

**BYLAWS**  
**AMERICAN COUNCIL OF ENGINEERING COMPANIES OF WISCONSIN**

ARTICLE 1  
NAME AND OBJECT

Section 1 - Name

The name of this organization shall be the "American Council of Engineering Companies of Wisconsin, Inc." hereinafter referred to as "ACEC WI."

Section 2 - Object

ACEC WI is a statewide organization whose objective and purpose shall be exclusively those of a business league within the meaning of section 501(c)(6) of the Internal Revenue Code and whose mission is to enhance the professional and business interests of its members in support of the public welfare by providing information, programs, and services to assist consulting engineers and their firms in improving their business practices and the political, regulatory, and business environment in which they operate.

Section 3 - Affiliation

ACEC WI shall function as a Member Organization of the American Council of Engineering Companies, hereinafter referred to as "ACEC."

Section 4 - State Organization

ACEC WI is incorporated as a nonstock corporation under the Wisconsin Nonstock Corporation Act (the "Act").

ARTICLE 2  
MEMBERSHIP

Section 1 – Classes and Qualifications of Membership

ACEC WI shall have members. The classes of membership and qualifications shall be as follows:

- a. Member Firms: Member Firms shall be limited to those individual firms, parent firms, branch offices, divisions or subsidiaries whose resident principals (proprietors, partners, officers, or managers having an ownership interest or exercising management responsibility for technical or business decisions) furnish independent consulting engineering services, and shall:
  - i. maintain and have established one or more offices in the State of Wisconsin for the practice of independent consulting engineering, either as sole proprietorships, partnerships, corporations, firms, divisions, or subsidiaries furnishing consulting engineering services, provided that their officers act for them on professional policies and activities;
  - ii. have one or more principals, partners, directors, officers, or employees licensed professionally as engineers in accordance with the laws of the State of Wisconsin;

- iii. practice independent consulting engineering in accordance with the ACEC and ACEC WI Bylaws and the ACEC Professional and Ethical Conduct Guidelines;
- iv. conduct their practices under an organizational arrangement that does not involve a conflict of interest or that does not subordinate independent professional judgment to other considerations. Firms or corporations, wholly or partially owned by commercial or construction contracting, manufacturing, sales, public utility, holding company, or other similar organizations which function exclusively as service organizations for the controlling company, shall not be eligible for membership if such ownership arrangement prejudices or subordinates the professional or ethical judgment of the consulting engineers;
- v. are members of ACEC; and
- vi. designate Member Firm Principals and Firm Representative Members as follows:
  - a) Member Firm Principals may serve in all positions on the Board of Directors and on committees. Principals are not required in every instance to be licensed professionally as engineers.
  - b) Firm Representative Members shall be all other employees of a Member Firm and may serve on committees but may not hold office or vote on ACEC WI matters.
- b. Affiliate Member Firms: Affiliate Member Firms shall be limited to those sole proprietors and entities that do not furnish independent consulting engineering services and are not eligible for ACEC WI Member Firm membership but provide support to the strategic goals of ACEC WI. Affiliate Member Firms may participate in activities as set by ACEC WI policy including serving on all special committees, but may not serve on standing committees, hold office, chair committees, or vote on ACEC WI matters.
- c. Life/Retired Members: A Life/Retired Membership shall be granted to an individual who has fully retired from active practice, not engaged in any field of activity that would have rendered him or her ineligible for membership in the first instance, have been a member for at least ten years before retirement, and have submitted a request to ACEC WI to become Life/Retired Members. Life/Retired Members may serve on committees but may not hold office or vote on ACEC WI matters.
- d. Honorary Members: An Honorary Membership may be granted to an individual not eligible for admission under any other category of membership and who has honored the profession. Nominations must be made by an ACEC WI member and approved by a two-thirds vote of the Board of Directors. A special committee may be appointed by the Chair of the Board to review and make recommendations on all nominations. Honorary Members may not hold office, chair or otherwise serve on committees, or vote on ACEC WI matters.

### Section 3 - Designation

Each Member Firm shall designate one Member Firm Principal to function as the key contact for the firm and cast any votes on voting matters that come before the Member Firm. Each Affiliate Member Firm shall designate one person to act as the key contact for the firm but such contact shall have no voting rights individually or on behalf of the Affiliate Member Firm.

#### Section 4 – Membership Admission

Individuals and firms meeting the eligibility requirements for membership will be accepted as members upon

- a. providing a written application for membership upon the forms prescribed by ACEC WI, accompanied by such documentation of eligibility for membership as may be required by ACEC WI;
- b. agreeing to comply with these Bylaws and all other policies, procedures, and rules as may be adopted from time to time by the Board of Directors; and
- c. payment of such membership dues, fees, or assessments as required by the Board or Directors.

If an application is rejected for failure to satisfy the criteria for membership, the applicant shall be notified of the reasons for denial of membership. The applicant may respond to the denial of membership, and the application shall be reconsidered by ACEC WI.

#### Section 5 – Membership Termination, Suspension, and Expulsion

- a. Grounds for Termination, Suspension, and Expulsion. Membership in ACEC WI shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors. Membership in ACEC WI may also be terminated by the death of a member or the timely (as determined by the Board of Directors) submission of a written notice of membership resignation or non-renewal. Furthermore, any member may be suspended or expelled for cause after an appropriate hearing. Circumstances constituting “cause” shall be determined by the Board of Directors in its sole discretion and include, but are not limited to:
  - i. the member’s actions or omissions are detrimental to the interests of ACEC WI;
  - ii. the member ceases to fulfill the qualifications of membership as defined in Article 2;
  - iii. the member neglects or declines to furnish such information as to the member’s professional conduct or practices as may be required by ACEC WI to determine whether or not ACEC WI membership eligibility criteria are met;
  - iv. the member intentionally misrepresents information necessary to establish eligibility for ACEC WI membership or the appropriate level of annual dues;
  - v. the member is convicted of a felony or other crime of moral turpitude under state or federal law; or
  - vi. the member has violated the ACEC Professional and Ethical Conduct Guidelines.
- b. Hearing Procedure. In the event that the Board of Directors determines that an inquiry shall be conducted for purposes of action under this Section 5, the Board of Directors shall appoint a committee of three directors to hold a hearing to determine whether there is cause for termination, suspension, or expulsion, and if so, to decide the appropriate sanction. Notice of the circumstances constituting cause, the hearing date, time, and location shall be sent by email or certified or registered mail to the last recorded address of

the responding member at least twenty (20) days before the scheduled date of the hearing. This notice shall be accompanied by any relevant material supporting the determination of cause and inform the responding member of the opportunity to appear in person, by phone, or videoconference and/or be represented by counsel at the hearing to present any appropriate defense. Any complaint may proceed to a conclusion and decision, whether or not the responding member is present, based on the appropriate written record as determined by the committee. A finding of cause and order of suspension, termination, or expulsion shall require a unanimous affirmative vote of the committee of the Board. The written decision of the committee shall be sent to the responding member. The Board of Directors may establish more detailed hearing guidelines that are consistent with the provisions of these bylaws.

- c. Effect of Termination, Suspension, or Expulsion. Upon the termination, suspension or expulsion of membership in ACEC WI, a member shall not be entitled to any privileges of membership. Termination, suspension, or expulsion of membership shall not extinguish any financial obligations incurred before the effective date of such termination, suspension or expulsion.
- d. Procedure for Reconsideration. Any responding member shall have the right to request a reconsideration of any membership suspension, termination, or expulsion decision directed against it, him, or her, such reconsideration to be undertaken by the members of the Board of Directors who did not participate in the committee's hearing, providing that written request for reconsideration be submitted to the Board within thirty (30) days after receipt of written notice of the committee's decision. The members of the Board of Directors eligible to take part in reviewing the committee's decision shall reconsider the suspension, termination, or expulsion decision at the next regularly scheduled meeting of the Board. The responding member requesting such reconsideration shall have the opportunity to be present at said meeting in person, by phone, or by videoconference and/or to be represented by counsel. A reversal of any decision made by the committee or a reduction in sanction will require an affirmative vote by at least two-thirds of the Directors considering the request for reconsideration. The decision of the Directors who are reconsidering the committee's decision shall be final and no subsequent request for reconsideration may be submitted.

### ARTICLE 3 MANAGEMENT OF THE ASSOCIATION

#### Section 1 - Governing Authority

The governing authority shall be vested in a Board of Directors, which is empowered to exercise all corporate authority and manage all business of ACEC WI except for amendments to the Bylaws, election of the Board of Directors, and as otherwise provided by applicable law, the Articles of Incorporation, or these Bylaws. It may delegate its authority to one or more officers, staff, or to its committees.

#### Section 2 - Composition

The Board of Directors shall be composed of eight positions: Past Chair, Chair of the Board, Chair-Elect, Secretary-Treasurer, and four Directors.

#### Section 3 - Removal from Board of Directors

The ACEC WI membership, by means of a two-thirds vote of the total membership, may at any time remove a member of the Board of Directors.

#### Section 4 - Vacancies

In case of death, disqualification, removal, or resignation of any member of the Board of Directors other than the Chair, the office shall be filled by the Board of Directors for the unexpired term. If the office of Chair becomes vacant, it shall be filled by the Chair-Elect.

### ARTICLE 4 OFFICER DUTIES AND TERM OF OFFICE

#### Section 1 – Chair of the Board

The Chair of the Board, the Association's chief elected officer, shall serve a one-year term. The Chair shall be elected for a three-year period; the first year of said term shall be as Chair-Elect, the second year as Chair, and the third year as Past Chair. The Chair shall conduct all meetings, recommend appointments of all members of standing committees, and serve as ex-officio member of all committees except the Nominating Committee. The Chair shall be charged with the formulation of general policies, subject to the approval of the Board of Directors, and shall act as the official spokesperson for the organization. The Chair shall sign correspondence in the name of the organization.

#### Section 2 - Chair-Elect

The Chair-Elect shall prepare for the next year as Chair and, in the absence of the Chair, shall perform the duties of the Chair and such other duties as may be assigned by the Chair or the Board of Directors. The Chair-Elect shall be a member of the Budget Committee, which prepares the proposed annual budget.

#### Section 3 - Secretary-Treasurer

The Secretary-Treasurer shall be elected for a one-year term and shall be eligible for re-election for subsequent one-year terms. The Secretary-Treasurer shall review financial reports and report thereon to the Board of Directors. The Secretary-Treasurer shall chair the Budget Committee.

The Secretary-Treasurer is responsible, along with the staff Chief Operations Officer, for the meeting minutes for all Executive Sessions, and shall be responsible for review of meeting minutes prior to distribution.

#### Section 4 - Association Directors

There shall be four Directors who shall be elected for a one-year term and who also shall be eligible for re-election to subsequent one-year terms or other offices.

One Director shall be elected to represent the Association in national ACEC affairs. The ACEC Director shall attend all meetings of the ACEC Board of Directors and cast, at such meetings or by mail, fax, or email, the vote(s) of the Association. The ACEC Director shall periodically report to the membership on the activities and transactions of ACEC. In the event that the ACEC Director cannot attend a national meeting, the Chair shall appoint a member of the Board to represent the Association or other individual authorized under the ACEC Bylaws.

### ARTICLE 5

## ASSOCIATION STAFF

### Section 1 - President

The Board of Directors may employ a paid chief staff executive who shall have the title of President. The President's terms and conditions of retention shall be as contracted by the Board of Directors, shall have such duties as may be directed by the Chair or the Board of Directors, and shall be paid such a salary and/or benefits as may be determined by the Board of Directors. The President shall oversee the governmental affairs program to represent the interests of the Association and is responsible for oversight of the organization's political action committees. The President shall manage all the Association staff. The President will perform such other duties as assigned by the Board, consistent with the annual budget. The President shall sign legal papers and other documents as appropriate and attend all meetings of the Board of Directors.

### Section 2 – Chief Operations Officer

The Board of Directors may employ a paid association executive who shall have the title Chief Operations Officer (COO). The COO shall report to the President and to the Board of Directors on finance, operational issues, or as assigned by the President. The COO's terms and conditions of retention may be contracted by the Board of Directors and he or she shall be paid such a salary and/or benefits as may be determined by the Board of Directors. The COO shall keep the records of all proceedings of the organization and shall keep all financial records of the organization in conformance with good business practices, including current reports on the status of dues payment. The COO shall sign legal papers and other documents as appropriate and as authorized by the President, attend all meetings of the Board of Directors, and be responsible for the preparation of the agenda and official records of proceedings of the Board of Directors. The COO shall maintain such facilities as are consistent with the annual budget.

### Section 3 – Bonding

The Board of Directors may require the President, Chief Operations Officer, Contractor, or Employee who is designated to withdraw funds to be bonded in sufficient amounts to protect the interest of the Association. Cost of such bonds shall be paid by ACEC WI.

## ARTICLE 6 SPECIAL AND STANDING COMMITTEES

### Section 1 - Appointments

Appointments to standing committees shall be made, in accordance with Article 4, by the Chair subject to approval of the Board of Directors. Each member of a standing committee shall serve until the end of the administrative year or until a successor is appointed, unless the committee is dissolved sooner or the appointment is rescinded. Vacancies in the membership of a standing committee may be filled and additional appointments to a standing committee may be made by the Chair, subject to approval by the Board of Directors. Appointments are not required to special committees, unless so established by the Board of Directors.

Appointments to leadership positions of standing and special committees such as Chairperson or Vice Chairperson shall be made by the Chair-Elect, subject to approval of the Board of Directors. Vacancies in leadership positions may be filled by the Chair, subject to approval by the Board of Directors.

## Section 2 - Standing Committees

The following standing committees shall be appointed each year, commence service at the beginning of the administrative year, and shall not have or exercise the authority of the Board of Directors in the management of ACEC WI:

- a. Nominating: The Nominating Committee shall consist of not less than three members. The first member and chairperson of the committee shall be a previous Past Chair who is not presently on the Board. The second member shall be the current Past Chair. The other members shall be members who are not associated with either of the two firms of the other committee members. The Nominating Committee shall prepare a slate of recommended officers and directors, at least one for each office to be filled, with particular attention to the balance of the slate as to type of practice, specialization, and geographical distribution.
- b. Budget: The Budget Committee shall serve as the audit committee and shall be responsible for preparing a budget for submission to the Board of Directors.

## Section 3 - Special Committees

All committees, except Standing Committees, are Special Committees. Special Committees may be created and discontinued by the Chair, subject to confirmation of such action by the Board of Directors, at any time.

Member Firms and Affiliate Member Firms may designate individuals to serve on each special committee, unless participation is restricted by the Board of Directors. Only one designee from each Member Firm will be allowed to vote on issues coming before the committee. Designees shall serve on the committee until the appointment is rescinded by the firm, unless the special committee is dissolved sooner.

# ARTICLE 7 MEETINGS OF THE MEMBERS

## Section 1 - Annual and Regular Meetings

Annual and regular meetings of the membership may be held at such time and place, either within or without the State of Wisconsin, as may be designated by resolution of the Board of Directors.

## Section 2 - Special Meetings

Special meetings of the membership may be called by or at the request of the Chair, a simple majority of the entire Board of Directors, or at the written demand of at least one-third of all voting members. The Chair may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting called by person or persons authorized to call special meetings.

## Section 3 - Notice

Notice of any meeting of the membership shall be provided to each member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than sixty (60) days before the date set for such a meeting, and must include

the time, date, and place of such meeting. Notice of regular meetings must contain a description of any matters that must be approved by the members at such meeting, and notice of special meetings must include a description of the matter or matters for which such meeting is called. Any member may waive notice of any meeting before, at or after such meeting.

#### Section 4 - Voting Representative

Each voting member that is not an individual shall be represented by the designated Member Firm Principal, who shall attend membership meetings and act on behalf of the Member Firm at such meeting.

#### Section 5 - Chair

The Chair of ACEC WI shall preside as Chair at all meetings of the voting membership. In the absence of the Chair from any meeting of the voting members, the Chair-Elect shall serve as temporary Chair.

#### Section 6 - Quorum

Twenty percent (20%) of the voting members shall constitute a quorum for the transaction of business at any meeting of the voting members, provided that if less than a quorum of the voting members is present at said meeting, a majority of the voting members present may adjourn the meeting from time to time without further notice.

#### Section 7 - Manner of Acting

The act of a majority of the voting members present at a duly called meeting of the membership at which a quorum is present shall be the act of the membership, except as otherwise provided by law, by ACEC WI's Articles of Incorporation, or by these Bylaws. Voting at all meetings shall be by show of hands or voice vote, at the option of the Chair, except that if one-third of the members present request it, secret ballots shall be prepared by the Secretary-Treasurer for the designated firm representatives' use. A Member Firm's voting power shall be equal to that firm's ACEC WI index number.

#### Section 8 - Action by Written Ballot

Where and in the manner authorized by the Board of Directors, any action required to be taken at a meeting of the voting members or any action which may be taken at a meeting of the voting members may be conducted by written ballot, submitted by U.S. mail, fax, electronic mail, or any other method of voting provided for by the Act. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. A solicitation for votes by written ballot must include the following information: (a) the number of responses required to meet the quorum requirements; (b) the percentage of approvals necessary to approve each matter other than the election of directors; and (c) the time by which a ballot must be submitted to ACEC WI in order to be counted.

#### Section 9 - Proxies

Voting members may vote either in person or appoint a proxy to vote or otherwise act for the voting member by signing a proxy form. When voting by proxy, such proxy must be in writing and signed and dated by the voting member or be an electronic transmission of the appointment. Proxies shall be delivered to and shall be retained by the Secretary of ACEC WI before or at the time of the meeting. No proxy shall remain valid for more than eleven (11) months from the date of execution. A proxy may be revoked at any time by the member

executing same by written notice to the Secretary of ACEC WI. Questions concerning the validity of a proxy will be determined solely by the Board of Directors, whose decision shall be final.

## ARTICLE 8 MEETINGS OF THE BOARD OF DIRECTORS

### Section 1 - Board Meetings

An annual meeting of the Board of Directors shall be held each year for the purpose of transacting such business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Wisconsin, for the holding of regular meetings of the Board. The Board of Directors shall hold at least three regular meetings annually.

Special meetings of the Directors may be called by the Chair, the Board of Directors, or not less than one-tenth (10%) of the Directors, at a time and place designated by the Chair. If no designation is made, the place of the meeting shall be the principal office of the Corporation in the State of Wisconsin.

### Section 2 – Actions without Meetings

Any action or resolution required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing circulated by mail, fax, or email is signed by two-thirds of the Directors then in office and all Directors then in office are promptly notified of the actions to be taken. The consent must set forth the action to be taken. A consent without a meeting has the same force and effect as a vote of the Board of Directors taken at a meeting.

When the action/resolution has been adopted without a meeting, all Directors shall be notified immediately of the approval, the text of the written consent, and of its effective date and time. Such notification may be by email. Records of any action taken by written consent shall be maintained and also made a part of the minutes of the next Board of Directors meeting.

### Section 3 – Quorum

A quorum of the Board of Directors shall be four members.

### Section 4 - Notification

The Board of Directors shall be notified in writing at least 24 hours prior to each meeting. The notice shall include the place, date, and hour of the meeting and agenda. In case of a special meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. The notice may be sent by electronic means. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail, addressed to the Director at his address as it appears on the records of the ACEC WI, with postage thereon prepaid. Matters concerning termination of membership, special assessments, or Bylaws amendments and revisions shall not be considered at any meeting unless specifically announced in the meeting notice and a minimum of seven calendar days' notice is given. Board of Directors meeting agendas shall be made available to member firms prior to meetings.

### Section 5 - Rules

All meetings of the Board shall be conducted in accordance with the latest edition of Roberts' Rules of Order except as otherwise provided under these Bylaws, the Articles of Incorporation, special rules of order as may be adopted by the Board of Directors, or other ACEC WI policies.

#### Section 6 – Voting Power

Each member of the Board of Directors shall have one vote. Unless otherwise required by the Act, the Articles of Incorporation or these Bylaws, a simple majority of members present and voting shall be sufficient for passage of motions. Whenever a two-thirds vote of the Board is required, it shall mean of the entire Board whether voting or not. A two-thirds majority of the total number of Board Members shall be required for expulsion of members. Voting at all meetings shall be by show of hands or voice vote, at the option of the Chair, except that if one-third of the members present request it, secret ballots shall be used.

#### Section 7 - Remote Communications

The Board may permit any or all Directors to participate in a meeting of the Board, or conduct the meeting through the use of, any means of communication by which any of the following occurs: all participating Directors may simultaneously hear or read each other's communications during the meeting; or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. A Director participating in a meeting by such means of remote communication is considered to be present in person at the meeting.

### ARTICLE 9 ELECTIONS

#### Section 1 - Administrative Year

The administrative year shall be July 1 through June 30.

#### Section 2 - Nominating Committee

The Nominating Committee shall report its slate of candidates to the membership in accordance with the Election Policy.

#### Section 3 - Additional Nominations

Additional nominations may be made, but must be received at the ACEC WI office in writing with permission of the nominee. The additional nominations must be accompanied by the endorsement of at least ten Member Firm key contacts.

#### Section 4 - Balloting

- a. The Nominating Committee Chairperson shall cause ballots to be prepared showing the names of all nominees for each office, making no distinction as to the source of the nomination. The ballot may be transmitted by US mail or email to all Member Firms entitled to vote. The ballot shall be transmitted to each Member Firm entitled to vote in accordance with the Election Policy.
- b. Voting will close as indicated in the Election Policy.
- c. A Member Firm's vote shall be equal to that firm's ACEC WI index number.

## Section 5 - Tabulation

The Chief Operations Officer and Past Chair, or their alternates, shall tabulate the returns and report the results to the Membership within 15 days following the close of voting.

## ARTICLE 10 FINANCES AND DUES

### Section 1 - Fiscal Year

The Fiscal year shall be July 1 through June 30.

### Section 2 - Dues

The Board may establish the amount and terms of payment of fees, membership dues, and/or assessments (if any) for each category of membership. Membership in ACEC WI carries a definite obligation to pay fees, membership dues and any assessments established by the Board. Such fees, membership dues, and assessments are not refundable for any reason. The Board has discretion to waive, discount, and/or defer payment of local membership dues, fees, and/or assessments (but not national dues, fees, and/or assessments) of any member when the best interest of ACEC WI would be served thereby. Honorary Members shall not pay fees, membership dues or any assessments. A Life/Retired Member shall not pay fees, membership dues or any assessments while remaining inactive.

### Section 3 - Deposit and Disbursement of Funds

All funds of ACEC WI shall be deposited in such depositories as shall be selected by the Board of Directors. Disbursements shall be made in accordance with the adopted budget. A quarterly financial report shall be presented to the Board of Directors.

## ARTICLE 11 INDEMNIFICATION

ACEC WI indemnifies all of its current or former Officers, Directors, Staff, or Committee Members against expenses actually or necessarily incurred by the individual in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been an Officer, Director, Staffer, or Committee Member, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

## ARTICLE 12 AMENDMENT AND REVISION

These Bylaws may be amended or repealed, or new Bylaws may be adopted, by the Board of Directors or Members entitled to vote, except to the extent that such power is exclusively reserved by the Act to the Members.

Adopted by the ACEC WI Board of Directors January 22, 2019  
Approved by the Membership via ballot; May 21, 2019