

# ACEA Bylaws

## Article I – Name

- 1.1 The name of the Association shall be the Greater Austin Contractors and Engineers Association, Inc. hereinafter referred to as the “Association” or “ACEA”.

## Article II – Location

- 2.1 The location of the principal office of the Association shall be in the City of Austin.

## Article III – Objectives

- 3.1 The objectives of this Association shall be:
  - 3.1.1 To promote the common business interests of those engaged in the engineering design and construction of the Public Works Infrastructure.
  - 3.1.2. To consider and deal by all lawful means with common problems of management, such as those involved in the production, distribution, employment and financial functions of the construction and engineering industry: to foster cooperative action in advancing by all lawful means the common purposes of it’s members and promote activities designed to enable the industry to be conducted with the greatest economy and efficiency.
  - 3.1.3 To afford due consideration to and expression of opinion upon questions affecting the industry and the financial, commercial and industrial interests of the nation and to promote the common business interests of the industry.
  - 3.1.4 To cooperate with other industries, organizations and professions.
  - 3.1.5 To conduct or engage in all lawful activities in furtherance of the foregoing purposes or incidental thereto.

## Article IV – Restrictions

- 4.1 The Association will not at any time take any action which will violate in spirit or substance the provisions of the common law or any present or future statute, Federal or State of Texas, dealing with monopolies, restraint of trade, fixing prices, distribution of industry products, restriction of output or other related subjects.

## Article V – Membership

- 5.1 Qualifications – Membership in the Association is open to any individual, firm or corporation principally or substantially involved in the engineering design and construction of the public works infrastructure. Applications must be made in writing on an Association Application Form.

## ACEA Bylaws

- 5.2 Type – Membership in the Association shall be of two general types (a) Contractor/Engineer Member; (b) Associate Member.
- 5.2.1 Contractor/Engineer Member: any individual, firm or corporation who has been actively engaged in the engineering design and construction of the public works infrastructure.
- 5.2.2 Associate Member: Any individual, firm or corporation who or which is directly involved in the construction or engineering design business as a subcontractor or a supplier of equipment, materials, or surety, or any other individual, firm or corporation directly or indirectly involved in the industry which desires to receive Association membership services and privileges.
- 5.2.3 ACEA Membership: all members of the Association shall be members in good standing except as otherwise provided by these Bylaws.
- 5.3 Members Subject to Bylaws – All members of the Association shall be subject to the provisions of the Bylaws.
- 5.4 Voting Members – The privileges of voting on matters brought before the Association shall be limited to those contractor or engineer members in good standing and the Chairman of the Associate Members Advisory Board. One vote is allowed per member firm.
- 5.5 Election of Members – Any individual, firm or corporation eligible for membership under these bylaws may be elected to membership on written application. For such election, a majority of votes of the Board of Directors is required.
- 5.6 Duration of Membership and Resignation – membership in this Association may be terminated by voluntary withdrawal as herein provided or otherwise in pursuance of these Bylaws. All rights, privileges and interests of a member in or to the Association shall cease on the termination of membership. Any member may give written notice of such intention to withdraw from membership. Such notice shall be presented to the Board of Directors at the succeeding meeting of the Board of Directors. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.
- 5.7 Suspension and Expulsion – Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be a violation of the Bylaws or any lawful rule of practice duly adopted by the Association or any other conduct prejudicial to the interests of the Association. Suspensions or expulsions shall be by two thirds (2/3) vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been sent by certified or

# ACEA Bylaws

registered mail to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear before the Board and to be represented by counsel to defend such charges before action is taken.

## Article VI – Dues

- 6.1 Dues (Association) – The annual dues and initiation fee for each Contractor, Engineer and Associate member shall be reviewed and set by the Board of Directors.
- 6.2 Dues Year – This Association’s dues year shall be from July 1 to June 30.
- 6.3 Payment of Dues – Annual Dues for all categories of membership shall be non-refundable, and be considered due and payable sixty (60) days from the date appearing on the invoice. All dues paid within thirty (30) days of the date appearing on the invoice are subject to a reduced rate as determined by the Board of Directors.
- 6.4 Association Dues Collection – The responsibility for the collection of the Association’s dues shall be the responsibility of the Secretary/Treasurer and the Executive Director of the Association.
- 6.4.1 Delinquency – If payment of dues is not made within sixty (60) days from the date appearing on the invoice, that membership is null and void. Any membership hereby requesting reinstatement as a result of payment delinquency shall be reinstated as a new member and therefore subject to a new member initiation fee in addition to the annual dues payment.
- 6.4.1a The Board of Directors shall be empowered to extend the time for payment of dues upon request from a member and for good cause shown.

## Article VII – Meetings

- 7.1 Annual – There shall be an annual meeting of this Association on the second Thursday of June for the election of the Board of Directors, for receiving annual reports and the transaction of other business. Notice of such meetings, signed by the Secretary/Treasurer or Executive Director shall be mailed to the last recorded address of each member at least sixty (60) days before the time appointed for the meeting.
- 7.2 Regular – Regular meetings of this Association shall be held monthly or as determined by the Executive Director and the Board of Directors. Notice of time and place shall be mailed and/or emailed to each member at his last recorded address.

# ACEA Bylaws

- 7.3 Special – Special meetings of the Association may be called by the President of the Board of Directors, or shall be called by the President upon written request of five (5) members of the Association. Notice of any special meetings shall be mailed and/or emailed to each member or notified by telephone at his last recorded address at least forty-eight (48) hours in advance, with a statement of the time, place and information as to the subject(s) to be considered.
- 7.4 Quorum –The Contractor/Engineer members at any meeting of the Association and a simple majority of the Board of Directors shall constitute a quorum and in case there may be less than this number, the presiding officer may adjourn the meeting until a quorum is reached.
- 7.5 Order of Business – The order of business at meetings shall generally include the following items:
1. Call to Order
  2. Welcome and Introduction of Guests
  3. Introduction of Luncheon Sponsor
  4. Introduction of Board of Directors
  5. Introduction of New Members
  6. Business
    - a. Committee Reports
    - b. Other
  7. Introduction of Speaker
  8. Adjournment
- 7.6 Rules of Order – The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in “Robert’s Rules of Order” shall govern all deliberations, when not in conflict with these laws.

## Article VIII – Board of Directors and Executive Director Duties

- 8.1 The officers shall be the President, Vice President and a Secretary/Treasurer.
- 8.1.1 The individuals who hold the offices of President, Vice President and Secretary/Treasurer shall by virtue of their offices, be also Directors during the terms of their respective offices. The President shall also be a member of the Board of Directors for one (1) year following the expiration of his term of office as President, or for two (2) years if the successor to said President shall serve two (2) successive terms.
- 8.1.2 No individual except a voting member shall be eligible for election as an officer or member of the Board of Directors.
- 8.1.3 The duties of the officers shall be as follows:
- The President shall preside at all membership meetings, make an annual report on activities of the organization, appoint all committees, see that all books, reports and certificates required by

## ACEA Bylaws

law are properly kept and filed and have such other and further powers as may be reasonably construed as belonging to the executive of an organization. The President shall preside at all meetings of the organization and shall be a member of the Board of Directors. The President shall serve as Chairman of the Board of Directors and shall be the chief spokesman of the organization in all dealings with other groups or individuals.

The Vice President shall, in the absence or inability of the President to exercise his office, become acting President of the Association, with all the rights, privileges and powers of the office of the President. He shall assist the President in any manner desired. The Vice president shall oversee all committees. He shall be a member of the Board of Directors.

The Secretary/Treasurer shall be the custodian of all the funds of the Association. He/she shall be responsible for the collection of membership dues. He/she shall keep accurate books of accounting showing at all times the amount of money in his/her possession and shall, from time to time, render full and complete return as to the income, disbursements, and as to the balance on hand. The Secretary/Treasurer shall designate an official depository that shall be in the City of Austin and shall maintain therein an account in the name of the Association. These funds shall be distributed as necessary by the Secretary/Treasurer or Executive Director only as directed by the Board of Directors, and all checks or drafts executed shall require the signature of either the Secretary/Treasurer, President or Vice President and be countersigned by one of said Officers or Executive Director before they shall be valid. The Executive Director shall take and keep the minutes of all membership or Board of Directors meetings. In the absence of the appointment of an Executive Director, the Secretary/Treasurer shall also perform the duties of the Executive Director as described in 8.3. The Secretary/Treasurer shall also be a member of the Board of Directors.

- 8.2 Election of Officers and Members of the Board of Directors – The members of the Board of Directors shall be elected annually by the voting membership ballot received prior to the Annual Meeting of the Association. There shall be a total of five (5) contractors and five (5) engineers and one (1) Associate Member on the Board of Directors. Due to the requirement for the current President to serve an additional term as Past President, he will not be subject to re-election. Each Board of Directors member shall hold office for one (1) year (July through June) or until successors have been elected or qualified.

## **ACEA Bylaws**

At the April regular membership meeting, the opening of nominations for the Board of Directors ballot shall take place. At this same meeting, a proposed slate of candidates for Board of Directors, provided by the Nominating Committee, will be presented to the membership and included on the Board of Directors election ballot. Any member nominated from the floor during the nominations period will be confirmed by the Nominating Committee to be willing to serve if elected. Once confirmed by the Nominations Committee, the confirmed nominee will be added to the Board of Directors election ballot. The nominations for election to the Board of Directors will close at the end of the May regular membership meeting. The Board of Directors election ballot will distinguish between the Nominating Committee proposed slate of candidates and those nominated from the floor. One ballot shall be mailed, emailed and/or faxed to each voting member firm no later than seven (7) days after the May regular membership meeting. Ballots are due back seven (7) days prior to the June Annual membership meeting. The Executive Director and the Nominating Committee shall canvas the vote and report the results to membership. In order to provide Board continuity, a minimum of two incumbent engineer and two incumbent contractor Board of Directors members shall stand for re-election. The two incumbent engineer and two incumbent contractor Board of Directors members receiving the most votes compared to other incumbent Board of Directors standing for re-election shall be re-elected. The current President, now serving as Past President, shall be one of these four incumbents. All other remaining Board of Director positions shall be filled by majority vote. Any tie votes will result in a run-off election conducted prior to the beginning of the June Annual Membership meeting. Results of the election will be presented to the general membership at the June Annual membership meeting. In the event of death, resignation, or incapacity of an officer, or a member of the Board of Directors, his successor shall be elected by a majority vote of the Board of Directors for the unexpired term. Should a candidate drop out of the election after the close of nominations but prior to the election; and such action results in a vacancy of a candidate to stand for an open Board of Directors position, the open position shall be filled after the election by the a majority vote of the Board of Directors.

The members of the incoming Board of Directors shall elect the officers of the Board of Directors by closed ballot. The nominee receiving a plurality of the votes cast for each office shall be elected to such office. An officer may not serve in the same office for more than two (2) successive terms.

## **ACEA Bylaws**

- 8.3 Executive Director – There shall be an Executive Director of the Association who shall be appointed by the majority vote of the Board of Directors. The Executive Director shall be the principal executive officer of the Association and shall in general supervise and control the day to day business and affairs of the Association in accordance with the directives of the Board of Directors and these Bylaws. The Executive Director shall have such powers and duties as are prescribed by these Bylaws, or which are reasonable incident thereto, and such other powers and duties as may be delegated to the Executive Director by the Board of Directors and which are not inconsistent with these Bylaws.
- 8.4 The duties of the Board of Directors shall be as follows: The Board of Directors shall guide and be responsible for the business management of the Association. The Board of Directors shall meet at the call of the President. Meetings of the Board of Directors may also be called by the written request of a simple majority of the Board. The Board of Directors shall establish the dues rates for the Association's membership categories. The Associate Member currently serving on the Board shall act as the Chairman of the Associate Members Advisory Board. The Board of Directors shall have such powers and duties as may be prescribed by the Bylaws.

### Article IX – Committees

- 9.1 Formation – It shall be within the power and shall be the duty of the President of the organization to create both standing and special committees, for such uses and purposes as the Board of Directors may deem advisable.
- 9.1.1 A non-member shall be accepted on a committee with Board approval.
- 9.2 Nominating Committee – Shall be chaired by the President and shall include the Vice President, the Secretary/Treasurer and at least two (2) members of the Board of Directors who are appointed by the President.
- 9.2.1 The responsibilities of the Nominating Committee are as follows: The Nominating Committee shall select a proposed slate of candidates for the available Board of Directors positions from the eligible voting members and shall obtain in writing from each candidate a written statement that he will stand for election. Only one candidate shall be named on the proposed slate for each available Board of Directors position up for election. The criteria for selection of candidates for the proposed slate shall be determined by the Nominating Committee. The proposed slate shall be presented to the Board of Directors at the March Board Meeting for authorization of the slate to be submitted to the general membership at

# ACEA Bylaws

the April regular membership meeting. At the April regular meeting, the Nominating Committee shall present to the Secretary, the names of the candidates selected to the slate, together with the written consent of the candidates.

The Nominating Committee shall also be responsible for confirming any candidate nominated for election to the Board of Directors will indeed be willing to serve if elected.

The Nominating Committee, along with the Executive Director, shall canvas the election results and report to the general membership at the June Annual membership meeting.

## Article X - Indemnification

10.1 Each Director of the Association, elected or continuing to serve after the adoption of this Bylaw, and the Executive Director, shall be indemnified and held harmless by the Association against all liabilities, costs and expenses reasonably incurred by him/her or on his/her behalf (including reasonable attorney fees, but excluding any compensation for time spent by the individual indemnified) in connection with any civil action or proceedings to which he may be a party by reasons of his being or having been a Director or Executive Director of the Association or by reason of any action alleged to have been taken or omitted by him in such capacity, except in relation of matters as to which a final judgement shall be recovered against him based upon his bad faith, dereliction of duty or negligence.

## Article XI - Amendments

11.1 Amendments to these Bylaws may be initiated by a proposal by the board of Directors to the general membership. The Secretary shall prepare copies of the proposed amendments for all voting members together with the reasons for proposed amendments. Such proposals shall be transmitted to such members of the Association not less than fifteen (15) days before the next regular meeting. The proposed amendments shall be voted upon at the next regular meeting of the Association and shall be approved if two thirds (2/3) of the voting members present vote favorably.