

BYLAWS
of the
American Council of Engineering Companies of Florida

ARTICLE I.
NAME AND OBJECT

Section 1. Name

1. The name of this organization shall be "The American Council of Engineering Companies of Florida," hereinafter referred to as "ACEC-FL".

Section 2. Object

The object shall be to promote harmony, cooperation and mutual understanding among independent consulting engineering firms engaged in private practice in Florida, as a basis for helping to safeguard the life, health, property, and public welfare of the residents of the State. In this regard, ACEC-FL shall:

1. Ensure that high ethical and professional standards worthy of independent consulting engineering firms are maintained;
2. Advance the value of consulting engineers to the public, and educate the public regarding the work of consulting engineers;
3. Promote the professional and economic welfare of its members;
4. Act as a clearinghouse and information center on all matters of mutual interest to its members.

Section 3. Affiliations

This shall be an organization with affiliations on a national level with the American Council of Engineering Companies (ACEC) and Professional Engineers in Private Practice, a section of the National Society of Professional Engineers, associating on the state level with the Florida Engineering Society, as its designated practice section for engineers in private practice. It shall be an objective of ACEC-FL to encourage all qualified professional engineers of its member firms to become individual members of their professional organization, the Florida Engineering Society.

Section 4. Guiding Principle

The American Council of Engineering Companies of Florida shall function as a member-oriented organization encouraging membership participation at all levels throughout the year. For this purpose, the Board of Directors and the committees shall keep the membership fully informed of all proceedings and shall invite continuing guidance during the course of activities and the development of policies.

ARTICLE II. MEMBERSHIP

Section 1. Firm Member

Any firm applying for membership shall agree in the application to abide by the Codes of Ethics of the American Council of Engineering Companies, the National Society of Professional Engineers, and the Florida Engineering Society (hereinafter referred to collectively as the Code of Ethics.)

Qualifications of member firms shall be as follows:

1. The proprietors, partners, or officers (hereinafter referred to as principals) shall be primarily engaged in the independent practice of consulting engineering, architecture-engineering, land surveying, or engineering testing, and offer services to more than one client and have an office located in the State of Florida. A member firm must be authorized to practice by the Florida Board of Professional Engineers. A majority of the engineering principals practicing in the State of Florida of each member firm must be registered professionals in the State of Florida. No member firm shall have any commercial sales or contract interest, or other affiliations, which might cause a conflict of interest with the independent practice of consulting engineering. The firm shall be a member of the American Council of Engineering Companies and at least one principal shall be a member of the Professional Engineers in Private Practice of the National Society of Professional Engineers. Should any member firm, as the result of changes in business relations, no longer meet the above requirements, it shall automatically cease to be a member of this organization. Each member firm shall designate one official representative to the organization, as its voting representative, who shall be a principal and a registered professional in the State of Florida. All principals of the firm may participate actively.

2. Applications for membership shall be reviewed by the Member Services Committee and approved by the Board of Directors. At least one principal of each member firm must be a member of the Florida Engineering Society, National Society of Professional Engineers, except those member firms that do not have a principal belonging to FES, NSPE, but who were members of Consulting Engineers Council of Florida as of July 1, 1972.

3. Each member firm shall be entitled to one vote by its designated official voting representative or their duly authorized alternate on each matter submitted to a vote.

4. Violations by a member firm of any provision of the Code of Ethics shall be followed by censure, suspension or expulsion, as determined by an affirmative vote of two-thirds of the Board of Directors after an appropriate hearing in accordance with procedures adopted by the Board. The Board, after an appropriate hearing in accordance with procedures adopted by the Board, may censure, suspend or terminate the membership of a member firm when a principal or employee of the firm has committed an act, or any conduct in violation of the Code of Ethics.

Section 2. Life Member

1. Life Members shall be fully retired from active practice, have been a principal of a member firm for at least ten years and shall request to become Life Members and, as long as they remain inactive, may so continue without payment of dues.

2. Members who desire to maintain Life Membership shall apply to the Board of Directors in writing. ACEC-FL will carry all individual Life Members on the Life Member rolls without further dues obligation.

Section 3. Interpretation of Applicant Qualifications

1. The interpretation of the applicant's qualification for membership as it relates to the language set forth above shall be the sole responsibility of the ACEC-FL Board of Directors.

ARTICLE III.

FINANCES AND DUES

Section 1. Fiscal Year

The fiscal year shall be October 1 through September 30.

Section 2. Annual Dues

The Board of Directors may determine the amount of the annual dues for each classification of membership and budget to meet the expenses of the organization.

Section 3. Payment of Dues

Annual dues shall be payable no later than the first day of the fiscal year, upon the distribution of statements. The annual dues may be paid on a quarterly basis.

Section 4. Delinquency and Cancellation

The Board shall establish and enforce a policy of dues delinquency and cancellation.

Section 5. Special Assessments

Special assessments may be levied by the Board of Directors.

Section 6. Audit

The accounts of ACEC-FL shall be audited not less than annually by a Certified Public Accountant.

Section 7. Strategic Reserve

1. The budget shall include a line item entitled "STRATEGIC RESERVE" which shall be six percent of the total actual annual budget. This item shall be finalized at the annual audit.
2. When the "STRATEGIC RESERVE" fund balance exceeds 60% of the total budget, this line item shall be deleted from the budget. If any portion of the "STRATEGIC RESERVE" is used, the line item shall be reinstated until the "STRATEGIC RESERVE" exceeds 60% of the total budget again.
3. Expenditures from the "STRATEGIC RESERVE" shall require four-fifths vote of the Board of Directors present.
4. The amount of the strategic reserve shall be shown on the annual budget as 'strategic reserve fund balance as of date.

Section 8. Finance and Dues

An initiation fee determined by the Board may be charged to cover administrative costs of establishing new or reinstated members' records.

**ARTICLE IV.
BOARD OF DIRECTORS**

Section 1. Compositions

The Board of Directors shall be composed of the most recent living Past President, the President, the President-Elect, the Vice President, the Treasurer, the National Director to the American Council of Engineering Companies (ACEC), and the Florida representative to the Board of Governors of Professional Engineers in Private Practice. There shall be thirteen directors, all principals of their respective firms, one from each of the following categories: energy, vertical construction Support , transportation, environmental/water resources, civil/land development, one director from each of the seven (7) FES Regions (Panhandle, North Central, East Central, West Central, Treasure Coast, Southwest and Florida's Gulf Coast)and one Director representing the Geotechnical and Materials Council (GMEC). The Discipline based Directors shall be chosen from firms that derive significant portions of their income from that specialty. The GMEC Director shall be designated by the GMEC Executive Committee. The Regionals Directors shall work or live (preferably both) primarily in the Region which he/she represents

Section 2. Terms of Election

The President-Elect, the Vice President, Treasurer and Chairman of GMEC shall be elected annually as provided for hereinafter. All directors shall be elected for a term of two years.

Section: 3. Terms of Office

The terms of all directors, except that of the ACEC Director, shall be limited to three consecutive two-year terms. The ACEC Director shall be limited to two consecutive two year terms after their initial one year term. Thereafter, directors may be re-elected after a break in service of at least one election cycle.

Section 4. Vacancies

In the event of a vacancy in any office because of death, resignation, removal, disqualification or otherwise, it may be filled by the Board of Directors for the unexpired portion of the term. If a member of the Board of Directors fails to perform their duties due to incapacity or other reasons, they may be removed by a majority vote of the other members of the Board.

Section 5. Duties

The Board of Directors shall hear all alleged Code of Ethics violations as provided in the Bylaws and Operation Policies of ACEC-FL.

Section 6. Voting by Mail, E-Mail or Fax

Action taken by the members of the Board in which at least a majority of such directors in writing indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of such Board.

**ARTICLE V.
DUTIES OF OFFICERS**

Section 1. President

The President succeeds to the office from the office of President-Elect. The President shall conduct all meetings, appoint all committee chairpersons with the approval of the Board of Directors and serve as an ex-officio member of all committees. The President shall be charged with the formulation of general policies, subject to approval of the Board of Directors, and shall act as the official spokesman for the organization. The President shall have a discretionary fund to defray expenses not to exceed \$2,000 in one fiscal year. The President shall sign correspondence in the name of the organization. The President will serve on the Planning and Bylaws Committee. The President shall act as the organization's official representative to the Florida Engineering Society Board of Directors. The President shall attend all meetings of the Florida Engineering Society Board of Directors and cast at such meetings, or by electronic ballot, if applicable, the vote or votes of the Florida Institute of Consulting Engineers. The President shall be a member of the Florida Engineering Society and periodically report to the membership on the activities and transactions of the Florida Engineering Society Board of Directors.

Section 2. President-Elect

The President-Elect shall perform all duties of the President when so directed or when necessary because of the absence of the President. The President-Elect shall serve on the Planning and Bylaws Committee, Nominating Committee and Finance Committee and shall be an ex-officio member of all other committees.

Section 3. Vice President

The Vice President shall serve on the Planning and Bylaws Committee.

Section 4. Treasurer

The Treasurer shall serve as chairman of the Finance Committee. In conjunction with the Finance Committee, shall present at each Board meeting a current statement of revenues and expenditures. The Treasurer shall also present a proposed annual budget for the following fiscal year for adoption by the Board of Directors.

Section 5. Past President

The Past President shall serve as the chairman of the Nominating Committee and as the co-chair of the FELI class.

Section 6. ACEC National Director

The ACEC National Director shall be chosen from a member firm affiliated and holding membership in ACEC. The ACEC National Director shall attend all meetings of the Board of Directors of the American Council of Engineering Companies and cast at such meetings, or by electronic ballot, if applicable, the vote or votes of ACEC-FL. The ACEC National Director shall periodically report to the membership on the activities and transactions of the American Council of Engineering Companies. The ACEC National Director shall have a discretionary fund to defray expenses of not more than \$2,000 in any fiscal year.

Section 7. Florida Representative to the NSPE/PEPP Board of Governors

The NSPE/PEPP Representative shall be chosen from a member firm, which is affiliated with NSPE/PEPP. The NSPE/PEPP Representative shall attend all meetings of the NSPE/PEPP Board of Governors and cast at such meetings, or by electronic ballot, if applicable, the vote or votes of ACEC-FL. The NSPE/PEPP Representative shall periodically report to the membership on the activities and transactions of the NSPE/PEPP Board of Governors. The NSPE/PEPP Board of Governors Representative shall have a discretionary fund to defray expenses of not more than \$1,000 in any fiscal year.

Section 8. Directors

The Directors shall provide liaison between the Board of Directors and the general membership in their respective disciplines, firm sizes and/or geographical areas, and shall have such other duties as may be directed by the Board of Directors. A General outline of specific duties include the following:

GMEC Director: The GMEC Director shall be engaged primarily in the practice of Geotechnical Engineering and shall represent the geotechnical engineering community and interface with the Geotechnical Committee. It is preferred that the Director had previously held a leadership position on the geotechnical committee (Discussion of changing GMEC into a standard committee similar to transportation). This committee could also represent other affiliated industries such as Hydrogeology.

Transportation Director: The Transportation Director shall be primarily engaged in the area of Transportation Engineering and will represent all transportation modes supported by ACEC-FL Firms. The Transportation Director will interface with the current Transportation Committee (primarily focused on Surface Transportation/Highways and our relationship with FDOT). It is preferred that the Transportation Director had previously held a leadership position in one of the Transportation Committees. Other disciplines that may be represented by Committees include Transit, Seaports, Airports, and Autonomous Vehicles.

Vertical Support Director: This position is intended to reach across disciplines and represent structural, mechanical, electrical and civil engineers that work on architectural projects or other functional vertical construction (buildings). The Vertical Support Director shall be engaged working with teams on vertical construction projects and will interface with the current Structural Committee and any additional committees established for the other disciplines. The Director, and supporting committees, would also be responsible for monitoring issues related to the Florida Building Code.

Environmental / Water Resources Director: The Environmental Director will reach across a number of disciplines and market sectors including Stormwater Management, Water and Sewer Utilities, and Solid Waste. The Director will interface with the current Water Resources Committee and monitor legislation dealing with the environment and water system. The Director and Committees shall build relationships with the Water Management Districts and the FDEP Departments responsible for public utilities.

Civil / Land Development Director: This Director shall represent the General Civil Engineering Industry primarily as it relates to Land Development, Land Entitlement, and the impacts Land Use Planning and

Zoning has on the community as it relates to the practice of engineering. The Director shall be responsible for establishing a committee to address these issues and monitor legislation related to entitlements and regulations that impact our profession.

Regional Directors: A Geographic Director will work in the Region which he/she represents. The goal of a Geographic Director is to create a local ACEC-FL Chapter within the Region and hold local events that meet the needs of that particular Region. The goal would be to hold quarterly meetings at the local level and report the local issues back to the ACEC-FL Board.

Considerations in Director nominations shall include: In selecting the slate of directors, the nominating committee shall attempt to select a diverse group of individuals from firm characteristics. Representation on the Board from firms with the characteristics below shall be encouraged and evaluated with each proposed slate.

- DBE firms
- MWBE firms
- Small firms
- Medium sized firms
- Large firms
- National firms
- International firms
- Firms with corporate offices in the State of Florida

ARTICLE VI.

EXECUTIVE DIRECTOR AND STAFF

The employment of an Executive Director may be authorized at the discretion of the Board of Directors. The term of employment shall be established by the Board and may allow for multiple year contracts. The Executive Director shall keep the records of all proceedings of the organization and shall distribute them to the membership as appropriate. The Executive Director shall keep a roster of all member firms. The Executive Director shall receive all correspondence addressed to the organization and prepare replies as directed by the President. The Executive Director shall keep all financial records of the organization in conformance with good business practices, including current reports on the status of dues payments. The Executive Director shall have such other duties as may be directed by the Board of Directors. The Executive Director shall be paid such a salary or benefits as may be determined by the Board of Directors, and shall employ and may terminate such assistance and maintain such facilities as are consistent with the annual budget.

ARTICLE VII.

COMMITTEES

Section 1. The following committees are established:

1. Executive Committee. The Executive Committee shall be composed of the Past President, President, President-Elect, Vice President, Treasurer and a Board-member-at-large to be appointed by the Board of Directors. The President shall be the chairman and the President-Elect shall be the Vice-Chairman. It shall manage the affairs of ACEC-FL between meetings of the Board of Directors and shall have full power to act for the Board on urgent matters. The Executive Committee shall not authorize the expenditure of funds for non-budgeted items, authorize any assessments on the membership, or make any bylaw changes. All Executive Committee actions shall require a 75% majority of the total committee and a quorum shall be not less than four members.

2. The Planning and Bylaws Committee. The Planning and Bylaws Committee shall establish broad, clearly defined objectives toward which activities of ACEC-FL may be directed. It shall conduct continuing studies for the needs and expectations of ACEC-FL and its member firms and shall review proposals and recommendations of other committees when such recommendations affect long-range goals and policies of ACEC-FL. The Planning and Bylaws Committee shall study proposed revisions to the organization's basic documents, prepare them for presentation and advise the Board of Directors regarding the merits and effects of such revisions. The committee shall serve on an ad-hoc basis as directed by the Board of Directors and include the Vice President.

3. The Finance Committee. The Finance Committee, which shall be chaired by the Treasurer and include the President-Elect, President, GMEC Chairman and other members as appointed by the President, shall prepare the annual, budget for approval by the Board of Directors and periodically review the financial status and management of the organization.

4. The Nominating Committee. The Nominating Committee shall consist of the most recent living past president, the President-Elect, the ACEC National Director, the NSPE/PEPP Representative, the President and two additional members not presently serving on the Board to be appointed by the President with the approval of the Board. 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.

5. The Tellers Committee. The Nominating Committee shall serve as the Tellers Committee and shall count the ballots received from the membership; any ballot not returned shall be considered void.

6. The Member Services Committee. The Member Services Committee shall acquaint eligible firms with the advantages of membership, and by proper means shall endeavor to secure applications for membership. It shall investigate the eligibility of applicants and otherwise review, process and approve or disapprove membership applications in accordance with Article II of the Bylaws. The committee will be responsible for the implementation of other member services that may be deemed appropriate and in the best interest of the organization.

Section 2. Standing and Special Committees

Standing and special committees may be appointed by the Board of Directors as required in the best interests of the organization.

Section 3. Appointment

Committee chairpersons shall be appointed each year by the President with the approval of the Board of Directors and commence service at the beginning of the administrative year. Appointment to the standing and special committees shall be made by the chairperson. Each member of a committee shall serve until the end of the administrative year or until a successor is appointed, unless the committee is sooner dissolved or his appointment is rescinded. Vacancies in the membership of a committee may be filled by the chairperson.

ARTICLE VIII. MEETINGS

Section 1. Annual Meeting

An annual membership meeting or other appropriate venue shall be held annually in conjunction with the Florida Engineering Society's annual meeting.

Section 2. Board Meetings

The Board of Directors shall meet at least four times annually.

Section 3. Quorum

The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business of the Board. Whenever a majority vote of the Board of Directors is taken, it shall mean of the Board present. Whenever a two-thirds or four-fifths vote of the Board is required, it shall mean of the Board members present. Twenty percent of the voting membership, but not less than ten voting members, shall constitute a quorum for the transaction of business at general membership meetings.

Section 4. Notification

The Board of Directors shall be notified at least one week prior to each meeting, regular or special. The notice shall include the place, date and hour of the meeting and, when possible, a description of the business to be transacted. Matters concerning termination of membership, special assessment, Bylaws amendments and revisions or elections shall not be considered at any meeting unless specifically announced in the meeting notice.

Section 5. Special General Membership

Special general membership meetings may be called by the President or upon petition of one-third of the membership.

Section 6. General Membership

General membership meetings may be called by the President and approved by the Board of Directors.

Section 7. Rules

All meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order Revised.

Section 8. Voting

Voting at all meetings shall be by show of hands or voice vote, at the option of the President, except that if one-third of the members present request it, secret ballots shall be used.

Section 9. Distribution of Ballots

If any issue requires a vote of the full membership, the President-Elect shall prepare and distribute ballots to the voting members and the Nominating Committee, serving as the Tellers Committee, shall be appointed to tabulate the returns.

ARTICLE IX. ELECTIONS

Section 1. Administrative Year

The administrative year shall be August 1 through July 31.

Section 2. Nominating Committee

The Nominating Committee shall be appointed not less than five months prior to the annual meeting, and shall report its slate of candidates in the electronic newsletter (ACEC-FL Update) four months prior to the annual meeting. The list of candidates shall be accompanied by the procedure for additional nominations.

Section 3. Additional Nominations

Additional nominations may be made directly to the Board of Directors, but must be received in writing with permission of the nominee by the meeting two months prior to the annual meeting. The additional nominations must be accompanied by the endorsement of at least ten voting members and shall be confirmed by the Nominating Committee.

Section 4. Balloting

If no additional nominations are received, the list of nominees as submitted by the Nominating Committee shall be declared new officers by acclamation. If additional nominations are received in accordance with Section 3, the President-Elect shall prepare ballots showing the names of all nominees for each office, making no distinction as to the source of the nomination, and containing provisions for write-in nominations. The President Elect shall distribute a ballot to each voting member with voting instructions, no less than 30 days before the annual meeting.

Section 5. Tabulation

The Nominating Committee serving as the Tellers Committee shall be responsible for tabulating the returns and report the results at the annual meeting.

**ARTICLE X.
AMENDMENT AND REVISION**

Any proposed amendment or revision to the Bylaws shall first be submitted to the Board of Directors for approval. If approved by the Board of Directors, the proposed amendment or revision shall be distributed to the voting membership for the purpose of adopting the amendment or revision. An amendment or revision can only be adopted by an affirmative vote of a majority of those ballots submitted and recorded by the Nominating Committee as provided herein. The Board of Directors is empowered to establish the detailed procedure to be followed for amendments or revisions in accordance with the provisions of the Bylaws. The voting membership shall have the right of petition to have a proposed Bylaws amendment go to the voting membership for its vote if ten percent of the voting membership signs a petition requesting same, and submits said petition to the President.

**ARTICLE XI.
EFFECTIVE DATE**

The effective date of the Bylaws shall be February 10, 1973.

Revised March 6, 1974
Revised December 8, 1975
Revised January 1, 1976
Revised May 8, 1978
Revised August 7, 1981
Revised August 5, 1982
Revised August 3, 1983
Revised August 3, 1984
Revised August 1, 1985
Revised September 21, 1987
Revised October 12, 1989
Revised August 2, 1990
Revised January 27, 1992
Revised October 7, 1993
Revised March 1, 1994
Revised August 4, 1994
Revised July 29, 1999
Revised June 4, 2002
Revised September 30, 2004
Revised June 21, 2006
Revised June 24, 2011
Revised June 12, 2015
Revised April 6, 2016
Revised February 5, 2017

Revised September 26, 2017

Revised December 4, 2017