

ACEC OKLAHOMA

AMERICAN COUNCIL OF ENGINEERING COMPANIES OF OKLAHOMA

By-Laws

Amended June 3, 2011

Effective July 1, 2011

ARTICLE I Incorporation

Section 1.1. The American Council of Engineering Companies of Oklahoma is incorporated under the laws of the State of Oklahoma as a non-profit organization, and is hereinafter referred to as the "Council."

Section 1.2. The objectives and purposes of the Council are set forth in the Articles of Incorporation.

ARTICLE II Government

Section 2.1. The Council shall be governed by the laws of the State of Oklahoma, its Articles of Incorporation, its By-Laws, and Policies established in harmony therewith, and all amendments to the foregoing.

Section 2.2. The Administrative Year of the Council shall begin at the Annual Meeting upon the installation of the new officers and terminate at the following annual meeting upon the installation of their successors.

Section 2.3. The Fiscal Year of the Council shall be from the first day of July through the 30th day of June of the following year.

Section 2.4. All business meetings of the Council, its Board of Directors, and Committees shall be governed by the rules of procedure contained in Roberts Rules of Order, revised, where the same are not inconsistent with the laws of the State of Oklahoma, the Articles of Incorporation, these By-Laws, or policies of the Council established in harmony herewith.

ARTICLE III Membership

Section 3.1. Membership in the Council shall be limited, unless otherwise provided in these By-Laws, to professional service firms which furnish independent consulting engineering and/or land surveying services.

Section 3.2. Member Firm. Eligibility for membership shall require that a proprietor, partner or corporate officer of the firm, or in the case of a branch office of an American Council of Engineering Companies Member Firm that the person in responsible charge of the branch office engineering and/or land surveying activities in the State of Oklahoma meet the following qualifications:

- (a) Registration, in good standing, as a Professional Engineer and/or Land Surveyor to practice in the State of Oklahoma.
- (b) Engagement in the professional practice of Consulting Engineering and/or Land Surveying offering services to more than one client.
- (c) Practice from a regularly staffed office located within the State of Oklahoma.

Section 3.3. Associate Member. Associate Member Firms shall be limited to those firms that do not furnish independent consulting engineering services and are not eligible for Member Firm membership, and, who support the strategic goals of Council and provide business support, professional services, or products complimentary to the services provided by Member Firms. Associate Member Firms shall provide professional services of a scientific/technical nature complementary or in association with services provided by Member Firms, including, but not limited to Architecture, Construction, and, Construction Management services, or, provide professional services that support the business operations of Member Firms, including, but not limited to Management/Marketing Consultants, Attorneys, Accountants, Hardware/Software Sales and Support, and Insurance. Those that supply goods that are specified by Member Firms or non-professional service businesses shall not be eligible.

- (a) Associate Member Firms may participate in activities of the Council including serving on all special committees, but may not hold office, chair committees, or vote on Council matters.

Section 3.4. Member firms shall practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate independent professional judgment to other considerations. Firms or corporations wholly or partially owned by commercial, construction contracting, manufacturing, sales, public utility, a holding company or other similar organization which functions as service organizations solely for the controlling company, shall not be eligible for membership.

Section 3.5. Upon action by the Board of Directors, Life Member status may be granted to a proprietor, partner or officer of a member firm. Life Members shall be fully retired from active practice, not be engaged in contracting, manufacturing or any other activity which would have rendered him ineligible for membership in the first instance, and shall have been a proprietor, partner or officer of a member firm for at least ten (10) consecutive years. So long as a Life Member remains inactive, Council dues will be waived for that individual. The Board of Directors shall determine what benefits Life Members shall be eligible to receive.

Section 3.6. All applications for admission to membership shall be in such form and shall contain such information as shall be required by the Board of Directors. The Board of Directors shall act upon applications for membership either at a regular meeting of the Board of Directors, by telephone conference call, by mail, or electronically transmitted ballot.

Section 3.7. Any member firm which, at any time, ceases to fulfill the necessary qualifications hereinabove listed, shall, upon action by the Board of Directors, be removed from membership of the Council.

Section 3.8. Each member firm shall have one vote in all matters voted upon by the Council.

ARTICLE IV
Dues, Fees And Assessments

Section 4.1. The annual dues of the Council shall be established at the Annual Meeting on the recommendation of the Board of Directors, and shall be payable in advance on the first day of July of each year. Initial dues of new members shall be prorated on a quarterly basis from the date of admission.

Section 4.2. The Board of Directors may grant permission for member firms to make quarterly payments.

Section 4.3. An entrance fee, in an amount determined by the Board of Directors, shall accompany each application for membership which, upon approval of said application by the Board of Directors, shall apply to the first year dues.

Section 4.4. Assessments may be levied against all members by a majority vote of member firms voting at any regular or special meeting. Provided, however, a firm may vote by correspondence received by the President at least 48 hours prior to the start of the meeting.

Section 4.5. Any member firm becoming six months in arrears in the payment of dues or assessments shall automatically be dropped from membership in the Council unless otherwise directed by the Board of Directors.

Section 4.6. The Board of Directors may reinstate any member firm dropped under provisions of Section 4.5. upon payment in full of current annual dues through the end of the current fiscal year, unless otherwise directed by the Board of Directors.

ARTICLE V
Meetings

Section 5.1. The Annual Meeting of the Council shall be held no more than 60 days prior to the beginning of the fiscal year. The time and place of the meeting shall be designated by the Board of Directors. At the Annual Meeting, election of the Board of Directors will be conducted, reports of the officers shall be received and any other business may be transacted in accordance with the By-Laws and applicable state and federal laws.

Section 5.2. Regular general membership meetings shall be held at such times and in such locations as shall be determined by the Board of Directors.

Section 5.3. Special meetings of the Council may be called at any time by the, Chairman of the Board, the Board of Directors, or by written petition signed by a representative of member firms constituting more than ten (10) percent of the total member firms of the Council. The petition calling for the meeting shall state the purpose of the meeting, and no business other than that set forth may be considered.

Section 5.4. Written notice of all meetings shall be distributed to each member firm by the President at least ten (10) days prior to the meeting.

Section 5.5. At all meetings, ten (10) percent of the membership, but not less than six (6) members, including one member of the Board of Directors, shall constitute a quorum for the transaction of business.

ARTICLE VI
Board of Directors

Section 6.1. The control of the Council shall be vested in a Board of Directors consisting of the Chairman of the Board, Chairman of the Board-Elect, (3) Three Vice Chairman, Treasurer, Immediate Past Chairman of the Board, and the National Director of the American Council of Engineering Companies.

Section 6.2. The Board of Directors shall be elected by the member firms. They shall serve one (1) year or until their successors are elected and installed, except as otherwise provided for in these By-Laws. The National Director of the American Council of Engineering Companies shall serve for three (3) years or until a successor is elected and installed. The Chairman of the Board -Elect shall automatically become Chairman of the Board if otherwise qualified. The term of all members of the Board of Directors shall begin at the close of business of the Annual Meeting of the Council at which they are elected. No firm shall be represented on the Board of Directors by more than one (1) member unless such an occurrence happens by a change of employment of one or more of the members of the Board of Directors during their term of office and the Board of Directors votes to allow the member or members to retain their office.

Section 6.3. The Board of Directors shall manage and conduct the business and affairs of the Council. The Board of Directors shall appoint the President who shall be considered to be a permanent, full-time employee of the Council. Dismissal of the President shall occur only upon a two-thirds majority vote of the complete Board of Directors. The Board of Directors may appoint such other officers, assistant officers, and agents as they may deem necessary.

Section 6.4. The Annual Meeting of the Board of Directors shall be held immediately preceding or concurrently with the Annual Meeting of the Council. At such meeting, the Board of Directors shall receive reports, shall review and fix the President's compensation and other conditions of employment, and shall transact such other business as may come before the meeting.

Section 6.5. The Board of Directors shall meet immediately preceding each regular meeting of the Council.

Section 6.6. Special meetings of the Board of Directors may be called by the Chairman of the Board or by any two or more other members of the Board of Directors. Reasonable effort must be made to contact all members of the Board of Directors. The notice of meeting shall state the purpose of the meeting, and no other business than that set forth may be considered. The Board of Directors may meet and/or vote by telephone.

Section 6.7. Written notice of all regular meetings shall be transmitted to each member of the Board of Directors at least ten (10) days prior to the meeting.

Section 6.8. A majority of the Board of Directors shall constitute a quorum, provided, in no case shall a quorum consist of less than four (4). The acts of a majority of the Board of Directors present in a meeting at which a quorum is present shall be binding upon the Council, unless otherwise provided by these By-Laws.

Section 6.9. The Board of Directors shall receive no salary for their services on the Board of Directors, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for each meeting. Nothing herein contained shall be construed to preclude any Board of Director member from serving the Council in any other capacity and receiving compensation therefore. The compensation of such officer shall be fixed by the remaining members of the Board of Directors.

Section 6.10. The Board of Directors shall have the power to remove any member of the Board by a unanimous vote of all other members of the Board of Directors. The vacancy created shall be filled for the unexpired term by appointment by the Board of Directors, except for the office of Chairman of the Board.

Section 6.11. If for any reason the office of Chairman of the Board becomes vacant, the Chairman of the Board-Elect shall become the Chairman of the Board. The new Chairman shall serve the remainder of the former Chairman's unexpired term, and then shall serve the term of office for the membership year for which that person was originally elected.

Section 6.12 In addition to the powers and authorities which these By-laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Council and do all such lawful acts and things as are not by statute, the Certificate of Incorporation, or by these By-Laws, directed or required to be exercised or done by the members.

ARTICLE VII

Officers

Section 7.1. Qualifications and Duties: The elective officers of the Council shall be proprietors, partners or officers of member firms and shall meet the qualifications outlined in Section 3.2. In addition to the duties outlined in these By-Laws, the duties of the Board of Directors shall be those duties that their title, by general usage, would indicate, and those which are required by law.

Section 7.2. Chairman of the Board. The Chairman of the Board shall be the Chief Elected Officer of the Council. The Chairman of the Board shall preside at all meetings of the Council and the Board of Directors. The Chairman of the Board shall have general and active management of the Council, and shall serve as the Alternate Director to the American Council of Engineering Companies.

Section 7.3. Chairman of the Board -Elect: The Chairman of the Board -Elect shall prepare for the next year as Chairman of the Board, shall be assigned duties by the Chairman of the Board, and shall serve on the Finance and Budget Committee. In the absence or disability of the Chairman of the Board, the Chairman of the Board-Elect shall perform the duties and exercise the powers of the Chairman of the Board, and shall perform such other duties as the Board of Directors shall prescribe.

Section 7.4. Vice Chairman of Membership. The Vice Chairman of Membership shall be charged with the membership recruitment and retention activities of the Council, may be assigned other duties including the administration of committees, and may preside at any meeting of the Council or the Board of Directors at the request of the Chairman of the Board.

Section 7.5. Vice Chairman of Business Practice. The Vice Chairman of Business Practice shall be charged with overseeing the development of business practice programs to enhance the business environment for member firms, may be assigned other duties including the administration of committees, and may preside at any meeting of the Council or the Board of Directors at the request of the Chairman of the Board.

Section 7.6. Vice Chairman of Education and Public Relations. The Vice Chairman of Education and Public Relations shall be charged with the overseeing the development of continuing education seminar programs, shall be charged with overseeing the public relation activities of the Council, may be assigned other duties including the administration of committees, and may preside at any meeting of the Council or the Board of Directors at the request of the Chairman of the Board.

Section 7.7. President. The President shall be the Chief Executive Officer of the Council and shall be in charge of the Council headquarters. The President shall have supervisory authority of the entire staff and shall perform such other duties as may be delegated by the Board of Directors. The President shall employ such assistants as may be deemed necessary, subject to the approval of the Board of Directors. The President shall, except in an emergency situation, be present at all meetings of the Council and Board of Directors and shall take or cause to be taken and kept full minutes and attendance records thereof, shall have charge of all records of the Council and shall be responsible for giving notice of all meetings of the Council and Board of Directors as herein provided. The President shall receive and disburse all moneys as authorized by voucher approved by persons designated by the Board of Directors, subject to the provisions of Section 7.6.1. of these By-Laws.

Section 7.8 Treasurer. The Treasurer shall keep full and accurate accounts of all receipts and disbursements and shall render reports on the financial condition of the Council to the Board of Directors and to the general membership at regular meetings.

Section 7.8.1. The Treasurer or approved agent shall supervise disbursement of the funds of the Council as may be ordered by the Board of Directors, taking proper voucher for such disbursement. All checks drawn upon any account of the Council shall require two (2) authorized signatures. The Board of Directors shall determine who is authorized to sign checks.

Section 7.8.2. The Treasurer and President shall give the Council a bond, if required, by the Board of Directors, in a sum satisfactory to the Board, for the faithful performance of the office, with the cost of such bond to be paid by the Council.

Section 7.8.3. The President shall serve as Corporate Secretary, unless the Board of Directors specifically authorizes the President to hire a Corporate Secretary as a full-time or part-time employee.

Section 7.8.4. In the absence of the President, the Chairman of the Board, with approval of the Board of Directors, shall appoint an Acting President.

Section 7.9. No member of the Board of Directors shall sign any instrument in more than one capacity if such instrument be required by law or by the By-Laws to be executed by any two or more officers.

ARTICLE VIII Elections

Section 8.1. The Chairman of the Board shall appoint a Nominating Committee, consisting of three (3) member firm principals, partners or officers for the purpose of nominating candidates for the Board of Directors. The Immediate Past Chairman of the Board shall be the Chairman of the Nominating Committee.

Section 8.2. The Nominating Committee shall advise the membership, at the regularly scheduled meeting prior to the annual meeting, of its nomination of candidates for the Board of Directors. Additional nominations may be made from the floor at the Annual Meeting of the Council.

Section 8.3. The President shall prepare a list of all names of nominees for the Board of Directors and shall transmit the list to all member firms with notice of the Annual Meeting.

Section 8.4. The Election of the Board of Directors shall be held during the Annual Meeting of the Council, and the results of the election shall be announced at the meeting. Provided, however, a member firm may vote by correspondence delivered to the President at least 48 hours prior to the start of the Annual Meeting. A majority of those voting shall be required to elect a nominee. In the event a majority vote is not achieved, a runoff election shall

be held immediately between the two candidates receiving the most number of votes for each position in which a majority was not achieved.

Section 8.5. The installation of the newly elected Board of Directors shall take place at the close of the Annual Meeting of the Council, and they shall serve until removed or until their successors are elected and installed.

Section 8.6. Whenever any member of the Board of Directors voluntarily resigns from the Board, except as provided in 6.11 above, such vacancy shall be filled by an election by the remaining members of the Board of Directors, and any person so elected shall serve until removed or a successor is elected and installed.

ARTICLE IX

Regular And Special Committees

Section 9.1. The Chairman of the Board of the Council shall appoint all committee members with approval of the Board of Directors unless otherwise provided by these By-Laws, and shall be an ex-officio member of all committees. The Chairman of the Board, with approval of the Board of Directors, may combine some committees. Standing Committees shall be: Finance and Budget; Membership; Legislative; Business Practice; By-Laws and Policies; Education and Public Relations; and, Audit.

Section 9.2. Finance and Budget Committee: The Finance and Budget Committee shall consist of three members, including the Treasurer and Chairman of the Board-Elect. This committee shall advise the Board of Directors concerning the fiscal affairs of the Council; shall prepare a recommended budget for consideration of the Board of Directors at the Annual Meeting; and shall prepare and recommend to the Board a method of assessing dues against member firms. The Treasurer shall chair the committee.

Section 9.3. Membership Committee: The Membership Committee shall acquaint eligible persons with the advantages of membership in the Council, and by proper means endeavor to secure their application for membership; shall investigate the eligibility of

applicants, and shall submit its recommendations to the Board of Directors. The Vice Chairman of Membership shall chair the Membership Committee.

Section 9.4. Legislative Committee: The Legislative Committee shall study all legislation pertaining to, or affecting, the practice of Consulting Engineers and/or Land Surveyors, and shall make reports and recommendations to the Board of Directors concerning such legislation. The Chairman of the Board -Elect shall chair the Legislative Committee.

Section 9.5. Business Practice Committee: The Business Practice Committee shall recommend to the Board of Directors specific programs to enhance the business environment for consulting engineers, including but not limited to, partnering agreements, liaisons with other interprofessional practice organizations, and liaisons with client groups and their representative organizations. The Vice Chairman of Business Practice shall chair the Business Practice Committee.

Section 9.6. By-Laws and Policies Committee: The By-Laws and Policies Committee shall continuously study the need for revision to the By-Laws of the Council, and prepare amendments in proper form for consideration by the Board of Directors. This Committee shall assemble data concerning policies of the Council and shall prepare policy statements and/or resolutions for consideration by the Board of Directors. The Immediate Past Chairman of the Board shall chair the By-Laws and Policies Committee.

Section 9.7. Education and Public Relations Committee. The Education and Public Relations Committee shall develop and conduct a program of continuing education seminars related to the business of design consulting, including but not limited to finance management, employee relations, contract issues, business development, and marketing. The Committee shall also be responsible for the public relations activities of the Council and for the promotion of good relations with other professional engineering organizations, and for the development and maintenance of the good will and support of the public. This Committee shall encourage the involvement and use of Consulting Engineers and/or Land Surveyors of member firms. The Vice Chairman of Education shall chair the Committee.

Section 9.8. Audit Committee: The Audit Committee, consisting of three member firm principals, none of whom may be members of the Board of Directors, may audit all fiscal accounts of the Council at such times as the Board may direct, and report the results of the audit to the Board of Directors at its next meeting. As an alternative, the Board of Directors may retain a certified public accountant to conduct an examination of the Council's financial records and report the results of the audit to the Board of Directors.

Section 9.9. Special committees shall be appointed from time to time by the Chairman of the Board with Board of Director approval, to advise the Board, and to study and report to the Board and membership on such matters which may be of particular interest or concern to the Council.

Section 9.10. Committee appointments shall remain in effect until the Chairman of the Board appoints new members thereto.

ARTICLE X Indemnification

Section 10.1 The Council shall indemnify all of its current and former officers, directors, employees and committee members against expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such officer, director, employee or committee member in conjunction with any proceeding to which that individual is made a party or in which that individual may become involved, by reason of being or having been an officer, director, employee or committee member of the Council or its predecessor, or settlement thereof, whether or not the individual is an officer, director, employee or committee member of the Council or its predecessor at the time such expenses are incurred, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Council or its predecessor, except in such cases wherein the individual is adjudged guilty of willful misfeasance or malfeasance in the performance of such individual's duties or having acted in a manner that exceeded such officer, director, employee or committee member's authority so to act on behalf of the Council or its predecessor.

ARTICLE XI
Amendments

Section 11.1. These By-Laws may be amended by the affirmative vote of two-thirds of the member firms voting at any regular or special meeting. Provided, however, a copy of the proposed amendments shall be transmitted to each member firm at least ten (10) calendar days prior to the meeting. Provided further, a firm may vote by correspondence received by the President at least 48 hours prior to the start of the scheduled meeting.