



**American Council of Engineering Companies of Minnesota
Amended and Restated Bylaws
Effective, July 1, 2024**

ARTICLE I — NAME AND PURPOSE

Section 1 – Name

The name of this organization shall be: AMERICAN COUNCIL OF ENGINEERING COMPANIES OF MINNESOTA (hereinafter referred to as “Council”).

Section 2 – Type of Corporation

The Council is a Minnesota nonprofit corporation organized and existing pursuant to Chapter 317A of the Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act (the “Act”), and is operated as a nonprofit organization exempt from federal tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as it exists and as it may be hereafter amended.

The Council will concurrently serve as a member organization of the American Council of Engineering Companies (“ACEC”).

Section 3 – Location

The registered address of the Council shall be located in Minnesota at a place determined by the Board of Directors.

Section 4 – Mission

- To be the advocate for consulting engineering companies.
- Create educational and business opportunities for our members.
- Encourage individuals to pursue careers with consulting engineering companies.

Section 5 - Purpose and Limitations

The Council is organized as a nonprofit corporation under the Act for the purposes set forth in the Council’s Articles of Incorporation. The Council may exercise all powers of a nonprofit corporation enabled by the Act. The Council shall not engage in activities that violate its tax-exempt status under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II — MEMBERSHIP

Section 1 – Classification of Council Membership

There shall be the following classifications of membership, which collectively, shall be referred to as “Members”:

- a. Firm Member
- b. Affiliate Member
- c. Honorary Life Member

Section 2 – Definitions of Members

- a. **Firm Member:** Sole proprietorships, partnerships, limited liability companies, or corporations, meeting the requirements of Article II Section 3, and are engaged in the practice of the consulting engineering profession, may be admitted to the Council as Firm Members.
 - i. Firm Members shall, through a designated Primary Representatives, have the right to vote.
 - ii. Individual representatives employed by Firm Members may serve as a member or chair of a committee.
 - iii. Individual representatives employed by Firm Members may serve as officers or directors of the Council or as National Director to ACEC.
- b. **Affiliate Member:** Sole proprietorships, partnerships, limited liability companies, or corporations that interact with or provide professional consultant support services to the consulting engineering community may be admitted to the Council as Affiliate Members.
 - i. Affiliate Members shall, through a designated Primary Representative, have the right to vote.
 - ii. Individual representatives employed by Affiliate Members may serve as a member or chair of a committee.
 - iii. Individual representatives employed by Affiliate Members may serve as directors of the Council.
- c. **Honorary Life Member:** Honorary Life membership may be granted to an individual who has an established history of distinguished service to the Council and meets either of the following:
 - i. An individual, retired from active practice, who has honored their profession, whether or not their prior firm is a Member at the time of recognition;
 - ii. A prominent individual who has honored and advanced the consulting engineering profession, although not having been employed by a Member.
 - iii. Honorary Life Members do not have the right to vote.
 - iv. Honorary Life Members may serve as a member or chair of a committee.

Section 3 – Requirements for Firm Member

Firm Members shall:

- a. Maintain established offices for the practice of consulting engineering that furnish consulting engineering services, provided that their officers or associates who are licensed Professional Engineers in the State of Minnesota act for them on professional policies and activities;
- b. Have at least one principal or associate licensed as an engineer, land surveyor, geologist, or soil scientist in accordance with the laws of the State of Minnesota who maintain a regular presence in Minnesota;
- c. Practice consulting engineering in accordance with Minnesota Administrative Rules, Chapter 1805, Rules of Professional Conduct;

- d. Practice under an organizational arrangement that does not involve a conflict of interest or does not subordinate independent professional judgment to other considerations. Sole proprietorships, partnerships, limited liability companies, 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 if such ownership arrangements prejudice or subordinate the professional or ethical judgment of the consulting engineers.
- e. Any Firm Member that fails to pay their dues or no longer meets the requirements set forth in Article II Section 3 will no longer be in good standing and may be revoked by the Board of Directors in the Board of Directors' discretion as set forth in Article IV, Section 1 below.

Section 4 – Firm Member and Affiliate Member Representatives

- a. Each Firm Member and Affiliate Member may designate one individual to represent them as a Primary Representative. Primary Representatives are the key point of contact.
- b. Other representatives shall be any employee as designated by a Firm Member or Affiliate Member.

Section 5 – Membership Records

A membership roster shall be maintained, or cause to be maintained by, the Chief Executive Officer. This roster will list all Members in good standing. The roster shall include the name of the Primary Representatives and such other information from Members as is necessary to facilitate the operations of the Council.

Section 6 – Voting Power

- a. Firm Members in good standing shall have voting power at the annual meeting and other special meetings, for election of officers and for other Council business in proportion to the index number of the firm.
 - i. The Firm Member index number shall be based upon the total number of Minnesota employees as annually certified by the Primary Representative.
 - ii. The methodology for computing the index number shall be as set forth by the Board of Directors.
- b. Each Affiliate Member in good standing shall have the voting power of one index.
- c. Honorary Life Members shall have no voting power.

Section 7 – Member Approval

The right to approve the following actions is reserved to the Members:

- a. Acquisition, merger, consolidation, dissolution, or transfer of all or substantially all of the Council's assets.
- b. Amendment of the Council's Articles of Incorporation or Bylaws.

Section 8 – Rights of Representatives

- a. Representatives shall have the right to attend Council meetings and serve as committee members or chair a committee.
- b. Primary Representatives, or their designated representative of the Firm Member or Affiliate Member, are authorized to vote on all matters which properly come before such meetings in accordance with Article V. Firm Members and Affiliate Members not in good standing shall lose voting rights.

- c. Primary Representatives of Firm Members (but not Affiliate Members) shall have the right to serve as Chair, Chair-Elect, Secretary, Treasurer, or as National Director to the Council in accordance with their Member status.

ARTICLE III - MEMBERSHIP APPLICATION

Section 1 – Application for Firm Membership

Any prospective member desiring to be admitted as a Firm Member in the Council shall submit an application, per policy as determined by the Executive Committee and Board of Directors.

Section 2 – Application for Affiliate Membership

Any prospective member desiring to be admitted as an Affiliate Member in the Council shall submit an application, per policy as determined by the Executive Committee and Board of Directors.

Section 3 – Processing of Application

- a. The Executive Committee will review applications and make recommendations to the Board of Directors for approval. Approval of the Board of Directors to admit a Firm Member or Affiliate Member shall be by a two-thirds majority vote.
- b. The Chief Executive Officer shall notify the applicant of the results of the action. If the action is favorable, the applicant will be billed for dues and upon payment of the dues, the applicant will become a Member.

Section 4 – Nomination for Honorary Life Membership

Nominations for Honorary Life Membership may be submitted by any Member to the Chief Executive Officer and approved by a unanimous vote by the Board of Directors.

ARTICLE IV DUES AND ASSESSMENTS

Section 1 – Dues

- a. Firm Members shall be subject to payment of dues as defined below and as determined by the Board of Directors.
 - i. The “ACEC portion of the dues” shall mean that portion of the dues assessed to the Council from ACEC which is applicable to a given fiscal year.
 - ii. The “ACEC/MN portion of the dues” shall be calculated based on the amount of the annual budget, divided by the estimated total index numbers of the Council multiplied by the index numbers of a given Firm Member.
- b. The method of determining the Council annual dues payable by Firm Members and dues caps shall be as established by an affirmative two-thirds vote of the Board of Directors present at the meeting. The Council will maintain records of dues rates and dues caps as set by the Board of Directors and shall provide them to Firm Members and Affiliate Members upon request.
- c. Affiliate Members shall be subject to payment of dues. Dues shall be determined by the Board of Directors.
- d. Members who fail to pay their dues and/or assessments within sixty (60) days from the time the same became due shall be notified by the Chief Executive Officer, and, if payment is not made within the next succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the membership roster and thereupon forfeit all rights and privileges of membership. The Board of Directors may prescribe procedures for extending the time of payment of dues and assessments and continuation of membership privileges upon request of a Member for good cause.

- e. No dues will be required from Honorary Life Members.

Section 2 – Assessments

Special assessments may be levied from time-to-time in the same manner as dues and must be approved by a two-thirds vote of the Board of Directors present at the meeting.

ARTICLE V MEETINGS

Section 1 – Member Meetings

- a. An annual meeting shall be scheduled by the Board of Directors to be held within sixty (60) days before the end of the fiscal year. Members shall be notified in writing of the date set for the annual meeting at least thirty (30) days in advance of the meeting.
- b. The Members may take action and transact business at a meeting of the Members at which a quorum (defined below) is present, with the affirmative vote of Members holding more than fifty percent (50%) of the voting power as determined by the Members' index numbers described in Article II, Section 6. A quorum is present at a meeting of the Members when Members holding at least twenty-five percent (25%) of the voting power are present at the meeting.
- c. A meeting among Members by means of communication, including telephonic, virtual, or other electronic means, through which all Members in attendance may simultaneously hear one another constitutes a meeting of Members provided that (i) prior notice of the means by which the meeting will be held is provided, and (ii) the number of Members participating in the meeting constitutes a quorum.
- d. Special meetings may be called by the Board of Directors at its own discretion or in accordance with the appeal procedure in Article VII Section 5.

Section 2 – Board of Directors Meetings

- a. The Board of Directors shall meet regularly a minimum of eight (8) times per year at the call of the Chair, and at such time as the Board of Directors may designate.
- b. Special meetings may be called at the request of the Chair or any two (2) directors at least two (2) business days before the time appointed thereof.
- c. A majority of directors holding office shall constitute a quorum for the transaction of business.
- d. A meeting among directors by means of communication, including telephonic, virtual, or other electronic means, through which all directors in attendance may simultaneously hear one another constitutes a meeting of the Board of Directors provided that (i) prior notice of the means by which the meeting will be held is provided, and (ii) the number of directors participating in the meeting constitutes a quorum.
- e. A majority vote of the directors in attendance shall be required to pass a motion.

ARTICLE VI – COMMITTEES

Section 1 – Standing Committees

- a. There shall be Standing Committees as follows:
 - i. Executive Committee
 - ii. Budget and Finance Committee
 - iii. Nominating Committee

- iv. Personnel Committee (at such times as the Council has any direct employees)
- b. **Executive Committee:** The Executive Committee shall include the past Chair with the Chair, Chair-Elect, Treasurer and Secretary. Three (3) members shall constitute a quorum for the transaction of business. Meetings shall be called by the Chair or by two (2) other members of the Executive Committee. The Chief Executive Officer will serve as a non-voting ex-officio member.
 - i. Between meetings of the Board of Directors, the Executive Committee shall exercise general supervision of the affairs of the Council, make recommendations to the Board, and perform such other duties as delegated by or directed by the Board.
 - ii. The Executive Committee shall further be responsible for reviewing membership applications and making recommendations to the Board of Directors.
- c. **Budget and Finance Committee:** The Budget and Finance Committee shall be responsible for the financial affairs of the Council and for planning the budget for submission to the Board of Directors. By virtue of the office, the Treasurer shall serve as chair of the Budget and Finance Committee. The Budget and Finance Committee shall consist of the Chair-Elect, Secretary and Chief Executive Officer. Other members may be added by the Chair-Elect.
- d. **Nominating Committee:** The Nominating Committee shall advise the Members at the Council's annual meeting of its slate of candidates to be placed for nomination to serve as officers and directors of the Council.
 - i. The Chair, with the approval of the Board of Directors, shall appoint a Nominating Committee consisting of six (6) members who are not members of the Board of Directors.
 - ii. The immediate past Chair will chair the Nominating Committee.
 - iii. No two members of the board shall be employed by the same Member.
 - iv. The nominating slate shall be sent to the Primary Representative of each Member prior to the annual meeting.
- e. **Personnel Committee:** The Personnel Committee shall provide guidance, oversight, and support to the Council's Board as it develops and implements employee staffing, performance management, personnel policies, and compensation systems.
 - i. The Personnel Committee shall be chaired by a current or past member of the Board of Directors.
 - ii. No two members shall be employed by the same Member.
 - iii. Membership of this committee requires approval of the Board of Directors.

Section 2– Regular Committees

Regular Committees may be formed or disbanded by the Board of Directors to conduct the Council's on-going business and activities.

Section 3 – Special Committees

Special Committees may be formed or disbanded by the Board of Directors for special topics or specific duties as assigned.

Section 4 –Committee Structure

The following applies to all Standing, Regular, and Special Committees.

- a. The duties, activities and policies of the committees shall be subject to the direction of the Board of Directors.
- b. The Chair, with the approval of the Board of Directors, may appoint all committee chairs.
- c. The Chair shall be a voting ex-officio member of each committee, except the Nominating Committee.
- d. **Participation:** The chair of each committee shall be a representative of a Firm Member, a representative of an Affiliate Member, or shall be an Honorary Life Member. Members of committees shall fall into one of the following classifications:
 - i. Firm Member representative.
 - ii. Affiliate Member representative.
 - iii. Honorary Life Member.
 - iv. Any other member as approved by the Board of Directors.

Section 5 – Organization and Procedure

All Standing, Regular, and Special Committees shall organize to operate as follows:

- a. Develop an agenda of work, including a review of the prior committee meeting minutes.
- b. Execute approved committee activities in accordance with the direction of the Board of Directors.
- c. Keep written minutes of all meetings, including a record of individuals attending.
- d. Submit matters and recommendations to the Board of Directors for Board action.
- e. Submit written minutes to the Board of Directors and committee members.

ARTICLE VII GOVERNANCE

Section 1 – Board of Directors

- a. The governing body of the Council shall be a Board of Directors. The Board of Directors shall include a minimum of three (3) and up to fifteen (15) representatives.
- b. No more than two (2) directors may be representatives of Affiliate Members.
- c. No Firm Member or Affiliate Member shall have more than one (1) representative serving on the Board of Directors at one time.
- d. The Board of Directors, as a body, shall guide and direct the general policy of the Council and shall have general management and control of the affairs and all activities of the Council.
- e. The directors shall be the Chair, Chair-Elect, Treasurer, Secretary, National Director, Young Professional, and up to nine (9) other continuing or elected Directors.
- f. In the event of a change in the employment of any director, such director may continue in that office provided that they become employed by a Firm Member or Affiliate Member within sixty (60) days.
 - i. In the event the change in employment creates a conflict with Article VII Section 1(c), the Member shall select which individual resigns their position.

- ii. If such director does not become employed by a Firm Member or Affiliate Member within the specified timeframe, such director shall resign as a director and a new director shall be elected in their place.
- g. A director may be removed from the Board of Directors for cause upon missing three (3) consecutive regular Board of Director meetings due to unexcused absences upon a three-fourths vote of the remaining directors. A director may be removed with or without cause after an affirmative vote by three-fourths of the Board of Directors, after which, such act shall be submitted to the Members for approval in accordance with Article V, Section 1(b).

Section 2 – Officers and Directors

- a. The Officers of the Council shall be the Chair, Chair-Elect, Past-Chair, Secretary, and Treasurer.
- b. The Past-Chair or their appointee shall act on behalf of the Council as National Director and will represent this Council at the meetings of the ACEC Board of Directors.
- c. The Young Professional shall be employed by a Firm Member and under the age of thirty-five (35) at the time of taking office.
- d. Each Officer, Director, and Young Professional shall take office on the first day of fiscal year and shall hold office for the designated term or until a successor has been elected.

Section 3 –Officers

- a. Chair
 - i. The Chair shall exercise general supervision over all business and activities of the Council.
 - ii. The Chair, or in their absence the Chair-Elect, shall preside over all meetings of the Council and the Board of Directors. In the absence of both, the temporary presiding officer shall be one of the other members of the Board of Directors.
 - iii. The Chair, with the approval of the Board of Directors, shall direct the activities of the Chief Executive Officer.
- b. Chair-Elect
 - i. The Chair-Elect shall exercise the powers of the Chair in their absence or when appointed by the Chair. The Chair-Elect shall assist the Chair with the planning of Board of Director meetings and other related activities.
 - ii. The Chair-Elect shall coordinate planning and implementation of the Council's strategic plan.
- c. Secretary
 - i. The Secretary shall keep or cause to be kept a complete record of all proceedings and correspondence of the Council, including the proceedings of the Board of Directors. The Secretary shall perform all other duties pertaining to the office of the Secretary as directed by the Board of Directors.
- d. Treasurer
 - i. The Treasurer shall chair the Finance and Budget Committee.

- ii. The Treasurer shall oversee and be responsible for the financial affairs of the Council and perform the duties pertaining to the office of Treasurer as directed by the Board of Directors, with the assistance of the Chief Executive Officer and the consulting accountant.
 - iii. An annual review of the books shall be made. The Treasurer shall not be required to perform a formal audit of the books.
- e. National Director
 - i. The immediate past Chair shall serve as the National Director and be the representative of the Council to ACEC, shall be a member of the Board of Directors of ACEC, and shall be authorized to vote on all matters before said ACEC Board of Directors on behalf of the Council. The National Director shall act as a liaison officer between the Council and ACEC, shall attend meetings of the Board of Directors of both the Council and ACEC, and shall present the viewpoint of each to the other.
- f. Chief Executive Officer
 - i. The Chief Executive Officer shall serve the Council at the discretion of the Board of Directors in a manner consistent with the Council Bylaws, shall be responsible for oversight of the daily operations of the Council, and shall supervise Council staff.
 - ii. The Chief Executive Officer is a non-voting ex-officio member of the Board.

Section 4 – Elections

- a. **Elections:** Election of Chair-Elect, Treasurer, Secretary, Young Professional, and Directors may be made by voice vote of the Members at the annual meeting if only one slate of candidates is being considered. In the event more than one slate of candidates is being considered, election shall be made by secret ballot. The Members may take action in accordance with Article V, Section 1(b).
- b. **Office of the Chair:** No election shall take place for the office of Chair. This office will automatically be filled by the Chair-Elect who has served during the previous year.
- c. **Office of the National Director:** No election shall take place for the office of National Director. This office will automatically be filled by the immediate past Chair. If the past Chair is not able to represent the Council, the Board of Directors shall appoint an individual who has served or is currently serving as an officer or director of the Council.
- d. Tenure of Office
 - i. **Chair, Chair-Elect, Secretary, Treasurer, and National Director:** One-year term for each of the officer positions.
 - ii. **Young Professional:** One-year term for the position of Young Professional director.
 - iii. **Other Directors:** Each Director positions shall be for a two-year term. The terms of Directors shall be staggered, with at least three (3) and up to five (5) Director positions open for election each year.
- e. Vacancies occurring in the position of the officers or on the Board of Directors shall be filled by a majority vote of the Board of Directors. If a vacancy should occur during the term of an officer or director, the replacement selected by the Board of Directors shall be for the remainder of the term. If one or more continuing directors is elected to an office of the Council at the annual meeting, then new directors shall be elected at once to fill out the unexpired term or terms.

Section 5 – Appeals

- a. Any decision of the Board of Directors may be appealed to the full membership of the Council by written petition submitted to the Board of Directors and signed by ten (10) percent of the voting power of the Members as determined by the Members' index numbers.
- b. Notice of such a special meeting shall be given by the Secretary to all Council Members at least fourteen (14) days prior to the convening of the meeting.
- c. The Members shall vote on and affirm the appeal in accordance with Article V, Section 1(b).

ARTICLE VIII - FISCAL YEAR

The fiscal year shall commence on the 1st day of July and shall end on the 30th day of June.

ARTICLE IX – INDEMNIFICATION

To the fullest extent permitted by the Act, the Council shall indemnify and hold harmless its directors and officers or former directors and officers against any and all liabilities, costs, and expenses (including attorneys' fees and expenses) reasonably incurred by them in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Council. Such indemnification shall not include matters which such director, officer or former director or officer shall be adjudged in an action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, including such matters as shall be settled by agreement predicated upon the existence of such liability for negligence or misconduct.

ARTICLE X – DISSOLUTION

The Council is not organized for profit, and no part of the net earnings shall inure to the benefit of any private members or individual. In the event of the liquidation or dissolution of the Council, whether voluntary or involuntary, no Member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all the money and other property or its proceeds, and the balance of all the money and other property received by the Council from any source, after the payment of all debts and obligations of the Council, shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XI – AMENDMENTS

These Bylaws or any portion of them may be amended by the majority vote of the Board of Directors. After an affirmative vote by the Board of Directors, notice of the proposed Bylaws change must be submitted to the Members for approval at least thirty (30) days prior to the meeting of the Members. Amendments to the Bylaws shall become effective upon affirmative vote of Members holding more than fifty percent (50%) of the voting power as determined by the Members' index numbers described in Article II, Section 6 at a meeting where Members holding at least twenty-five (25%) of the voting power are present at the meeting. All Members of the Council are invited to attend the Board of Directors meeting where the proposed change will be presented and make written or oral comments concerning the proposed change.