

ACEC-SC ARTICLES OF INCORPORATION

ARTICLE I **NAME AND LOCATION**

Section 1

The name of this organization shall be American Council of Engineering Companies of South Carolina, hereafter referred to as Organization, ACEC-SC, or Corporation.

Section 2

The headquarters of this Organization shall be located in the State of South Carolina as determined by the Board of Directors, herein referred to as Board.

ARTICLE II **PURPOSE AND OBJECTIVES**

Section 1

The basic purpose of ACEC-SC is to provide a single state organization for consulting engineers and surveyors in private practice by replacing, supplanting, or effecting the merger of or affiliation with all organizations of consulting engineers and surveyors operating in the State of South Carolina; to take advantage of affiliation with other professional organizations whose aims and objectives are consistent with the aims and objectives of this Corporation, and through the medium of this Corporation, to foster the objectives hereafter set forth.

Section 2

The specific objectives of ACEC-SC are:

- A. To foster and safeguard ethical standards of engineering and surveying and to aid in the advancement of the science of engineering and surveying through educational and research activities.
- B. To ensure that the ethical professional standards for independent consulting engineers and surveyors are maintained.
- C. To promote the professional and economic welfare of its members.
- D. To act as a clearinghouse and information center on all matters of mutual interest to its members.
- E. To advance the value of the consulting engineer and surveyor to the public, disseminate public information regarding the work of consulting engineers and surveyors, and to protect the public interest in engineering and surveying matters.
- F. To promote harmony, cooperation, and mutual understanding among consulting engineers and surveyors engaged in private practice by:
 - (1) Providing a forum for interchange of professional and business information among consulting engineers, consulting engineering and surveying firms.
 - (2) Improving employment conditions for the benefit of the entire professions.
 - (3) Identifying areas where programs need to be pursued as a unified body for the mutual benefit of consulting engineers and surveyors.

- (4) Improving working relations with contractors and their associations, architects and their associations, and other similar groups.
- (5) Improving working relations with engineers and surveyors in industry, construction, government and education through their associations and societies.
- G. To have affiliate members to gain harmony, cooperation, and mutual understanding between Consulting Engineers and surveyors and representatives from construction, industry, manufacturers' suppliers and other companies doing business with ACEC-SC member firms.

ARTICLE III
TYPE OF CORPORATION AND POWERS

Section 1

ACEC-SC shall be exclusively a not-for-profit business being within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954 as may be amended from time to time and the statutes of the State of South Carolina.

- A. No part of the Corporation's net income shall inure to the benefit of any individual or class member, and the Corporation shall not have or issue shares of stock or pay dividends.
- B. In the event of dissolution of the Corporation, whether voluntary or involuntary, all assets of the Corporation then remaining shall be distributed by the Board in such proportions as they shall determine, to one or more state-wide organizations exempt from taxation under Section 501 (a) and 501 (c) of the Internal Revenue Code, or to the Federal, or State Government for a stated purpose.

Section 2

ACEC-SC shall have all powers inherent under applicable Federal and State statutes, but shall not have the power to borrow or loan moneys. The duration of ACEC-SC shall be perpetual.

ARTICLE IV
GOVERNANCE OF ACEC-SC

Section 1

The affairs of this Organization shall be governed by a Board of Directors (Board) of not less than nine members elected in accordance with the Bylaws. The Board shall elect from within its membership a President, Vice President, Secretary and Treasurer (herein defined as Officers), at a Board meeting called within the Annual Membership Meeting to be installed during the Annual Meeting. The position of Secretary and Treasurer may be held by one person. In addition, the Board may elect a National Director and an Affiliate National Director to represent ACEC-SC on the American Council of Engineering Companies Board of Directors.

Section 2

Officers and Directors shall assume the duties as stated in the Bylaws.

ARTICLE V

VOTING POWER OF GENERAL MEMBERSHIP

Section 1

Voting power shall be vested in the Member class only. Each member shall have voting rights and the total of all members, as entered into the records of the Corporation, shall equal to the total voting power of this corporation.

Section 2

Voting shall take place at a membership meeting unless otherwise set forth. If a voting quorum is not in attendance, a mail or electronic ballot shall be used for voting, if all requirements as set forth are met, except that a budget previously approved by the Board may be adopted by majority vote of the members present at the Annual Membership Meeting.

Section 3

A Mail or electronic ballot shall be marked, "Ballot to be returned by (insert date of return)", which marking shall allow a period of not less than fifteen days or more than thirty days from the date of mailing or distribution. Within thirty days after the date of return, the President shall advise the membership of the results of the ballot. Letter or electronic ballot shall become effective on the date of return. A mail or electronic voting quorum shall be a majority of the total voting power of the Corporation.

ACEC

AMERICAN COUNCIL OF ENGINEERING COMPANIES
of South Carolina

ACEC-SC BYLAWS

ARTICLE I DEFINITION

The American Council of Engineering Companies of South Carolina is a statewide organization of independent consulting engineering and surveying firms incorporated as a non-profit Corporation under the statutes of South Carolina.

ARTICLE II MEMBERSHIP

Section 1

Membership classifications in ACEC-SC are as follows:

- A. Member Firm. Firm membership shall consist of firms whose major occupation is the practice of consulting engineering or surveying who meet the requirement of Section 2 of this article.
- B. Professional Member. Members shall consist of member firm principals or Registered Professional Engineers or Registered Professional Land Surveyors in South Carolina or other design professionals, who are principals or employees of a member firm, and meeting the requirements of this Article, and so designated in this class to the Secretary, by the member firm, and entered into the records of ACEC-SC.
- C. Affiliate Member. One that does not qualify as a Member Firm and meets the qualifications of Article X Affiliate Membership.

Section 2

For the purpose of determining the eligibility for membership in this Organization, the term “Member Firm” shall mean sole proprietorship, partnership, corporation, or professional association represented to the public as being available for, and whose principal activity includes, the private practice of consulting engineering or surveying, which does, and is legally authorized to practice engineering or surveying, as evidenced by a Certificate of Authorization from the South Carolina State Board of Registration for Professional Engineers and Land Surveyors, or professional engineer or surveyor registration if a sole proprietor. As a condition of membership, all ACEC-SC members must be members of the American Council of Engineering Companies.

ARTICLE III ADMISSION AND SEPARATION

Section 1

Candidates for membership in any classification shall be sponsored by a Member Firm and by application of the candidate. The name of the applicant shall be submitted to the Board, which shall investigate eligibility. Upon favorable finding, the Board may vote the applicant from the designated classification into the membership.

Section 2

Any member of any classification shall be subject to removal or suspension from membership if (1) that member ceases to qualify for membership under the bylaws; (2) if any dues or assessments are in arrears more than ninety days.

Section 3

Reinstatement shall be by reapplication. Prior to reinstatement all outstanding debts to ACEC-SC must be paid.

Section 4

ACEC-SC shall hold harmless and indemnify any person acting on behalf of ACEC-SC, in matters relating to this Article, against any losses, claims, damages or liabilities, joint or several, to which they may become subject, provided they acted in good faith and in a manner which they reasonably believe to be in, or not opposed to, the best interest of ACEC-SC.

Section 5

Any member in any classification may voluntarily terminate or suspend its membership upon written notice to the Secretary. A suspended member may be reinstated upon thirty days' written notice to the Secretary and payment of dues and assessments for the current year, provided the applicant for reinstatement possesses the qualification for membership as outlined in this Article. However, all dues and assessments due at the effective date of withdrawal are due and payable at once.

Section 6

Upon termination or expulsion of members of any classification, all rights and interests in any funds or assets of ACEC-SC are lost to that member.

Section 7

Affiliate members refer to Article X.

ARTICLE IV
DUES AND ASSESSMENTS

Section 1

The fiscal year shall be July 1 of one calendar year to June 30 of the next calendar year.

Section 2

Dues shall be paid by Member Firms according to index number. The index number shall be the square root of the total firm personnel carried to the next highest whole number in case of fractional dividend. However, no index number shall exceed 30. Affiliate members shall pay dues as determined by the Board on an annual basis.

Section 3

A budget shall be proposed by the Board at the Annual Membership Meeting for the next fiscal year, and an affirmative majority vote of the firms present shall so authorize receipts and expenditures.

Section 4

The Board, by a majority vote, shall be empowered to propose a special levy, if it is considered that the financial condition of ACEC-SC so warrants, or if funds are required for some special purpose.

Section 5

On an annual basis and upon request, Member Firms shall report on appropriate ACEC or ACEC-SC forms the total number of personnel within the firm for dues purposes.

Section 6

Dues and other funds of the Organization shall be maintained in such depositories as the Board shall determine.

Section 7

Dues to be paid by new members will be pro-rated according to number of all quarters remaining in the fiscal year.

Section 8

The Board may establish special dues programs for new member incentives.

ARTICLE V
MEETINGS

Section 1

- A. There shall be a minimum of an Annual Membership Meeting to be held at an hour and place designated by the Board. The Board may call additional regular membership meetings.
- B. Special membership meetings called for a specific purpose may be called by the Board or upon written request of not less than five percent of member firms. Written notices specifying the purpose of the meeting shall be mailed electronically or by USPS to all member firms and members of all classifications not less than ten days in advance.
- C. Twenty-five percent of the member firms, or not less than ten member firms, with at least one Professional member present whichever is the greater number, including at least three members of the Board, shall constitute a voting quorum for the transaction of business at any membership meeting and a majority vote, with each member firm being allowed one vote, shall be required to approve a motion. Exceptions are stated in Articles IV, IX and X of the bylaws.

Section 2

At least six Board meetings shall be held each fiscal year. A special meeting may be called by the President or any three Board members upon due notice. A majority of the members of the Board at any

properly called Board meeting shall constitute a quorum. An affirmative vote of a majority of Board members present at any meeting shall be required to pass a motion, except as provided in Article VII of the Bylaws.

Section 3

The proceedings of any meeting shall be in accordance with the latest edition of Robert's Rules of Order, and such special rules of procedure as may be adopted by the Board.

ARTICLE VI **BOARD OF DIRECTORS AND OFFICERS**

Section 1

The Board shall consist of not less nine members, three of whom shall be elected each year for three-year terms. The Immediate Past President and the ACEC National Director shall be non-voting, ex-officio members of the Board, in addition to the above. It is the intent of this section that a continuity of service on the Board shall be established through staggered terms of office for its members. Board members elected for part of an unexpired term shall be eligible for election to a full three-year term. Board members shall take office upon election.

Section 2

No later than January 7, the President shall appoint two past Presidents and three at-large members to serve as the Nominating Committee, which will have the responsibility of presenting a slate of candidates for Board membership and officer positions to be voted upon at the Annual Membership Meeting. The members of the Nominating Committee shall represent their different member firms.

Section 3

The Nominating Committee shall present to the President a slate of nominees for the Board and any other vacancies to be filled by election at least thirty (30) days prior to the Annual Membership Meeting, and the President shall see that the list of nominees be sent to all members at least fifteen (15) days prior to the Annual Membership Meeting. Nothing herein shall preclude further nominees from the floor during the Annual Membership Meeting. All nominees shall confirm willingness to serve prior to election.

Section 4

No member firm shall have more than one representative serving on the Board at any one time, except the Immediate Past President and the National Director, who serve ex-officio. No member shall serve on the Board for more than eight consecutive years except the Immediate Past President and National Director, who serve ex-officio.

Section 5

In accordance with Article V of the Articles of Incorporation, the Board shall elect a President, Vice President, Secretary, and Treasurer (the latter two may be one person). Additionally, the Board may elect a National Director and Affiliate National Director to represent ACEC-SC on the American Council of

Engineering Companies Board of Directors. The National Director's term is for two years and the person elected should not serve more than three consecutive terms.

ARTICLE VII **DUTIES AND POWERS**

Section 1

- A. The Board shall seek to fulfill the purpose of and manage the affairs of ACEC-SC in accordance with the laws under which it is organized and within the provisions of the Articles of Incorporation and Bylaws. It shall direct the investment and care of all funds and make appropriations for specific purposes; act upon applications for membership; take measures to advance the profession of engineering or surveying and the interests of ACEC-SC; designate the appointive offices; perform the specific duties required of it by the Bylaws and generally direct the business Organization. During intervals between general membership meetings, the Board is to act for the membership in such a way as may be to the best interest of the Organization.
- B. In the event of a vacancy on the Board by reason of resignation, removal, death, inability to serve, or other reasons, the vacancy shall be filled as follows until the next Annual Membership Meeting.
 - (1) The Vice President shall become the President when the President's seat is vacated between elections.
 - (2) A vacancy on the Board other than President shall be filled by a majority vote of the Board.
- C. An office on the Board shall be considered vacant if the member, without just cause, has failed to attend three consecutive meetings of that body or if the member ceases to be a member in good standing; any director may be removed from his position by a three-fourths majority affirmative vote of the Board.
- D. The Board may engage an executive director, employees, agents, or attorneys to perform such duties as it deems necessary and shall determine the compensation for such services.
- E. The Board shall report for the preceding fiscal year at the Annual Membership Meeting. The Annual Report shall include the reports of the Treasurer and the Secretary, and such other information as may be deemed by the Board to be appropriate.

Section 2

The President shall be the chief elected officer and shall have responsibility for the general management of its affairs. The President shall preside over all general membership meetings and the meetings of the Board. The President shall assign administrative responsibilities for committees to other members of the Board. The President shall be an ex-officio member of all committees, but shall not be counted in determining the presence of a quorum for the transaction of business by any committee. In the temporary absence or disability of the President, the Vice President shall discharge the duties of the President.

Section 3

The Vice President may be assigned duties including the administration of committees and shall preside at any meeting at the request of the President.

Section 4

The Treasurer, being the financial officer of the organization shall review each annual financial report and shall report thereon to the Board. The Treasurer shall be responsible for the collection of all money due and for the transfer of such money to the appropriate bank accounts. The Treasurer shall have charge of the books of account and shall exercise all customary managerial functions with regard to the financial transactions. The Treasurer shall present annually to the Board a balance sheet of the books, as of May 30. The Treasurer shall be responsible for submitting a proposed budget to the Board and to send a copy to each member firm at least fifteen days before the Annual Membership Meeting. The Treasurer shall have charge of all funds and financial records. The Treasurer, President, and Executive Director shall have Power-of-Attorney for the signature of checks drawn upon the funds of the organization. The Treasurer shall be empowered to defray the normal operating expenses of the organization based on the amounts designated in the budget established each fiscal year. The Treasurer shall notify each delinquent member firm prior to the invocation of the suspension rule in Article III, Section 2. The Treasurer shall retain a CPA to prepare an annual review of the corporation and prepare tax returns for ACEC-SC and file such documents with the Internal Revenue Service as is required.

Section 5

- A. The Secretary/Treasurer, or designee, shall keep an accurate record of minutes and attendance at all meetings of the Organization and the Board. The Secretary shall have preserved the lists of memberships, officers and committees, and other information to maintain a continuous record of ACEC-SC. The Secretary/Treasurer shall be responsible for communications with members.
- B. The Secretary/Treasurer will act as the agent upon whom process against the Corporation may be served. The Secretary/Treasurer shall have all necessary documents filed with appropriate state and federal agencies.

ARTICLE VIII **COMMITTEES**

Section 1

The President shall have the authority to appoint annually a chairperson and committees consistent with ACEC-SC's mission.

ARTICLE IX **AFFILIATION**

Section 1

ACEC-SC reserves the right to affiliate with or withdraw from any other professional organization or coalitions.

Section 2

Affiliation, or withdrawal, shall be voted upon using the same procedures as Article X. A two-thirds majority affirmative vote of the total voting quorum of the Board shall be required for affiliation with, or

withdrawal of this Corporation from, any other Professional Organization. The effective date shall be as stated in the question of the vote.

Section 3

Upon joining ACEC-SC, all members shall adhere and be subject to all the rules, regulations, Articles of Incorporation, or Constitution, and Bylaws of any affiliations that are conditional to membership.

ARTICLE X **AFFILIATE MEMBERSHIP**

Section 1 - Purpose

Certain providers of goods and services commonly employed by members in conduct of their work are known to be highly reliable sources of information useful to consulting engineers and surveyors. The same providers are in a position to act as informal liaisons between ACEC-SC and organizations and individuals with whom they work. By permitting appropriate representatives of provider organizations to participate more substantially in ACEC-SC activities, the potential for enhanced communication, cooperation and coordination can be realized. Accordingly, ACEC-SC has established an affiliate membership category.

Section 2 - Eligibility

Any organization, other than consulting engineering or surveying firms, which provides products and/or services routinely used, specified or recommended to clients by members of ACEC-SC may be eligible for affiliate membership.

Section 3 - Election to Affiliate Membership

- A. Procedure. Any organization desirous of becoming an affiliate member of ACEC-SC may make its wishes known in writing to the Board. Before being considered, such organization shall provide the name of at least one ACEC-SC member who shall sponsor the potential affiliate member. Each such request for affiliate membership shall be reviewed by the Board. If the Board believes that granting affiliate membership to the interested party will be in the best interest of ACEC-SC members, by a majority vote, the Board may grant affiliate membership.
- B. Review Considerations. In reviewing the desirability of issuing an invitation to any given prospective affiliate member firm, a member of the Board shall first speak with the sponsoring ACEC-SC member to determine the basis for such sponsorship. The Board shall review the composition of the current affiliate membership to determine the extent to which a given product or service category already is represented by existing affiliate membership, to help assure that any available affiliate memberships are used to enhance diversity of services and products represented by affiliate members. If the review indicates it would be desirable to include the prospect among the ACEC-SC affiliate membership, by a majority vote, the Board may approve the affiliate membership.
- C. Rejection. If for any reason an invitation shall not be extended to an organization seeking affiliate membership in ACEC-SC, the organization shall be so informed.

Section 4 - Duration of Membership

An organization's affiliate membership shall continue only through the last day of the fiscal year during which affiliate membership was conferred. The Board shall issue invitations for annual affiliate membership renewal only to those organizations which, in the opinion of the Board, enrich the value of membership for ACEC-SC members.

Section 5 - Limited Number

The number of affiliate members permitted to belong to ACEC-SC at any given time shall be determined by the Board on an annual basis and as a general rule should not exceed 25-35 percent of the number of ACEC-SC member firms. No affiliate member shall be asked to leave during a fiscal year solely because a loss of ACEC-SC members reduces the number of affiliate members who may belong to ACEC-SC.

Section 6 - Representation

Each affiliate member shall be permitted three representatives. As part of the review process, the prospective affiliate member shall identify who these three representatives shall be.

Section 7 - Participation in ACEC-SC Affairs

An affiliate member representative may serve on any ACEC-SC committee, and may attend and participate in ACEC-SC membership meetings. In all such activities, however, the affiliate member representative involved shall serve without vote, in an advisory capacity only.

Section 8 - Dues and Fees

There shall be no affiliate membership application fee because organizations may become members and maintain membership from year-to-year only at the invitation of the Board. However, affiliate members shall be required to pay dues to ACEC-SC. Such dues shall be established each year by the Board of Directors.

Section 9 - Relationship to the American Council of Engineering Companies

ACEC-SC is a member organization of the American Council of Engineering Companies, and as such, each ACEC-SC member also is a member of the American Council of Engineering Companies. An affiliate member may not belong to the American Council of Engineering Companies as a regular member, and therefore no benefits accorded to members of the American Council of Engineering Companies shall be afforded to affiliate members of ACEC-SC.

Section 10 - Notice of Affiliate Membership

An affiliate member may not use affiliate membership status in the organization for any commercial purpose, except it may list its affiliate membership in proposals and similar documents of short-term longevity. In that affiliate membership in ACEC-SC may not be renewed by the Board from one year to the next, use of symbols and/or words indicating affiliate membership on or in materials such as brochures, letterheads, and business cards is expressly forbidden. In all cases, an affiliate member shall

obtain permission for a specific application or category of application prior to implementing such application and shall receive written permission for the application prior to implementing it.

ARTICLE XI
AMENDMENTS TO THE ARTICLES OF
INCORPORATION AND BYLAWS

Section 1

An amendment may be proposed by any member firm. In such event, the proposed amendment, in writing, shall be presented to the Board for discussion and disposition. On a majority affirmative vote of the Board, the proposed amendment shall be presented to the next membership meeting or an amendment may be proposed by five member firms and shall be presented directly to a membership meeting.

Section 2

A written copy of the proposed amendment and a notice stating the time and place of the meeting at which the proposed amendment will be considered, shall be sent to each member in each classification at least ten days prior to said meeting.

Section 3

Articles of Incorporation or Bylaws may be amended by an affirmative vote of not less than two-thirds of a voting quorum. The effective date of any amendments shall be immediate.

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