

# AMERICAN COUNCIL OF ENGINEERING COMPANIES (ACEC) NEW MEXICO BYLAWS

## ARTICLE I – FISCAL & ADMINISTRATIVE YEARS

The fiscal year shall be from 1 July through 30 June. The administrative year shall be from 1 May through April 30.

## ARTICLE II – MEMBERSHIP

### SECTION I. – MEMBERSHIP CATEGORIES

- A. MEMBER FIRMS shall be limited to those individual firms, parent firms, branch offices, divisions, or subsidiaries whose resident principals (proprietors, partners, managers, or officers) furnish independent consulting services. Member Firms shall:
1. Maintain established offices for the practice of consulting engineers, either as sole proprietorships, partnerships, corporations, divisions, or subsidiaries furnishing consulting engineering services, provided that their officers act for them on professional policies and activities;
  2. Have one or more principals registered as professional engineers or professional surveyors in accordance with the laws of the State of New Mexico;
  3. Practice consulting engineering in accordance with **American Council of Engineering Companies** Professional and Ethical Conduct Guidelines;
  4. Practice under an organizational arrangement that does not involve a conflict of interest.

Firms or corporations, wholly or partially owned by commercial or construction contracting, manufacturing, sales, public utility, holding company, or other similar organizations which function as service organizations for the controlling company shall not be eligible for membership if such ownership prejudices or subordinates the professional or ethical judgment of the consulting engineers.

- B. Each Member Firm shall designate one principal as the primary contact for ACEC New Mexico. All employees of Member Firms become members when the firm becomes a Member Firm. They shall cease to be members when the firm ceases to be a Member Firm, or they cease to be employees in the Member Firm.
- C. LIFE MEMBERS
1. Shall be at least 60 years of age; and

2. Be fully retired from active practice, and not engaged in contracting, manufacturing, or any field of activity that would have rendered them ineligible for regular memberships which they shall have held for at least ten consecutive years.
  3. Retiring members may request Life Membership, exempting them from payment of dues as long as they remain inactive.
- D. ASSOCIATE MEMBERS shall be limited to those sole proprietors, firms, parent firms, branch offices, subsidiaries, and/or organizations which provide professional services of a scientific and/or technical nature complementary to the services provided by Member Firms.
1. Associate Members shall not include entities which supply goods or services specified by or used in the operations of consulting engineers.
  2. Only firms judged ineligible for membership as Member Firms are eligible to become Associate Members, unless approved by the Board of Directors (Board) under special circumstances.
  3. Each Associate Member shall designate one principal as the primary contact for ACEC New Mexico. All employees of Associate Members become members when the firm becomes an Associate Member. They shall cease to be members when the firm ceases to be an Associate Firm, or they cease to be employees in the Associate Firm.
  4. Associate Members accrue limited benefits of membership, including reduced member rates and participation on liaison committees.
- E. AFFILIATE MEMBERS shall be limited to those sole proprietors, firms, parent firms, branch offices, subsidiaries, and/or organizations which supply goods or services specified by or used in the operations of Member Firms, and which shall have been invited to become Affiliate Members by the Board.
1. Each Affiliate Member shall designate one principal as the primary contact for ACEC New Mexico. All employees of Affiliate Members become members when the firm becomes an Affiliate Member. They shall cease to be members when the firm ceases to be an Affiliate Firm, or they cease to be employees in the Affiliate Firm.
  2. Affiliate Members accrue limited benefits of membership, including reduced member rates and participation on liaison committees.

## **SECTION 2. – ADMISSION TO MEMBERSHIP**

- A. Application for membership shall be made on ACEC New Mexico's application form.
- B. If approved by the Membership Committee, the application shall be forwarded to the Board for consideration. Approval shall be by affirmative vote of a quorum of the Board.

### **SECTION 3. – SEPARATION FROM MEMBERSHIP**

- A. Any Member Firm, Associate Member, or Affiliate Member may resign upon thirty (30) days written notice being given to the President and Executive Director. Resignations shall be effective upon fulfillment of all obligations to the date of resignation.
- B. Any Member Firm, Associate Member, or Affiliate Member may be expelled from membership on the grounds that the member’s conduct or policy is prejudicial to the interests of ACEC New Mexico or is calculated to bring the work of ACEC New Mexico and its members into disrepute. A member may not be expelled until after the member has had the opportunity to be heard by a hearing committee designated by the Board. The findings and recommendations of the hearing committee shall be forwarded to the Board and to the member concerned. Expulsion, if approved by the Board, shall require an affirmative two-thirds vote of the total eligible voting members of the Board.
- C. Any Member Firm, Associate Member, or Affiliate Member ceasing to fulfill the necessary qualifications listed under Article 11, Section 1 shall be dropped from membership upon a majority vote of the Board.

### **SECTION 4. – VOTING PRIVILEGES**

- A. Shall be limited to one vote per Member Firm in good standing represented in ACEC New Mexico. Each Member Firm shall designate one principal as its primary and voting representative.

## **ARTICLE III - DUES AND ASSESSMENTS**

### **SECTION 1. – ACEC NEW MEXICO DUES**

- A. Annual dues shall be established by the Board prior to June 1 of each year.
- B. Annual membership dues are due in full July 1.
- C. Initial dues for new members shall be prorated on a quarterly basis from the date of admission into ACEC New Mexico.
- D. Any Member Firm, Associate Member, or Affiliate Member which fails to pay its annual dues within 45 days of the beginning of the first quarter may be dropped from membership.
- E. Under special circumstances approved by the Board, a Member Firm, Associate Member, or Affiliate Member may pay its ACEC New Mexico dues on a quarterly basis, and may be assessed a Board-established per-quarter handling charge.
- F. Dues are assessed until a Member Firm, Associate Member, or Affiliate Member resigns or is expelled. Upon resignation or expulsion, a member shall immediately make final payment for all dues and other receivable expenses charged to that member.

### **SECTION 2. – ACEC DUES**

- A. ACEC New Mexico shall bill Member Firms for **American Council of Engineering Companies** (ACEC) dues and assessments, as determined by ACEC, which may be paid on

a quarterly basis. Those electing to pay quarterly may be assessed a Board-established per-quarter handling charge.

- B. Any Member Firm which elects to pay quarterly and which fails to pay its quarterly dues within 45 days of the beginning of each quarter may be dropped from membership.
- C. Dues are assessed until a Member Firm resigns or is expelled. Upon resignation or expulsion, a member shall immediately make final payment for all dues and other receivable expenses charged to that member.

### **SECTION 3. – REINSTATEMENT**

- A. Reinstatement of a Member Firm, Associate Member, or Affiliate Member shall be made upon the payment of all back dues plus interest at a percentage rate and reinstatement fee established by the Board.

### **SECTION 4. – SPECIAL ASSESSMENTS**

- A. Special assessments may be levied by unanimous vote of the Board followed by an affirmative majority vote of those Members Firms present at a regular meeting. Payment shall be made within 30 calendar days from receipt of billing.

## **ARTICLE IV – GOVERNANCE AND ADMINISTRATION**

### **SECTION 1. – BOARD OF DIRECTORS**

- A. Governance shall be vested in the Board consisting of the President, President-Elect, National Director, Immediate Past President, and up to seven State Directors. All members of the Board shall be members in good standing of ACEC New Mexico.
  - 1. The Board shall guide and direct general policy and shall be the final deciding body, speaking for ACEC New Mexico on controversial issues.
  - 2. No Member Firm shall have more than two members elected to the Board in any one year.
  - 3. The Board shall meet at a minimum of 4 times per year at such time and place as decided by the Board. A quorum shall be fifty (50) percent of the Officers and Directors present.
- B. An Executive Board shall be vested in the Board consisting of the President, President-Elect, Immediate Past President, and National Director.
  - 1. The Executive Board shall meet monthly or at the direction of the President to guide and direct the routine matters of ACEC New Mexico.
- C. If an Officer or Board member changes employment mid-term, that individual may remain on the Board if the following areas are met:
  - 1. The new employer is a Member Firm; and

2. If no more than one other sitting Officer or Board member is employed by the individual's new employer;

An Officer or Director not being able to meet the above two areas shall be replaced by a new Board member by a simple majority vote of a quorum of the Board.

## **SECTION 2. – OFFICERS**

- A. The President shall preside at all meetings, and shall have, subject to approval of the Board, general direction of the business of ACEC New Mexico and its administration and staff. The President may serve a maximum of two consecutive terms, for a total of two years.
- B. The President-Elect shall preside in the absence of the President, and shall have responsibility for long- and short- term planning, as well as financial activities and records. The President-Elect may serve a maximum of two consecutive terms, for a total of two years.
- C. The Past President shall preside in the absence of the President and the President-Elect. The Past President may serve a maximum of two consecutive terms, for a total of two years.
- D. The National Director shall serve a two-year term as ACEC New Mexico's representative to the Board of ACEC. The National Director may be elected to a maximum of two consecutive terms, for a total of four years.
- E. State Directors may be elected to a two-year term without limit.
- F. Officers should be installed at the annual meeting. The term of office shall be May 1, or commencing on the date of the installation ceremony, through April 30.

## **SECTION 3. – QUORUM, VOTING AND DUTIES**

- A. **BOARD OF DIRECTORS**
  1. **QUORUM** – The presence of one more than fifty percent of the elected members shall constitute a quorum of the Board. The voting power in person and by proxy shall constitute a quorum for the transaction of business.
  2. **VOTING POWER** – Each Board member in good standing shall have voting power for election of Officers and other ACEC New Mexico business based upon one vote per Board member.
  3. **VOTING** – At the discretion of the Board, the vote on any matter may be cast by mail, telephone, electronic messaging, or facsimile.
  4. **PROXY VOTING** – A member in good standing of the Board may assign his or her proxy to another Board member prior to the meeting. Official proxy must be provided in writing and a copy presented by the designated voter at the beginning of the meeting. All votes cast by the proxy shall be the official vote of the Board member giving the proxy.
  5. **VOTING ACTION** – For the transaction of business, a simple majority of the votes cast at a meeting in person, by proxy, by mail, by telephone, by electronic messaging,

or by facsimile shall constitute action of the Board except as otherwise provided in these Bylaws.

6. DUTIES – The Board shall guide and direct general policy and shall be the final deciding body, speaking for ACEC New Mexico on controversial issues.

**B. EXECUTIVE BOARD**

1. QUORUM – The presence of three of the members of the Executive Board and the voting power and not by proxy shall constitute a quorum for the transaction of business.
2. VOTING POWER – Each Board member in good standing shall have voting power for transactions and recommendations of the Executive Board and ACEC New Mexico business based upon one vote per Board member.
3. VOTING – At the discretion of the Executive Board, the vote on any matter may be cast by mail, telephone, electronic messaging, or facsimile.
4. VOTING ACTION – For the transaction of business, a simple majority of the votes cast at a meeting in person, by proxy, by mail, by telephone, by electronic messaging, or by facsimile shall constitute action of the Executive Board except as otherwise provided in these Bylaws.
5. DUTIES – The Executive Board shall be vested with the authority to conduct the oversight of the daily operations of ACEC New Mexico and shall make recommendations to the full Board on policy, annual budget, annual dues, and any other duties as deemed necessary and not expressly prohibited anywhere else in these Bylaws.

**SECTION 4. – EXECUTIVE DIRECTOR**

- A. The Board may hire a full- or part-time Executive Director upon approval by the members present at the next regular meeting. The Executive Director shall serve at the pleasure of the Board.
- B. ACEC New Mexico and the Executive Director shall enter into a contract that shall outline the Executive Director’s duties and responsibilities along with the annual compensation. The contract shall run for one year from July 1 to June 30.
- C. The Executive Director shall manage and administer, in accordance with sound association and fiscal management practices and procedures and under the direction of the Board and the President, the operations and activities of ACEC New Mexico.
- D. The Executive Director shall be responsible for the preparation of statements and invoices, making disbursements for authorized payments, and maintaining the treasury subject to approval of the President-Elect.
- E. The Executive Director shall be responsible for other duties as called for in the contract.
- F. The Executive Director shall serve as executive secretary to the Board.

- G. In the absence of the Executive Director, disbursements may be signed by the President, the President-Elect, or any designated Board member.

## **SECTION 5. – ELECTIONS**

- A. The Nominating Committee shall present its slate of Officers and Directors to the Board at its December meeting, and no later than 1 January.
- B. Secret letter ballots shall be subsequently distributed electronically, or by mail, to be returned by 15 February. They shall be opened and counted by the Executive Director, with the results announced to the membership.
- C. Each Member Firm is entitled to one vote.
- D. Any tie vote shall be decided by all voting members present at the next monthly membership meeting.

## **ARTICLE V – COMMITTEES**

### **SECTION I. – STANDING COMMITTEES**

- A. The President shall appoint all chairs, unless a chair is specified by virtue of office, and members of the standing committees, with the approval of the Board, and shall be an *ex-officio* member of all committees. Committees shall report to the Board at its meetings.
- B. The GOVERNMENT AFFAIRS COMMITTEE shall be responsible for presenting state and national issues to the Board for determination of any action, and for implementing on behalf of ACEC New Mexico any action so determined by the Board.
- C. The MEMBERSHIP COMMITTEE, chaired by the President-Elect and consisting of at least the Executive Director and at least one individual from a Member Firm, shall investigate the eligibility of membership applicants. Recommendations for membership shall be submitted to the Board for approval. This committee shall acquaint eligible firms with the advantages of membership and endeavor to secure their applications for membership.
- D. The NOMINATING COMMITTEE, chaired by the immediate Past President and composed of at least two (2) additional members of the Board, shall present its slate of Officers and Directors to the Board at its December meeting, and no later than 1 January.

### **SECTION 2. – LIAISON COMMITTEES**

- A. Liaison committees shall interface with clients and groups which develop standards for the engineering community. These committees are to serve as collective communications bodies to exchange ideas which will result in governing policies for the conduct of the practice of consulting engineering. They may be single individual or multi-member committees, appointed by the President with the approval of the Board, which shall receive reports from these committees at Board meetings. All liaison committees must follow the ACEC New Mexico Liaison Committee Guidelines and must report their scheduled meeting times to the Executive Director. The President shall be an *ex-officio* member of all liaison committees.

**SECTION 3. – AD HOC COMMITTEES**

- A. Appointed by the President with the approval of the Board, *ad hoc* committees address specific needs identified by the Board and the membership.

**ARTICLE VI – MEETINGS**

**SECTION 1. – MEMBERSHIP MEETINGS**

- A. Shall be held monthly, where practical, and notices of the meetings shall be sent in a timely manner to members.

**SECTION 2. – ANNUAL MEETING**

- A. Shall be the April meeting, or a special meeting called any time prior to 1 July, at which time the Officers and Directors for the coming year may be installed.

**SECTION 3. – SPECIAL MEETINGS**

- A. May be called by the President or the Board at their discretion, or by written petition submitted to them by ten percent of the membership.

**SECTION 4. – QUORUM**

- A. Twenty percent of the Member Firms, but not less than six members, including at least one member of the Board, shall constitute a quorum for the transaction of business at any membership meeting.
- B. Attendance at each membership meeting shall be recorded for permanent record.

**SECTION 5. – ACEC MEETINGS**

- A. The National Director shall be authorized to speak for ACEC New Mexico at all ACEC meetings.
- B. The President shall be ACEC New Mexico's alternate Director to the ACEC meetings, and is authorized to speak for ACEC New Mexico in the absence of the National Director.
- C. If both the National Director and President cannot attend an ACEC meeting, a temporary Director or a proxy may be assigned by the ACEC New Mexico Board.
- D. As determined by the Board, expenses to ACEC meetings may be paid by ACEC New Mexico for the National Director, President (alternate Director), Executive Director, and/or any proxy determined by the Board.

**ARTICLE VII – INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**SECTION 1. – INDEMNIFICATION**

- A. Each member of ACEC New Mexico's Board shall be indemnified by the organization against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as Board member, or by reason of an action alleged to



have been taken, omitted, or neglected by him or her as Board member. The organization shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

- B. The amount paid to any Board member by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and any additional amount fixed by the majority of the Board, and any determination so made shall be binding on the indemnified individual.
- C. The right of indemnification provided for above shall not be exclusive of any rights to which any ACEC New Mexico Board member may otherwise be entitled by law.

#### **SECTION 4. – INSURANCE**

- A. ACEC New Mexico may maintain insurance, at its expense, to protect itself and any Director, Officer, partner, trustee, employee, or agent of ACEC New Mexico or another corporation, partnership, joint venture, trust, or other incorporated or unincorporated enterprise (including an employee benefit plan or trust) against any such expense, liability or loss, whether or not ACEC New Mexico would have the power to indemnify such person against such expense, liability or loss under the New Mexico Nonprofit Corporation Act.

#### **ARTICLE VIII – SUSPENSION OF BYLAWS**

Any section or part thereof of these Bylaws may be suspended for a specific purpose and for the duration only of the meeting at which such action is taken. Suspension shall require a two-thirds affirmative vote of the Board members present at the meeting.

#### **ARTICLE IX – AMENDMENTS TO BYLAWS**

Amendments to these Bylaws shall be considered at two consecutive Board meetings, with the vote taken at the third meeting. Upon concurrence of two-thirds of the Board present, the amended Bylaws then become effective.

*Adopted September 28, 1994; Amended February 23, 2000; Amended May 9, 2001; Amended July 2001; Amended April 2004; Amended February 2009; Amended April 20, 2012*