Compensation. Committee members shall serve without compensation except that certain expenses may be reimbursed within budgetary limits, as approved by the Board of Directors.

## **ARTICLE VIII Officers**

Section 8.1 Qualification and Election. The Officers shall include a President, a President-Elect, a Vice-President, the Immediate Past President/National Director, Treasurer, and a Secretary. Only Resident Principals of Member Firms shall qualify as officers.

Section 8.2 Term. The Officers shall serve for a term of one (1) year or until their successors have been elected and qualified. An Officer may succeed ~~himself or herself~~themselves.

Section 8.3 Vacancies. An Officer position shall be declared vacant when the individual involved no longer represents a Member Firm or is for any reason incapable of fulfilling assigned responsibilities for a period of time longer than 90 days. In addition, the Board of Directors may, if it so chooses, declare a position vacant after the individual filling that position misses three successive meetings of the Board of Directors. A vacancy in the office of the President-Elect, the Vice President, the Secretary or the Treasurer shall be filled, for the remainder of the term, by appointment of the President, subject to approval of the Board of Directors. A vacancy in the office of President shall be filled by the majority vote of the Directors then in office.

Section 8.4 President. The President shall be the chief executive officer of ACEC/PA and shall have the responsibility of general management of its affairs. The President shall preside over all meetings of the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee but shall not be counted in determining the presence of a quorum for the transaction of any business by any Committee. The President shall be ACEC/PA's alternate national director to ACEC.

Section 8.5 President-Elect. The President-Elect shall have been an Officer of ACEC/PA. The President-Elect shall prepare and plan for ~~his or her~~their year as President and may be assigned duties by the President. The President-Elect shall assume the office of President at the conclusion of the term as President-Elect. The President-Elect, in the absence of the President, shall assume the duties of the President.

Section 8.6 Vice President. The Vice President may be assigned duties by the President. The Vice President, in the absence of the President and President-Elect shall assume the duties of the President.

Section 8.7 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 Board of Directors.

Section 8.8 Treasurer. The Treasurer shall have custody of ACEC/PA funds and any other duties as may be prescribed by the Board of Directors.

Section 8.9 Immediate Past President/National Director. The Immediate Past President/National Director shall serve as the National Director to ACEC shall report on all matters discussed and actions taken at meetings of the board of directors of ACEC, including ~~his or her~~their own expressed views and votes thereon. The Immediate Past President-National Director shall also serve as the chair of the Nominating Committee. The Board of Directors shall instruct the Immediate Past President-National Director with respect to the official position to be taken and expressed at meetings of the board of directors of ACEC on motions, proposals or discussions on the agenda at such meetings.

## **ARTICLE IX Services and Employees**

Section 9.1 Appointment. The Board of Directors shall within budgetary limits be responsible for the securing of professional, technical and non-technical services and shall employ a salaried Executive Director. The terms and conditions of employment shall be specified by the Board of Directors.

Section 9.2. Authority and Responsibility. The Executive Director shall manage all activities of ACEC/PA subject to policies and procedures approved by the Board of Directors and at the direction of the President. The Executive Director shall employ, manage and terminate the employment of members of the staff necessary to carry on the work of ACEC/PA within the approved budget. The Executive Director shall assist in, support and supplement the activities of the Officers, Directors and Committees, and perform other day-to-day tasks normal to the position, not in conflict with the Bylaws. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

Section 9.3. Annual Review. The Immediate Past President/National Director, President and President-Elect shall annually, or as deemed necessary by the Board, review the duties, performance and compensation of the Executive Director and secured services and take action as necessary in the best interests of the membership.

## **ARTICLE X Finance**

Section 10.1 Fiscal Year. The fiscal year of ACEC/PA shall end on June 30 each year, or such other day as the Board of Directors may designate from time to time.

Section 10.2 Accounting Review. The accounts of ACEC/PA shall undergo an accounting review not less than annually by a Certified Public Accountant who shall be recommended by the Executive Director with the approval of the Board of Directors and who shall provide a report to the Board of Directors. Accounting Review should include annual review of taxes, Annual Report, bank accounts, etc.

## **ARTICLE XI Rules of Order**

Section 11.1 Rules of Order. The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of ACEC/PA, Board of Directors, and Executive Committee in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules ACEC/PA may adopt.

## **ARTICLE XII Indemnification**

Section 12.1 Third-party actions. The ACEC/PA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ACEC/PA), by reason of the fact that ~~he or she is or was~~ they are or were a representative of the ACEC/PA, or ~~is or was~~ are or were serving at the request of the ACEC/PA as a representative

of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by ~~him-them~~ in connection with the action or proceeding if ~~he-or-shethy~~ acted in good faith and in a manner ~~he-or-shethy~~ reasonably believed to be in, or not opposed to, the best interests of the ACEC/PA and, with respect to any criminal proceeding, had no reasonable cause to believe ~~his-their~~ conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that ~~he-or-shethy~~ reasonably believed to be in, or not opposed to, the best interests of the ACEC/PA and, with respect to any criminal proceeding, had reasonable cause to believe that ~~his-their~~ conduct was unlawful.

Section 12.2 Derivative and Corporate Actions. The ACEC/PA shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the ACEC/PA to procure a judgment in its favor by reason of the fact that ~~he-or-she-is-or-was~~they are or were a representative of the ACEC/PA or ~~is-or-was~~are or were serving at the request of the ACEC/PA as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by ~~him-them~~ in connection with the defense or settlement of the action if ~~he-or-shethy~~ acted in good faith and in a manner ~~he-or-shethy~~ reasonably believed to be in, or not opposed to, the best interests of the ACEC/PA. Indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the ACEC/PA unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the ACEC/PA is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses that the court of common pleas or other court shall deem proper.

Section 12.3 Advancing Expenses. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 12.1 (relating to third-party actions) or Section 12.2 (relating to derivative and corporate actions) shall be paid by the ACEC/PA in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that ~~he-or-she-is~~they are not entitled to be indemnified by the ACEC/PA as authorized in this Article or otherwise.

Section 12.4 Procedure for Effecting Indemnification and Advancing Expenses. Unless ordered by a court, any indemnification or advancement of expenses under Section 12.1 (relating to third-party actions), Section 12.2 (relating to derivative and corporate actions) or Section 12.3 (relating to advancing expenses) shall be made by the ACEC/PA only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because ~~he-or-she-has~~they have met the applicable standard of conduct set forth in those sections. The determination shall be made:

- (a) by a majority vote of the Directors who are not parties to such action, suit or proceeding, even though less than a quorum;
- (b) by a committee of such Directors designated by a majority vote of such

Directors, even though less than a quorum;

(c) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion; or

(d) by the Member Firms.

#### Section 12.5 Supplementary Coverage.

(a) General Rule. The indemnification and advancement of expenses provided by or granted pursuant to Section 12.1 (relating to third-party actions), Section 12.2 (relating to derivative and corporate actions) or Section 12.3 (relating to advancing expenses) shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of Directors who were not parties to the action or proceeding, or otherwise, both as to action in ~~his~~their official capacity and as to action in another capacity while holding that office. The ACEC/PA may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this section or otherwise.

(b) When Indemnification is not to be Made. Indemnification pursuant to subsection (a) shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(c) Grounds. Indemnification pursuant to subsection (a) under any agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the ACEC/PA would have the power to indemnify the person under any other provision of law except as provided in this section and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the ACEC/PA.

(d) Trust Property. This Article shall not affect the liability of a representative with respect to the administration of assets held by the ACEC/PA pursuant to its authority to take and hold trust property.

Section 12.6 Power to Purchase Insurance. The ACEC/PA shall have power to purchase and maintain insurance on behalf of any person who is or was a representative of the ACEC/PA or is or was serving at the request of the ACEC/PA as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against ~~him~~them and incurred by ~~him~~them in any such capacity, or arising out of ~~his~~their status as such, whether or not the ACEC/PA would have the power to indemnify ~~him~~them against that liability under the provisions of this Article.

Section 12.7 Application to Surviving or New Corporations. For the purposes of this Article, references to “the ACEC/PA” include all constituent corporations absorbed in a consolidation, merger or division, as well as the surviving or new corporations surviving or resulting therefrom, so that any person who is or was a representative of the constituent, surviving or new corporation, or is or was serving at the request of the constituent, surviving or new corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint



venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving or new corporation as ~~he or she~~ they would if ~~he or she~~ they had served the surviving or new corporation in the same capacity.

Section 12.8 Application to Employee Benefit Plans. For the purposes of this Article:

- (a) References to “other enterprises” shall include employee benefit plans;
- (b) References to “serving at the request of the ACEC/PA” shall include any service as a representative of the nonprofit corporation that imposes duties on or involves services by the representative with respect to an employee benefit plan, its participants or beneficiaries;
- (c) Excise taxes assessed on a person with respect to any employee benefit plan pursuant to applicable law shall be deemed “fines”;
- (d) Action with respect to an employee benefit plan taken or omitted in good faith by a representative of the ACEC/PA in a manner ~~he or she~~ they reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the ACEC/PA.

Section 12.9 Duration and Extent of Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the ACEC/PA and shall inure to the benefit of the heirs and personal representative of that person.

### **ARTICLE XIII Miscellaneous**

Section 13.1 Amendment of Articles of Incorporation and Bylaws. Amendments to the Articles of Incorporation or the Bylaws may be proposed to the Board of Directors by a majority vote of all Member Firms present at any meeting of ACEC/PA or directly to the Board of Directors by the Bylaws Committee. Amendments submitted to the Board of Directors shall be duly and carefully considered by them and, upon an affirmative vote of a majority of the Directors, shall be submitted to Member Firms for mail or electronic balloting in accordance with the voting procedures described in Article IV of the Bylaws. Proposed amendments shall be mailed or emailed by the Secretary or the Secretary’s designee, to Member Firms at least thirty (30) days before the date ballots are due. Voting on amendments shall require a quorum of twenty percent (20%) of the Member Firms present in person or by proxy and must be approved by two-thirds (2/3) of the votes cast by Member Firms.

Updated with gender neutral edits on 2/24/2023  
Last amended 5/21/2019



~~Amended 5/21/2019~~

# **AMENDED & RESTATED BYLAWS OF AMERICAN COUNCIL OF ENGINEERING COMPANIES OF PENNSYLVANIA**

## **ARTICLE I Name**

Section 1.1 Name. The name of the corporation shall be the American Council of Engineering Companies of Pennsylvania, a non-profit corporation incorporated in the Commonwealth of Pennsylvania (the “**ACEC/PA**”).

## **ARTICLE II Purposes and Operation**

Section 2.1 Offices. The registered office of the ACEC/PA shall be 800 North Third Street, Suite 301, Harrisburg, Pennsylvania 17102.<sup>1</sup> The ACEC/PA may also have offices at such other places as the Board of Directors may from time to time determine.

Section 2.2 Purposes. The purposes of the ACEC/PA shall be:

- (a) to promote the public welfare and enhance the reputation of the consulting engineer by encouraging the maintenance of the highest standards of professional ethics and practice;
- (b) to encourage the intellectual and scientific advancement and development of the members in order to enhance their professional and economic welfare;
- (c) to foster harmony, cooperation, and mutual understanding throughout the engineering and allied professions; and
- (d) to act on behalf of the members in connection with proposals of government or other bodies concerning them.

Section 2.3 ACEC Membership. The ACEC/PA is a member organization of the American Council of Engineering Companies, (the “**ACEC**”). Member Firms are automatically members of ACEC and Affiliate Members may become members of ACEC if so desired, provided that all rights or obligations of such derivative members with respect to ACEC shall be exercised only through ACEC/PA as provided by the Bylaws of ACEC.

Section 2.4 Governing Law. The ACEC/PA is subject to the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “**PaNPCL**”).

## **ARTICLE III Members**

---

<sup>1</sup> Note: Need to file change of registered address. Current address at Department of State is 2040 Linglestown Road.

Section 3.1 Qualifications. The membership of ACEC/PA is set forth below and collectively referred to as the “**Members**”. Each Member Firm and Affiliate Member shall maintain compliance with the membership requirements of the bylaws of the Association.

Section 3.2 Member Firm. A Member Firm shall:

- (a) be limited to those individual firms, parent firms, branch offices, divisions or subsidiaries that furnish independent engineering or land surveying services and maintain an office in the Commonwealth of Pennsylvania;
- (b) maintain and have an established office for the private practice of engineering or land surveying as a sole proprietorship, partnership or corporation, provided the engineering activities are controlled by Resident Principal(s) who are licensed professional engineers or the land surveying activities are controlled by individuals or officers who are licensed land surveyors under the laws of the Commonwealth of Pennsylvania;
- (c) practice under an organizational arrangement that does not subordinate independent professional judgment to or represent a conflict of interest with the purpose of ACEC/PA;
- (d) have high professional repute and ethical standards; and
- (e) authorize its Resident Principals to act on its behalf in activities of ACEC/PA.

Section 3.3 Affiliate Member. An Affiliate Member shall:

- (a) not be eligible for membership in ACEC/PA as a Member described in Section 3.2; and
- (b) not be eligible to vote on ACEC/PA business, serve on the Board of Directors, hold office in ACEC/PA, or serve as a chairperson of a committee, but may be a member of a committee.

Section 3.4 Resident Principal. A Resident 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 responsibilities for technical or business decisions.

Section 3.5 Classes of Members. There shall be one class of voting members, the Member Firms, as defined in this Article III. Each Member Firm shall have the number of votes as determined by the following schedule:

Firm Index Number	Number of Votes
1 & 2	1
3, 4, 5	2
6, 7, 8	3
9, 10, 11	4

12, 13, 14	5
15 & 16	6
17 or over	7

The Firm Index Number is the index number initially calculated as set forth in the ACEC/PA membership application. Such Firm Index Number shall be re-affirmed or re-calculated annually based upon the Member Firm's response to the member survey. The total vote of a Member Firm may be cast by Resident Principal at the Annual Meeting or as required by mail or electronic ballot. The Affiliate Members as defined in this Article III shall be non-voting members.

Section 3.6 Dues and Assessments. Dues for Member Firms shall be the total dues as established annually by the Board of Directors ("**State Dues**"). Dues for Affiliate Members shall be flat fees as established by the Board of Directors. ACEC membership dues shall be established annually by the ACEC board of directors ("**National Dues**") for Member Firms.

Special assessments may be collected from the Member Firms and Affiliate Members for use by ACEC/PA (the "**State Assessment**"), or from Member Firms for use by ACEC, (the "**National Assessment**"). State Assessments shall be approved by a two-thirds (2/3) vote of the Board of Directors. National Assessments shall be levied upon the Member Firms when notice, giving full details with the amount assessed and date payment is due, is received from ACEC.

Each Member Firm and Affiliate Member shall pay applicable State and National Dues and State and National Assessments to ACEC/PA, or verify National Dues were paid to ACEC, except a Member Firm or Affiliate Member that is a member of an ACEC Member Organization in another state may pay National Dues and National Assessments directly to ACEC. A Member Firm or Affiliate Member who fails to pay applicable State or National Dues or State or National Assessments within ninety (90) days following the due date shall, upon the expiration of such ninety (90) day period, be automatically suspended until all amounts owed have been paid to the ACEC/PA or ACEC. A suspended Member Firm or Affiliate Member shall not be afforded the rights and duties of a Member Firm or Affiliate Member until suspension expires.

Section 3.7 Resignation. Any Member Firm or Affiliate Member may terminate its membership in ACEC/PA by giving thirty (30) days written notice to the Executive Director. Such termination shall not relieve a Member Firm or Affiliate Member of its applicable obligations, including for State and National Dues and State and National Assessments, to ACEC/PA or ACEC existing at the date of termination.

Section 3.8 Removal. A Member Firm or Affiliate Member may be expelled from membership in ACEC/PA on the grounds that its conduct or policy is detrimental to the honor or stated purpose of ACEC/PA and its objectives, or because such Member Firm or Affiliate Member has ceased to meet the requirements for membership. Removal on these grounds shall be by two-thirds (2/3) vote of the Board of Directors, less the vote of any Director who is a Resident Principal representing the Member Firm whose removal is under consideration, and only after the Member Firm or Affiliate Member has had the opportunity to be heard by the Board of Directors. The action of the 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/PA and ACEC or the Board of Directors against the ACEC/PA, its Member Firms, Affiliate Members, Directors, Officers and Employees for damages or otherwise, arising out of any hearing or removal proceeding under this Section. Member

Firms or Affiliate Members waive any claim for libel or slander against the ACEC/PA, its Member Firms, Affiliate Members, Directors, Officers or Employees resulting from any hearing or expulsion under this Section. If a Member Firm or Affiliate Member is expelled from membership in accordance with this section, such removed Member Firm or Affiliate Member may apply for readmission to membership in ACEC/PA upon meeting the requirements for membership for the 12-month period prior to application to membership and approval by a majority of the Board of Directors.

Section 3.9. Member Firm Employees. Each Member Firm shall report its average number of employees for the portion of the firm located in Pennsylvania to ACEC/PA each year. The average number of employees is to be based upon the total number of regular hours (non-overtime hours) for which all employees are paid by the Member Firm or on the Member Firm's behalf on an annual basis divided by 2,080. In the case of full-time salaried employees not paid on an hourly basis, the same 2,080 shall be used to represent the total number of hours worked by each full time salaried employee.

#### **ARTICLE IV Meetings of Members**

Section 4.1 Annual Meeting. Prior to the Annual Meeting, the Member Firms shall vote via mail or electronic ballot electing the Officers, At-Large Directors, and Region Officers nominated by the Board of Directors. At the Annual Meeting of the Member Firms and Affiliate Members of ACEC/PA, the installation of Officers, At-Large Directors, and Region Officers shall occur. The Annual Meeting shall be held on such date and at such place as may be determined by the President.

Section 4.2 Special Meetings. Special Meetings may be called by the President, the Board of Directors, or Member Firms entitled to cast at least ten percent (10%) of the votes that all Members are entitled to cast at the particular meeting.

Section 4.3 Notice of Annual and Special Meetings. All Member Firms and Affiliate Members shall be notified in writing or by email by the Secretary or the Secretary's designee at least two (2) weeks prior to each Meeting. Such notice shall contain the place, day and hour of the meeting and, insofar as possible, the business to be transacted.

Section 4.4 Quorum. Except as otherwise provided in the Bylaws, the number of Member Firms represented in person or by proxy that constitutes a quorum at a meeting of Members will be twenty (20). The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by the PaNPCL, the Articles of Incorporation, or any provision of these Bylaws.

Section 4.5 Proxy. A Member Firm may vote either in person or by proxy executed in writing by the Resident Principal of the Member Firm or by their duly authorized attorney-in-fact. No proxy will be recognized as valid after eleven months from the date of its execution unless expressly provided otherwise in the proxy.

Section 4.6 Majority Vote. The vote of a majority of the votes entitled to be cast by the Member Firms present or represented by proxy at a meeting at which a quorum is present is

necessary for the adoption of any matter voted on by the Member Firms, unless a greater proportion is required by the PaNPCL, the Articles of Incorporation or these bylaws.

## **ARTICLE V Regions**

Section 5.1 Regions. The Regions of ACEC/PA shall be Eastern, Central and Western unless otherwise determined by the Board. The Regions may organize and conduct local activities as desirable.

Section 5.2 Region Affiliation. The Member Firms and Affiliate Members of ACEC/PA may select the Region or Regions in which affiliation is desired.

Section 5.3 Eligibility of Region Officers. The Region Officers shall be President and Vice President for each Region and shall be elected by the Members. Only Resident Principals of Member Firms shall qualify as an officer of a Region. All Region Officers shall serve a term of two (2) years until the time of the next Annual Meeting.

## **ARTICLE VI Directors**

Section 6.1 Number and Qualifications. The business of the ACEC/PA shall be conducted by the Board of Directors in the best interest of the Member Firms and Affiliate Members. The Board shall consist of at least eighteen (18) Directors as follows:

- (a) the President;
- (b) the President-Elect;
- (c) the Vice President;
- (d) the Treasurer;
- (e) the Secretary;
- (f) the Immediate Past President/National Director;
- (g) the President and Vice President of each of the Regions; and
- (h) two (2) Directors from each of the Regions.

No more than one Resident Principal from any Member Firm shall serve on the Board of Directors (including ex-officio members of the Board) at any time unless approved by vote of the Board of Directors. The Executive Director and Chair of Government Affairs shall serve on the Board of Directors ex-officio (without voting rights).

Section 6.2 Commencement of Term of Elected Directors. The term of a director shall commence immediately after the Annual Meeting which they were elected. All Directors shall serve a term of one year, except At-Large Directors who shall serve a term of two years, alternating with three elected each year, until their successors are elected and qualified.

Section 6.3 Vacancies. Director positions shall be declared vacant when the individual involved no longer represents a Member Firm or is for any reason incapable of fulfilling assigned responsibilities. In addition, the Board of Directors may, if it so chooses, declare a position vacant after the individual filling that position misses three successive meetings of the Board of Directors. A Director vacancy shall be filled, for the remainder of the term, by appointment of the President, subject to approval of the Board of Directors.

Section 6.4 Liability of Directors.

(a) No person who is or was a Director of this ACEC/PA shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director unless:

(i) the Director has breached or failed to perform the duties of their office as set forth in appropriate sections of the PaNPCL; and

(ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This provision of the Bylaws shall not apply to:

(i) the responsibility or liability of a Director pursuant to any criminal statute; or

(ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

(c) If the PaNPCL hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the ACEC/PA, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended PaNPCL.

Section 6.5 Annual Meeting. The annual meeting of the Board of Directors, shall be held immediately following the Annual Meeting of the Members or at such other date selected by the Board of Directors, not later than sixty (60) days after the Annual Meeting each year, and at the registered office of ACEC/PA, or at such other location, as may be determined by the President and as shall be designated in the notice of said meeting.

Section 6.6 Regular and Special Meetings. All meetings of the Board of Directors shall be at the call of the President. A special meeting of the Board of Directors may be called upon written request of any two (2) of its members, but they must present written confirmation that a quorum will attend.

Board Meetings are open to all Member Firms and Affiliate Members of ACEC/PA except when the President calls for Executive Session in accordance with Roberts Rules of Order.

Section 6.7     Notice. Notice of all meetings shall be given at least two (2) days before the meeting.

Section 6.8     Quorum. The presence of a majority of the Directors then in office shall constitute a quorum for the transaction of all business, and the acts of a majority of the Directors present at a meeting, at which a quorum is present, shall be the acts of the Board of Directors unless a greater proportion is required by the PaNPCL, the Articles of Incorporation, or any provision of these Bylaws.

Section 6.9     Voting. Each Director shall have one (1) vote.

Section 6.10    Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board of Directors or all members of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or the committee.

Section 6.11    Remote Meetings. Any one or more Directors may participate in a meeting of the Board of Directors or of a committee of the Board of Directors by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting. Notwithstanding the foregoing, however, use of conference telephone and other electronic technology shall be permitted at the discretion of the Board, which shall be deemed to have permitted such use unless and until it shall have taken due action to prohibit such use.

## **ARTICLE VII Committees**

Section 7.1     Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which may consist of two (2) or more Directors, which committees, to the extent permitted by law and provided in said resolution or any amendment of such resolution, shall have and exercise the authority of the Board of Directors in the management of ACEC/PA. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, they or them by law. The President shall monitor actions of the committees of the ACEC/PA and shall recommend to the Board of Directors the creation, dissolution and consolidation of committees and appoint all Committee Chairpersons not otherwise identified in these Bylaws.

Section 7.2     Nominating Committee. The Nominating Committee shall consist of the President, the President-Elect, and the Immediate Past President/National Director. This Committee shall nominate no less than one candidate for each office to be voted on by the Members and take office at the Annual Meeting and shall provide the proposed slate of candidates to the Board of Directors at a Board of Directors Meeting prior to the Annual Meeting.



Section 7.3 Other Committees. Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by the Board.

Section 7.4 Term. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors or until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board of Directors (for cause), or unless such member shall cease to qualify as a member thereof.

Section 7.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee.

Section 7.7 Chairperson. The Board of Directors shall designate one member of each committee as Chairperson.

Section 7.8 Governance. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules or guidelines adopted by the Board of Directors.

Section 7.9 Authority. Any committee of the Board of Directors, to the extent provided in the resolution of the Board of Directors, may have and exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- (a) The filling of vacancies in the Board of Directors;
- (b) The adoption, amendment or repeal of the Bylaws;
- (c) The amendment or repeal of any resolution of the Board of Directors; and
- (d) Action on matters committed by the Bylaws or resolution of the Board of Directors, or by law, to another committee of the Board of Directors or to the Board of Directors.

Section 7.10 Compensation. Committee members shall serve without compensation except that certain expenses may be reimbursed within budgetary limits, as approved by the Board of Directors.

## **ARTICLE VIII Officers**

Section 8.1 Qualification and Election. The Officers shall include a President, a President-Elect, a Vice-President, the Immediate Past President/National Director, Treasurer, and a Secretary. Only Resident Principals of Member Firms shall qualify as officers.

Section 8.2 Term. The Officers shall serve for a term of one (1) year or until their successors have been elected and qualified. An Officer may succeed themselves.

Section 8.3 Vacancies. An Officer position shall be declared vacant when the individual involved no longer represents a Member Firm or is for any reason incapable of fulfilling assigned responsibilities for a period of time longer than 90 days. In addition, the Board of Directors may, if it so chooses, declare a position vacant after the individual filling that position misses three successive meetings of the Board of Directors. A vacancy in the office of the President-Elect, the Vice President, the Secretary or the Treasurer shall be filled, for the remainder of the term, by appointment of the President, subject to approval of the Board of Directors. A vacancy in the office of President shall be filled by the majority vote of the Directors then in office.

Section 8.4 President. The President shall be the chief executive officer of ACEC/PA and shall have the responsibility of general management of its affairs. The President shall preside over all meetings of the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee but shall not be counted in determining the presence of a quorum for the transaction of any business by any Committee. The President shall be ACEC/PA's alternate national director to ACEC.

Section 8.5 President-Elect. The President-Elect shall have been an Officer of ACEC/PA. The President-Elect shall prepare and plan for their year as President and may be assigned duties by the President. The President-Elect shall assume the office of President at the conclusion of the term as President-Elect. The President-Elect, in the absence of the President, shall assume the duties of the President.

Section 8.6 Vice President. The Vice President may be assigned duties by the President. The Vice President, in the absence of the President and President-Elect shall assume the duties of the President.

Section 8.7 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 Board of Directors.

Section 8.8 Treasurer. The Treasurer shall have custody of ACEC/PA funds and any other duties as may be prescribed by the Board of Directors.

Section 8.9 Immediate Past President/National Director. The Immediate Past President/National Director shall serve as the National Director to ACEC shall report on all matters discussed and actions taken at meetings of the board of directors of ACEC, including their own expressed views and votes thereon. The Immediate Past President-National Director shall also serve as the chair of the Nominating Committee. The Board of Directors shall instruct the Immediate Past President-National Director with respect to the official position to be taken and expressed at meetings of the board of directors of ACEC on motions, proposals or discussions on the agenda at such meetings.

## **ARTICLE IX Services and Employees**

Section 9.1 Appointment. The Board of Directors shall within budgetary limits be responsible for the securing of professional, technical and non-technical services and shall employ a salaried Executive Director. The terms and conditions of employment shall be specified by the Board of Directors.

Section 9.2. Authority and Responsibility. The Executive Director shall manage all activities of ACEC/PA subject to policies and procedures approved by the Board of Directors and at the direction of the President. The Executive Director shall employ, manage and terminate the employment of members of the staff necessary to carry on the work of ACEC/PA within the approved budget. The Executive Director shall assist in, support and supplement the activities of the Officers, Directors and Committees, and perform other day-to-day tasks normal to the position, not in conflict with the Bylaws. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

Section 9.3. Annual Review. The Immediate Past President/National Director, President and President-Elect shall annually, or as deemed necessary by the Board, review the duties, performance and compensation of the Executive Director and secured services and take action as necessary in the best interests of the membership.

## **ARTICLE X Finance**

Section 10.1 Fiscal Year. The fiscal year of ACEC/PA shall end on June 30 each year, or such other day as the Board of Directors may designate from time to time.

Section 10.2 Accounting Review. The accounts of ACEC/PA shall undergo an accounting review not less than annually by a Certified Public Accountant who shall be recommended by the Executive Director with the approval of the Board of Directors and who shall provide a report to the Board of Directors. Accounting Review should include annual review of taxes, Annual Report, bank accounts, etc.

## **ARTICLE XI Rules of Order**

Section 11.1 Rules of Order. The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of ACEC/PA, Board of Directors, and Executive Committee in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules ACEC/PA may adopt.

## **ARTICLE XII Indemnification**

Section 12.1 Third-party actions. The ACEC/PA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ACEC/PA), by reason of the fact that they are or were a representative of the ACEC/PA, or are or were serving at the request of the ACEC/PA as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise,

against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with the action or proceeding if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the ACEC/PA and, with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that they reasonably believed to be in, or not opposed to, the best interests of the ACEC/PA and, with respect to any criminal proceeding, had reasonable cause to believe that their conduct was unlawful.

Section 12.2 Derivative and Corporate Actions. The ACEC/PA shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the ACEC/PA to procure a judgment in its favor by reason of the fact that they are or were a representative of the ACEC/PA or are or were serving at the request of the ACEC/PA as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of the action if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the ACEC/PA. Indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the ACEC/PA unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the ACEC/PA is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses that the court of common pleas or other court shall deem proper.

Section 12.3 Advancing Expenses. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 12.1 (relating to third-party actions) or Section 12.2 (relating to derivative and corporate actions) shall be paid by the ACEC/PA in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that they are not entitled to be indemnified by the ACEC/PA as authorized in this Article or otherwise.

Section 12.4 Procedure for Effecting Indemnification and Advancing Expenses. Unless ordered by a court, any indemnification or advancement of expenses under Section 12.1 (relating to third-party actions), Section 12.2 (relating to derivative and corporate actions) or Section 12.3 (relating to advancing expenses) shall be made by the ACEC/PA only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because they have met the applicable standard of conduct set forth in those sections. The determination shall be made:

- (a) by a majority vote of the Directors who are not parties to such action, suit or proceeding, even though less than a quorum;
- (b) by a committee of such Directors designated by a majority vote of such Directors, even though less than a quorum;
- (c) if there are no such Directors, or if such Directors so direct, by independent

legal counsel in a written opinion; or

- (d) by the Member Firms.

#### Section 12.5 Supplementary Coverage.

(a) General Rule. The indemnification and advancement of expenses provided by or granted pursuant to Section 12.1 (relating to third-party actions), Section 12.2 (relating to derivative and corporate actions) or Section 12.3 (relating to advancing expenses) shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of Directors who were not parties to the action or proceeding, or otherwise, both as to action in their official capacity and as to action in another capacity while holding that office. The ACEC/PA may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this section or otherwise.

(b) When Indemnification is not to be Made. Indemnification pursuant to subsection (a) shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(c) Grounds. Indemnification pursuant to subsection (a) under any agreement, vote of Directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the ACEC/PA would have the power to indemnify the person under any other provision of law except as provided in this section and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the ACEC/PA.

(d) Trust Property. This Article shall not affect the liability of a representative with respect to the administration of assets held by the ACEC/PA pursuant to its authority to take and hold trust property.

Section 12.6 Power to Purchase Insurance. The ACEC/PA shall have power to purchase and maintain insurance on behalf of any person who is or was a representative of the ACEC/PA or is or was serving at the request of the ACEC/PA as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the ACEC/PA would have the power to indemnify them against that liability under the provisions of this Article.

Section 12.7 Application to Surviving or New Corporations. For the purposes of this Article, references to “the ACEC/PA” include all constituent corporations absorbed in a consolidation, merger or division, as well as the surviving or new corporations surviving or resulting therefrom, so that any person who is or was a representative of the constituent, surviving or new corporation, or is or was serving at the request of the constituent, surviving or new corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving or new corporation as they would if they had served the surviving or new corporation in the same capacity.

Section 12.8 Application to Employee Benefit Plans. For the purposes of this Article:

- (a) References to “other enterprises” shall include employee benefit plans;
- (b) References to “serving at the request of the ACEC/PA” shall include any service as a representative of the nonprofit corporation that imposes duties on or involves services by the representative with respect to an employee benefit plan, its participants or beneficiaries;
- (c) Excise taxes assessed on a person with respect to any employee benefit plan pursuant to applicable law shall be deemed “fines”;
- (d) Action with respect to an employee benefit plan taken or omitted in good faith by a representative of the ACEC/PA in a manner they reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the ACEC/PA.

Section 12.9 Duration and Extent of Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the ACEC/PA and shall inure to the benefit of the heirs and personal representative of that person.

### **ARTICLE XIII Miscellaneous**

Section 13.1 Amendment of Articles of Incorporation and Bylaws. Amendments to the Articles of Incorporation or the Bylaws may be proposed to the Board of Directors by a majority vote of all Member Firms present at any meeting of ACEC/PA or directly to the Board of Directors by the Bylaws Committee. Amendments submitted to the Board of Directors shall be duly and carefully considered by them and, upon an affirmative vote of a majority of the Directors, shall be submitted to Member Firms for mail or electronic balloting in accordance with the voting procedures described in Article IV of the Bylaws. Proposed amendments shall be mailed or emailed by the Secretary or the Secretary’s designee, to Member Firms at least thirty (30) days before the date ballots are due. Voting on amendments shall require a quorum of twenty percent (20%) of the Member Firms present in person or by proxy and must be approved by two-thirds (2/3) of the votes cast by Member Firms.

Updated with gender neutral edits on 2/24/2023  
Last amended 5/21/2019

# Nominating Committee Report

Proposed slate of board members

FY2023-2024



## **2023-2024 Board of Directors & Officers Slate**

### **Officers**

#### **President**

Michael Bougher, Stantec Consulting Services, Inc.

#### **President-Elect**

Mark Markosky, The Markosky Engineering Group

#### **Vice President**

Michael Girman, AECOM Technical Services, Inc.

#### **Treasurer**

Rosanna Smithnosky, Susquehanna Civil, Inc.

#### **Secretary**

Eric Meyer, Whitman, Requardt & Associates, LLP

#### **Immediate Past President/National Director**

Roseline Bougher, A.D. Marble Co, Inc.

### **Directors**

#### **At Large Directors (2 Year Term, 2023-2025)**

**Eastern** - Casey Moore, McMahon Associates, Inc.

**Central** – Scott Zeevaart, Gannett Fleming, Inc

**Western** – Matthew Macey, CDR Maguire

#### **At Large Directors (2 Year Term, 2022-2024, Elected in 2022, provided for information only and not for election on this ballot)**

**Eastern** – Mark Kinnee, Urban Engineers, Inc

**Central** – Tony Dougherty, Traffic Planning and Design, Inc

**Western** – Maggie Talarico, Foresight Construction Services, LLC

#### **Region Directors (1 Year Term)**

**Eastern** - President - James Maloney, Johnson, Mirmiran & Thompson, Inc.

**Central** - President – Larry Bankert, Kimley Horn

**Western** - President – Damon Rhodes, Larson Design Group

**Eastern** - Vice President – Joe Riley, HDR, Inc

**Central** - Vice President - Josh Wilson, ATCS

**Western** - Vice President – Glenn Stickel, SAI Consulting Engineers, Inc



# New Items

Separation Acts Coalition

Construction services committee letter to PennDOT

## **Separations Act Modernization Coalition Members**

### **Business Organizations**

- National Federation of Independent Businesses – PA Chapter
- PA Chamber of Business & Industry

- PA Coalition of Public Charter Schools
- PA School Boards Association

### **Construction Unions**

- Cement Masons Local Union 526
- Cement Masons Local Union 592
- Eastern Atlantic States Regional Council of Carpenters
- Pennsylvania Laborers' District Council

### **Government Organizations**

- County Commissioners Association of PA
- PA Municipal Authorities Association
- PA Municipal League
- PA State Association of Boroughs
- PA State Association of Township Commissioners
- PA State Association of Township Supervisors

### **Construction Associations**

- Association of Responsible & Ethical Procurement
- Carpenter Contractor Trust
- Construction Legislative Council of Western PA
- Design Build Institute of America
- DBIA Alleghenies
- General Contractors Association of PA
- General Building Contractors Association
- Keystone Contractors Association
- Master Builders' Association of Western PA
- National Utility Contractors Association – PA Chapter

### **Sustainability Organizations**

- Green Building Alliance
- Green Building United
- U.S. Green Building Council Central PA

### **Educational Organizations**

- PA Association of Rural & Small Schools
- PA Association of School Business Officials

Position Statement

## Separations Act Modernization

*Pennsylvania is the only state that still mandates public construction projects use multiple prime contractors!*

A comprehensive coalition of organizations whose members consist of government and educational entities, building trades unions, business, construction, and sustainability associations **support changes in the Separations Act to modernize the act to allow a variety of delivery/procurement methods** and should be supported for the following reasons:

- When the Separations Act was enacted in 1913, coordination of trades was relatively simple. But today electrical, plumbing, HVAC, and heating systems are much more complex requiring a high level of coordination; and this coordination is crucial for constructing high performance buildings. A single prime contractor has the ability to control this complicated construction process and make sure there is only one construction schedule.
- A multiple prime system requires municipalities, school districts, and other public entities to manage several contracts, scheduling, day to day budget and scope: causing project delays, increasing costs and contractual disputes.
- Forty-nine (49) states are not limited to one project delivery system for construction of public buildings, nor is the federal government.
- Flexibility to choose the most effective and efficient project system will enable local governmental entities to control costs on public building projects and ultimately save taxpayers money. Conservatively, the Separations Act adds at least 10% to each public construction project.

**Coalition Contacts:** Cyndie Williams, Carpenter Contractor Trust, 732-395-8866, [CWilliams@CCTmarketing.org](mailto:CWilliams@CCTmarketing.org); Jon O'Brien, General Contractors Association of PA, 717-731-6272, [Jon@KeystoneContractors.com](mailto:Jon@KeystoneContractors.com).

April 12, 2023

Michele Harter, P.E.  
Contract Management Division Chief  
Bureau of Design and Delivery  
400 North Street  
Harrisburg, PA 17120

RE: Recommended Best Practices for Transportation Assistants

Ms. Harter,

A significant number of additional qualified inspection staff are needed across the Commonwealth due to the increased construction program, aging workforce, natural attrition, and competing employment opportunities outside of the industry.

ACEC/PA has developed best practices to assist the Department in improving the ability to attract, train, retain, and promote new talent in the Transportation Assistant (TA) Classification. Implementation of the recommended best practices will benefit the industry, including the Department, and will increase the success rate of TA development and progression to Transportation Construction Inspector (TCI) and beyond.

ACEC/PA Recommended Best Practices for Increased Utilization of TA's:

- TA utilization should be considered on all projects with consultant inspection staff, with the understanding that some projects provide more potential for training and development than others
- TA utilization should be highly considered based on the scale of the construction project, with multiple TA positions being considered on major/complex projects
- TA utilization should be highly considered for all projects with an expected duration greater than one construction season
- The composition of inspection staff on the project should be considered when determining TA utilization. Projects staffed with a TCM or TCIS and/or seasoned TCI individuals should be highly considered to support the On-Job-Training and development of TA's
- TA's should be assigned to the project near the beginning of the project to provide the TA with the best development potential. The anticipated duration of the TA assignment should exceed six (6) months

To further promote the utilization of TA positions, the cost of TA assignments should be removed from oversight cost metrics and project budgets if possible.

To improve the success rate of TA development, ACEC/PA is developing a TA Training and Mentoring Plan that will be shared with the Department for collaboration and evaluation. Additionally, on projects with multiple TA assignments, we are recommending to our member firms that TA opportunities are provided to the DBE firm(s) on the construction inspection consultant team.

ACEC/PA appreciates our partnership with the Department and is eager to continue to work together to advance the industry workforce development. Please feel free to engage our organization in further efforts on this topic.

Sincerely,

Brent Sailhamer  
Executive Director  
American Council of Engineering Companies of PA

Derek Rogers  
Chair  
Construction Services Committee