



AMERICAN COUNCIL OF ENGINEERING COMPANIES
of Florida

The American Council of Engineering Companies of Florida (ACEC-FL) is a not-for-profit, tax-exempt trade association formed to promote, develop, educate, and otherwise further the consulting engineering industry. ACEC-FL's principal membership class consists of corporations and other entities engaged in consulting engineering. The business of the association is managed under the direction of the ACEC-FL board of directors. The board's code of ethics serves as a code of conduct for association volunteers and staff in their capacity as board members. Code violations may result in sanctions imposed under the ACEC-FL Bylaws. The principles and requirements that comprise the code and procedures are based on and are designed to ensure full compliance by ACEC-FL and its officers, directors, and employees with the fiduciary duties imposed on such individuals by state corporate law, the federal tax code's prohibition on private inurement and private benefit, and other requirements of federal tax exemption, common law due process requirements, federal and state antitrust and unfair competition law, state tort law, and other legal precepts and prohibitions. At the same time, the code and procedures are not designed to supplant courts of law in the resolution of disputes within the consulting engineering industry. Moreover, the checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code on the one hand and, on the other, the protection of board members, through the use of reasonable due process procedures, against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled. Members of the board affirm their endorsement of the code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the board.

ACEC-FL Board of Directors Code of Ethics

Members of the board (including ex officio members of the board) shall at all times abide by and conform to the following code of conduct in their capacity as board members:

1. Each member of the board of directors will abide in all respects by the Florida Engineering Society (FES) and ACEC Codes of Ethics and all other rules and regulations of the association (including but not limited to the association's articles of incorporation and bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the association remains in good standing at all times. Furthermore, each member of the board of directors will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.

2. Members of the board of directors will conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as the board of directors may otherwise require or as otherwise required by law, no board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any information deemed by the board to be confidential related to the affairs of the association.
4. Members of the board of directors will exercise proper authority and good judgment in their dealings with association staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others and the general public and will respond to the needs of the association's members in a responsible, respectful, and professional manner.
5. No member of the board of directors will misuse association property or resources and will at all times keep the association's property secure and not allow any person not authorized by the board of directors to have or use such property.
6. Each member of the board of directors will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the board's direction and oversight.
7. The board of directors dedicates itself to leading by example in serving the needs of the association and its members and also in representing the interests and ideals of the consulting engineering industry at large.
8. No member of the board of directors shall persuade or attempt to persuade any employee of the association to leave the employ of the association or to become employed by any person or entity other than the association.
9. When dealing with board matters the board of directors must act at all times in the best interests of the association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter.

Adopted by ACEC-FL Board of Directors August 1, 2013