

ARTICLE I

NAME, LOCATION, OBJECTIVES, AFFILIATION

Section 1. Name.

The name of this organization shall be the American Council of Engineering Companies of New Hampshire Inc., hereinafter referred to in these Bylaws as ACEC-NH. ACEC-NH is a corporation representing independent consulting engineers.

Section 2. Location.

The headquarters of ACEC-NH shall be located and serve members in the State of New Hampshire, at a place determined by the Board of Directors.

Section 3. History of ACEC-NH.

The American Council of Engineering Companies of New Hampshire was founded in 1980. The group was comprised of business entities engaged in the practice of professional consulting engineering within the State of New Hampshire. The primary objective of ACEC-NH was to promote the business interests of its membership. The affiliation with the American Council of Engineering Companies is an outgrowth of the group's efforts at the state level and the recognition that our business group must become involved with and support similar objectives at the national level.

Section 4. Objectives and Purpose.

Our Mission

"To support the business and professional interests of member firms, and enhance the practice of consulting engineering in New Hampshire."

We do this primarily by:

- representing our members' interests with local, state and federal legislators and policymakers in an even-handed, unbiased way;
- communicating with our members regarding issues that impact our profession;
- enhancing the public's appreciation of the role the professional engineer plays in every day life;
- providing continuing business education for our members;
- offering access to ACEC group benefits; and by
- supporting national efforts to enhance the business climate for consulting engineers.

Section 5. Affiliation.

Upon acceptance of membership in the American Council of Engineering Companies, ACEC-NH shall be the Member Organization in the state of New Hampshire.

ARTICLE II

MEMBERSHIP

Section 1. Definitions.

A Member Firm is a consulting engineering firm that belongs to the ACEC-NH.

A Member is a principal or responsible authority (i.e. office manager) of a Member Firm.

A Principal is an individual designated by a Member Firm, who is a sole proprietor, partner, officer, or manager: (a) having an ownership interest, or (b) exercising management responsibility for technical or business decisions.

An Associate Member is a firm or organization that cannot meet the criteria to become a Member Firm but provides services of scientific or technical nature that are complementary to the services provided by Member Firms.

A Nonresident Member Firm is a consulting engineering firm that belongs to the national ACEC organization but does not maintain an office in New Hampshire.

A Representative is an individual designated by a Member Firm or an Associate Member or Nonresident Member firm to represent it in ACEC-NH, as described in Sections 4 and 5 of this Article.

Section 2. Classes of Membership.

The classes of Membership of the council shall have the qualifications described below.

A. Member Firms shall be limited to those Member Firms, parent firms, branch offices, divisions or subsidiaries whose resident principals (proprietors, partners, officers or responsible authority) furnish independent consulting engineering services in accordance with state of New Hampshire Statutes, and shall

a. maintain established offices in New Hampshire for the practice of consulting engineering, as (i) sole proprietorships; (ii) as partnerships; or (iii) as corporations or divisions or subsidiaries furnishing consulting engineering services provided that their officers act for them on professional policies and activities.

b. have one or more principals or a person of responsible authority registered or licensed professionally in accordance with the laws of the State of New Hampshire;

- c. belong to the American Council of Engineering Companies;
 - d. practice consulting engineering in accordance with the ACEC Professional and Ethical Conduct Guidelines;
 - e. practice under an organizational arrangement that does not involve a conflict of interest or 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 arrangements prejudice or subordinate the professional or ethical judgment of the professional engineers.
- B. Members shall be principals or person(s) of responsible authority of Member Firms.
- C. Associate Members. An Associate Member category may be created and maintained by ACEC-NH. This Associate Member category shall be in accordance with the eligibility requirements of this section, and any other applicable criteria established by ACEC-NH. Only firms judged not eligible for ACEC or ACEC-NH membership as a "Member Firm" are eligible to become Associate Members. Associate Members shall not be eligible to vote on ACEC-NH business, hold office in ACEC-NH, nor serve as a chairperson of a ACEC-NH committee. Associate Members shall be limited to those sole proprietors, firms, parent firms, branch offices, subsidiaries, and/or organizations that provide professional services of a scientific and technical nature that are complementary to the services provided by Member Firms. Such members shall not include entities that supply goods or services that are specified by or used in the operations of consulting engineers.
- D. Nonresident Member Firms shall meet the requirements for Member Firms in paragraph A of this Section except that the Firm does not maintain an established office in New Hampshire for the practice of consulting engineering. Nonresident Members shall not be eligible to vote on ACEC-NH business, hold office in ACEC-NH, nor serve as a chairperson of a ACEC-NH committee.

Section 3. Application for Membership.

Any firm desiring membership in ACEC-NH shall make application on such form as is from time to time prescribed by the Board. The form will require the following information:

- A. Name, address and telephone number of the firm
- B. Name, address and telephone number of each principal or responsible authority
- C. Professional Engineer License Numbers and classifications in which principals or responsible authorities are licensed.
- D. Agreement by applicant to uphold the Professional Conduct Guidelines, Articles of Incorporation and Bylaws of the State and National Councils including waiver of claims against ACEC or ACEC-NH for statements made or actions taken in connection with the enforcement of the Guidelines, if granted membership.
- E. The number of firm employees in the state, and whether the state office is a branch office of a parent firm.

- F. Date.
- G. Signature of a Principal or responsible authority of the applying firm.
- H. Report and recommendations and disposition of the Membership Committee and date.

All applicants for membership shall be considered by the Membership Committee and recommendation sent to the Board of Directors. The Board of Directors shall take final action on the application. The President shall notify applicant of the results of the action. If favorable, the applicant will become a Member Firm effective immediately upon payment of dues.

Section 4. Representatives of Member Firms.

Each Member Firm shall designate the one individual to serve as its official representative to ACEC-NH, and a second individual (provided there is more than one principal or responsible authority in the firm) to serve as an alternate. An official representative or alternate shall be a principal of the Member Firm (or the responsible authority of a branch office of a firm that is not headquartered in New Hampshire, who is not a principal).

Section 5. Representatives of Associate Members, or Nonresident Member Firms .

An Associate Member or Nonresident Member Firm shall be permitted up to two representatives to ACEC-NH one of whom will be the a principal or responsible authority of the firm. These representatives will not serve as ACEC-NH Officers or Directors, or Committee Chairpersons. He or she may attend and participate in all ACEC-NH activities. The representative shall serve without voting capacity, as an advisor only.

Section 6. Changes in Membership Status.

A Member Firm shall not be in good standing if it fails to pay its dues or assessments within 90 days of the date when they are payable. A Member Firm not in good standing shall lose its voting rights and shall not be entitled to any other rights or privileges of membership in ACEC-NH. If the Board of Directors determines that a Member Firm ceases to fulfill the qualifications for membership set forth in Section 2 of this Article, or if the Member Firm does not pay its dues or other assessments within six (6) months from the date on which the dues or other assessments are payable, the Board of Directors may terminate the Member Firm's membership in ACEC-NH. If a member firm rejoins, it shall be required to pay any outstanding dues owed at the time of termination, unless all or part of the delinquent dues are waived by a two-thirds vote of the Board of Directors.

A Member Firm may be expelled from membership on the grounds that its conduct is detrimental to the purposes or interests of ACEC-NH and/or ACEC, or is of such a nature as to bring the work of the Council into disrepute.

A three- fourths vote of the Board of Directors is required to terminate a Member Firm's membership in ACEC-NH.

ARTICLE III

DUES AND ASSESSMENTS

Section 1. Dues Authorization.

The Board of Directors shall have the authority to set dues and assessments, by an affirmative vote of the majority.

Section 2. Dues.

Each Member Firm shall pay national ACEC dues in accordance with dues schedule and assessment established by the ACEC Board of Directors. Each Member Firm shall pay ACEC-NH dues in accordance with dues schedule and assessment established by the ACEC-NH Board of Directors. Each Associate Member Firm shall pay ACEC-NH dues at the rate of 50% of normal ACEC-NH dues. Nonresident Member Firms shall pay dues at the rate of \$500 per annum, regardless of the firm or office size.

Section 3. Special Assessments.

Special assessments may be levied by an affirmative vote of a majority of the Board of Directors.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. General Membership Meetings.

A general membership meeting of ACEC-NH shall be held at least once each year at the time and place designated by the Board of Directors.

Section 2. Special Meetings.

Special Meetings may be called by the President or by a majority vote of the Board of Directors.

Section 3. Quorum.

Representation by twenty (20) percent of the Member Firms constitute a quorum at any regular meeting or special meeting of ACEC-NH. Unless otherwise specified in these Bylaws, all questions shall be determined by a majority vote of those Member Firms present. Each Member Firm is entitled to one vote.

Section 4. Balloting for Matters Other Than Elections.

Mail ballots may be used for voting on amendments to the Bylaws, assessments, and other matters.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Purpose.

The business affairs and administration of ACEC-NH shall be directed by the Board of Directors. The Board of Directors shall guide and direct the general policy of ACEC-NH, including establishing the dues schedule and budget. The Board of Directors shall be the final deciding body and spokesperson for ACEC-NH, and shall appoint the necessary functional Committees and direct their activities; designate the appointive representatives as may be required; perform the specific duties required of it by the Bylaws and generally direct the business of ACEC-NH.

Section 2. Membership.

The Board of Directors of the ACEC-NH shall, as a minimum, consist of the President, the President-Elect, the Past President, the Secretary, the Treasurer, and at least two Directors. These shall be elected by the membership, or shall accede to office by virtue of the office held during the preceding year, in accordance with Section 3 of this article. At the time these Bylaws are adopted, the Board shall consist of 10 members. The total membership of the Board shall not exceed 11 members.

Section 3. Election.

Prior to or at the annual membership meeting, the President-Elect, and one or two Directors shall be elected by the membership in accordance with the procedures set forth in Article VII of these Bylaws. The nominee for the position of President-Elect must have served a minimum of 2 years on the Board. The President-Elect shall automatically accede to the position of President in the year following his or her service as President-Elect. If there is a vacancy in the position of President-Elect at the time of the election, a President shall also be elected by the membership. The President shall automatically accede to the position of Past President in the year following his or her service as President. If there is a vacancy in the position of Past President at the time of the election, the position of Past President shall be filled by the most recent Past President who is available for service, subject to approval by the Board of Directors. Following the annual

membership vote, the Board of Directors shall elect a Treasurer and a Secretary from the Board existing at the time.

Section 4. Terms of Office.

The Directors of ACEC-NH to be elected as hereinafter set forth, shall hold office for three (3) years until each of his/her successors shall have been duly elected and taken office, or until his/her death or resignation. The terms of Directors shall be staggered evenly (as possible) over three years.

Section 5. Officers.

A. The President shall preside over all meetings of the Board of Directors. The President shall appoint all committees with the advice and consent of the Board of Directors.

B. The President-Elect shall prepare himself or herself for his/her term as President as well as perform other duties assigned by the President. S/he will attend all ACEC-NH and Board of Directors meetings and in the absence of the President, the President-Elect shall preside over meetings of ACEC-NH and Board of Directors.

C. The Secretary shall keep a complete record of all proceedings of ACEC-NH including the proceedings of the Board of Directors. S/he shall maintain the Membership Roster; have custody of all permanent non-financial records; and perform all other duties usually pertaining to the office of the Secretary.

D. The Treasurer shall collect dues and other monies due to ACEC-NH; shall pay bills as authorized by the Board of Directors; have custody of all permanent financial records; and perform other duties usually assigned to a Treasurer.

E. The Past President shall be a member of the Board of Directors.

F. The ACEC National Director shall serve as a member of the ACEC Board of Directors.

Section 6. Meetings.

All meetings of the Board of Directors shall be at the call of the President, or in his or her absence, the President-Elect, on five days written notice. Such notice may be waived upon ratification by two thirds of the members of the Board of Directors. A meeting of the Board of Directors shall be called upon the written request of any two of its members to the President, or, in his or her absence, the President-Elect.

Section 7. Quorum.

A quorum of the Board of Directors shall consist of a simple majority of the Board members (i.e., 4 is a quorum for a 7 member board).

Section 8. Voting.

At any duly constituted meeting of the Board of Directors the vote of a majority of those present shall decide any matter except as otherwise provided by law, or these Bylaws.

Section 9. Eligibility for Office.

Only principals or persons of responsible authority of Member Firms in good standing as defined in Article II Section 6 shall be eligible to hold office as an Office or Director of ACEC-NH.

Section 10. Vacancies.

Vacancies on the Board of Directors shall be filled by an election held as soon as practicable after the vacancy occurs. Election to fill a vacancy shall be by majority vote of the Board of Directors. Persons elected to fill vacancies shall serve only to the end of the unexpired term of the vacant position, and will be eligible for election to a regular term in the same position upon completion of the unexpired term.

Section 11. Professional Staff.

The Board of Directors may, within budget limitations, engage professional and support staff to carry out such actions as the Board may direct. The professional staff may include, but is not limited to, an Executive Director and an Administrative Services Manager. The duties, responsibilities, and authority of the professional staff will be defined in writing by the Board of Directors. Staff may be engaged part-time or full-time directly by the Board of Directors, or the Board of Directors may contract with an organization for services. Duties assigned to an Officer or Director in these Bylaws may be carried out, all or in part, by the professional staff, but the Officer or Director will be ultimately responsible.

Section 12. Expulsion of Board Members.

A Director or Officer may be expelled from the Board by a three-fourths vote of all Board members, provided that the Director or Officer has been notified in writing that the Board is considering such action and is given the opportunity to appear before the Board to argue against such action. Reasons for considering expulsion may include, but are not limited to, failure to attend three consecutive Board meetings, unethical conduct, and termination of membership in ACEC-NH by the firm that employs the Director or Officer.

Section 13. Indemnification.

ACEC-NH may, by resolution of the Board of Directors, provide for indemnification by ACEC-NH of any and all of its current and former Officers, Directors, staff, or committee members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been an Officer, Director, staff, or

committee member, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to matters shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE VI

ACEC DIRECTOR

The Board of Directors shall appoint an ACEC National Director and Alternate National Director to represent ACEC-NH in the American Council of Engineering Companies. The ACEC National Director and Alternate National Director shall serve three year terms.

ARTICLE VII

NOMINATION AND ELECTION OF OFFICERS AND BOARD MEMBERS

Section 1. Nominating Committee.

The Nominating Committee shall notify the ACEC-NH membership of the offices and Board positions for which nomination will be made and invite the membership to submit the names of suggested nominees.

Section 2. Nominations For Board Members.

Each year the Nominating Committee shall present a slate of nominations to the Board of Directors. The Board of Directors then shall present a slate of nominations to the membership at the annual meeting for a vote or shall cause ballots to be mailed to each Member Firm for a vote.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees.

Standing Committees shall be Nominating, Bylaws and Membership.

A. Nominating Committee: The immediate Past President shall be Chairperson of the Nominating Committee.

B. Other Standing Committees: The Chairperson and members of all other Standing Committees shall be appointed by the President, with the advice and consent of the Board of Directors.

Section 2. Special Committees.

Special Committees of ACEC-NH shall be appointed by the President of with the advice and consent of the Board of Directors. These Special Committees shall conform to the same structures as those governing all Standing Committees. The specific responsibility of each Committee shall be determined by the appointing body and provided to the Committee. There shall be an annual review by the Board of Directors of all Special Committees to determine their appropriateness and the continuation.

ARTICLE IX

RULE OF ORDER

At all ACEC-NH meetings and meetings of the Board of Directors, the Roberts Rules of Order shall govern parliamentary procedure in such meetings. Robert's rules may be waived by the presiding officer if no objection is voiced.

ARTICLE X

FISCAL YEAR

The fiscal year of the organization shall commence 1 July and end on the following 30 June.

ARTICLE XI

AMENDMENTS TO BYLAWS

Section 1. How To Propose Amendments.

Proposed amendments to the Bylaws shall be initiated for submission to a vote by the Member Firms by one of the following methods:

- Upon written petition by 20% or more Member Firms.
- By majority vote of the Member Firms at a regular meeting.
- By majority vote of the Board of Directors.
- By a Committee appointed for the purpose of reviewing the Bylaws.

Section 2. Required Vote To Amend Bylaws.

The Bylaws may be amended only by an affirmative vote of not less than two thirds (2/3) of the Member Firms voting thereon by mail ballot, written ballot or roll call vote at a ACEC-NH meeting.

ARTICLE XII

EFFECTIVE DATE AND ORIGINAL ORGANIZATION

Section 1. Effective Date.

The Bylaws, and any amendments thereof, shall become effective after the ballots are counted, provided two thirds of the members vote in favor and following approval by ACEC National. The effective date shall be the date these Bylaws are filed with the New Hampshire Secretary State but shall not be any later than December 30, 2005.

Section 2. Original Organization.

Officers and Directors in office at the time of adoption of the Bylaws and any amendments thereof shall continue to hold office until their terms expire. The Board shall assign new terms to the Directors to conform to these bylaws.