

AMERICAN COUNCIL OF ENGINEERING COMPANIES - NEW MEXICO
(ACEC/NM) 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 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 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. MEMBERS shall be principals of member firms. All individual principals 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 principals 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 (10) consecutive (10) years.
3. Retiring members may request Life Membership, exempting them from payment of dues as long as they remain inactive.

D. ASSOCIATE MEMBER FIRMS 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 member firms 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.
3. Each associate member firm shall designate one principal to represent it as an ASSOCIATE MEMBER.
4. Associate members accrue all benefits of membership, except they may not vote, hold office or chair a committee.

E. AFFILIATE MEMBER FIRMS 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 of Directors.

1. Each affiliate member firm shall designate one principal to represent it as an AFFILIATE MEMBER.
2. Affiliate members accrue all benefits of membership, except they may not vote, hold office or chair a committee.

SECTION 2.-- ADMISSION TO MEMBERSHIP

- A. Application for membership shall be made on ACEC/NM's application form.
- B. If approved by the membership committee, the application shall be forwarded to the Board of Directors for consideration. Approval shall be by affirmative vote of a majority of the Board.

SECTION 3.-- SEPARATION FROM MEMBERSHIP

- A. Any member, associate or affiliate member firm 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, associate or affiliate member firm may be expelled from membership on the grounds that the member firm's conduct or policy is prejudicial to the interests of ACEC/NM or is calculated to bring the work of ACEC/NM and its member firms into disrepute. A member firm may not be expelled until after the member firm has had the opportunity to be heard by a Hearing Committee designated by the Board of Directors. The findings and recommendations of the Hearing Committee shall be forwarded to the Board of Directors and to the member firm concerned. Expulsion, if approved by the Board of Directors, shall require an affirmative two-thirds vote of the total eligible voting members of the Board of Directors.
- C. Any member, associate or affiliate member firm ceasing to fulfill the necessary qualifications listed under Article 11, Section 1 shall be dropped from membership upon a majority vote of the Board of Directors.

SECTION 4.-- VOTING PRIVILEGES shall be limited to one vote per member firm in good standing represented in ACEC/NM. Each member firm shall designate one principal as its primary and voting representative.

ARTICLE III - DUES AND ASSESSMENTS

SECTION 1.-- ACEC/NM DUES

- A. Annual dues shall be established by the Board of Directors 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/NM.
- D. Any member, associate or affiliate member firm 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, associate or affiliate firm may pay its ACEC/NM dues on a quarterly basis, and will be assessed a Board-established per-quarter handling charge.
- F. Dues are assessed until a member, associate or affiliate member firm resigns or is expelled. Upon resignation or expulsion, a firm shall immediately make final payment for all dues and other receivable expenses charged to that firm.

SECTION 2.-- ACEC DUES

- A. ACEC/NM 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 will 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 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 firm shall immediately make final payment for all dues and other receivable expenses charged to that firm.

SECTION 3.-- REINSTATEMENT

Reinstatement of a member, associate or affiliate member firm 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

Special assessments may be levied by unanimous vote of the Board of Directors followed by an affirmative majority vote of those members 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 of Directors (the Board) consisting of the President, President-Elect/Vice President/Finance, Vice President/Professional Development, Vice President/Membership, National Director, Immediate Past President and up to five Directors.
- B. The Board shall guide and direct general policy and shall be the final deciding body, speaking for ACEC/NM on controversial issues.
- C. No member firm shall have more than two members elected to office in any one year.
- D. The Board shall meet monthly, as practicable, at such time and place as decided by the Board. A quorum shall be a majority of the officers and directors present.

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/NM and its administration and staff.
- B. The PRESIDENT-ELECT /VICE PRESIDENT/FINANCE 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.

- C. The VICE PRESIDENT/PROFESSIONAL DEVELOPMENT shall be responsible for programs, seminars and other educational activities, and the annual meeting.
- D. The VICE PRESIDENT/MEMBERSHIP shall be responsible for the growth and stability of the membership base.
- E. The NATIONAL DIRECTOR shall serve a two-year term as ACEC/NM's representative to the Board of Directors of the **American Council of Engineering Companies (ACEC)**.
- F. Officers may serve two consecutive terms. A national director may be elected to a maximum of two consecutive terms, for a total of four years.
- G. 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.-- 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 continuously at the pleasure of the Board.
- B. 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/NM.
- C. The executive director shall prepare statements and invoices, make disbursements for authorized payments, and maintain the treasury subject to approval of the vice president/finance.
- D. The executive director shall serve as executive secretary to the Board.
- E. In the absence of the executive director, disbursements may be signed by the president or the vice president/finance.

SECTION 4.-- ELECTIONS

- A. The nominating committee shall present its slate of officers and directors to the Board at its December meeting, but no later than 1 January.
- B. Secret letter ballots shall be subsequently mailed or included in the newsletter, to be returned by 15 January. They shall be opened and counted at the January Board of Directors meeting, with the results announced in the subsequent newsletter.
- C. Each member firm is entitled to one vote.
- D. Any tie vote shall be decided by all voting members present at the next 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 FINANCE COMMITTEE shall consist of at least three (3) members, one of whom shall be the Vice President for Finance and one who shall be a member of the Board. This Committee shall prepare the annual budget, make recommendations for annual dues, and make provisions for and report to the Board the results of an annual independent financial review.
- C. The MEMBERSHIP COMMITTEE, chaired by the Vice President for Membership and consisting of at least two (2) additional members, shall investigate the eligibility of membership applicants. Recommendations for membership shall be submitted to the Board of Directors for review. This committee shall acquaint eligible firms with the advantages of membership and endeavor to secure their applications for membership.
- D. The PROGRAM COMMITTEE, chaired by the Vice President for Professional Development and consisting of at least two (2) additional members, shall plan and arrange for programs for membership meetings, seminars and other events.
- E. The LEGISLATIVE 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/NM any action so determined by the Board.
- F. The SCHOLARSHIP COMMITTEE shall determine the criteria and recommend the amounts for the awards of annual scholarships and competitions.
- G. The AWARDS COMMITTEE shall determine the criteria and make recommendations for recipients of the Engineering Excellence and other ACECINM awards.
- H. The NOMINATING COMMITTEE, chaired by the most immediate past president and composed of at least two (2) additional past members of the Board, shall recommend to the Board at its December meeting a slate of officers and directors.

SECTION 2.-- LIAISON COMMITTEES

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 a single individual or multi-member committees, appointed by the president with the approval of the Board, which shall receive reports from these committees. The president shall be an *ex-officio* member of all liaison committees.

SECTION 3.-- AD HOC COMMITTEES

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 shall be held monthly, where practicable, and notices of the meetings shall be sent in a timely manner to members.

SECTION 2.-- ANNUAL MEETING. The Annual Meeting 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 may be called by the president or the Board at their discretion, or by written petition submitted to them by ten (10) percent of the membership.

SECTION 4.-- QUORUM. Twenty (20) percent of the member firms, but not less than six (6) members, including at least one member of the Board, shall constitute a quorum for the transaction of business at any general membership meeting. Attendance at each meeting shall be recorded for permanent record.

SECTION 5.-- ACEC MEETINGS

1. The national director shall be authorized to speak for ACEC/NM at all ACEC meetings.
2. The president shall be ACEC/NM's alternate director to the ACEC meetings, and is authorized to speak for ACEC/NM in the absence of the national director.
3. If both the national director and president cannot attend an ACEC meeting, a temporary director or a proxy may be assigned by the ACEC/NM Board.
4. As determined by the Board, expenses to ACEC meetings may be paid by ACEC/NM 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.-- RIGHT TO INDEMNIFICATION. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of ACEC/NM or while a director of ACEC/NM is or was serving at the request of ACEC/NM as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity of as director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent, shall be indemnified and held harmless by ACEC/NM to the fullest extent authorized by the New Mexico Nonprofit Corporation Act as the same exists or may hereafter be amended, (but, in the case of any such amendment), only to the extent that such amendment permits the Chapter to provide broader indemnification rights than said Law permitted ACEC/NM to provide prior to such amendment) against all expenses, liability and loss including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in this Article, ACEC/NM shall

indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of ACEC/NM. The right of indemnification conferred in this Article shall be a contract right and shall include the right to be paid by ACEC/NM the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the New Mexico Nonprofit Corporation Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer of ACEC/NM (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to employee benefit plans or trusts) in advance of the final disposition of a proceeding, shall be made only upon delivery to ACEC/NM of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall be determined ultimately that such director or officer is not entitled to be indemnified under this Section or otherwise. ACEC/NM may, by action of its Board, provide indemnification and advance expenses to employees and agents of ACEC/NM and others permitted to be indemnified by the New Mexico Nonprofit Corporation Act with the same scope and effect as the foregoing indemnification and advancement of expenses of directors and officers.

SECTION 2.-- RIGHT OF INDEMNITEE TO BRING SUIT. If a valid claim pursuant to Section 1 of this Article is not paid in full by ACEC/NM within ninety (90) days after a written claim has been received by ACEC/NM, the claimant may at any time thereafter bring suit against ACEC/NM to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to ACEC/NM) that the claimant has not met the standards of conduct which make it permissible under the New Mexico Nonprofit Corporation Act for ACEC/NM to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on ACEC/NM. Neither the failure of ACEC/NM (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the New Mexico Nonprofit Corporation Act, nor an actual determination by ACEC/NM (including its Board of Directors, independent legal counsel, or its members) that the claimant had not met such applicable standard of conduct, shall be a defense to the action and create a presumption that claimant had not met the applicable standard of conduct.

SECTION 3.-- NON-EXCLUSIVITY. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive to any other right which any person may have or hereafter acquire under any statute, provision of ACEC/NM's Articles of Incorporation, bylaws, agreement, vote of members or disinterested directors or otherwise.

SECTION 4.-- INSURANCE. ACEC/NM may maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, employee or agent of ACEC/NM 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/NM 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 monthly Board meetings, with the vote taken at the third meeting. Upon concurrence of a majority of the Board present, the amended bylaws then become effective.

ARTICLE IX - TRANSITION

Upon adoption of these bylaws, the already-elected officers for the year will be supplemented by additional officers/members to the Board appointed by the president.

Adopted September 28, 1994; Amended February 23, 2000; Amended May 9, 2001; amended July 2001; amended April 2004.