

BYLAWS OF AMERICAN COUNCIL OF ENGINEERING COMPANIES OF KANSAS  
(ACEC OF KANSAS)

Offices

- 1.A. Registered Office and Resident Agent. The location of the registered office and the name of the resident agent in the state of Kansas shall be such as shall be designated from time to time by the Board of Directors and be on file in the appropriate office of the state of Kansas pursuant to applicable provisions of law.
- 1.B. Corporate Offices. The Corporation may also have offices at such other places within the state of Kansas as the Board of Directors may from time to time appoint or as the business of the Corporation may require.

Name, Purpose and Organization

- 2.A. Name. The Corporation shall be known as American Council of Engineering Companies of Kansas (ACEC of Kansas)
- 2.B. Purpose. This Corporation shall dedicate its efforts to the promotion and development of the highest standards of professional competence and ethics because service to humanity, our nation and our state is the fundamental purpose of professional engineering. The Corporation shall promote the private practice of professional engineering as such practice is a vital social and economic influence in the community. The Corporation shall provide a forum for the discussion of issues unique to engineers engaged in private practice and a vehicle for action on those issues. The Corporation shall promote good relations with the public, with clients, with other engineers in all areas of practice, and with other fields of endeavor.
- 2.C. Organization. The Corporation is organized under the provisions of Article 12 of the constitution and Bylaw 9, Section 3, of the Kansas Society of Professional Engineers (KSPE). Nothing shall be construed herein as being in conflict with the constitution and bylaws of KSPE and said constitution and bylaws shall be followed in all activities of the Corporation.
- 2.D. The Corporation will concurrently serve as the Member Organization of the American Council of Engineering Companies (ACEC).

Membership Meetings

- 3.A. Place of Meetings. Meetings of the membership may be held within the state of Kansas at such place as may be specified in the notice of meeting or at a time and place as may be consented to by the Board of Directors. If no place for any such

meeting is specified in the notice thereof, the same shall be held at the registered office of the Corporation in the state of Kansas.

- 3.B. Meetings. The Corporation shall hold an annual meeting at the time of the annual con-vention of KSPE, and in conjunction therewith. Special meetings may be called at such times and places as may be deemed necessary by: 1) the President; and/or 2) four or more members of the Board of Directors.
- 3.C. Notice of Meetings. Members of all classes of the Corporation shall receive notice, at least two weeks in advance, of any special or general membership meeting of the Corporation.
- 3.D. Quorum. Except as otherwise may be provided by law, by the articles of incorporation or by these bylaws, a majority of the voting membership present shall be required for and constitute a quorum for the transaction of all business.

### Membership

- 4.A. Classes of Membership. The Corporation shall have classes of membership. The designation of such classes and the qualifications of membership in such classes shall be as follows:
  - 4.A.1. Member Firms. Member Firms shall be limited to those individual firms, parent firms, branch offices, divisions or subsidiaries whose resident principals (owners, proprietors, partners, officers, or managers) furnish independent engineering services, and shall:
    - 4.A.1.a. maintain offices for the practice of engineering, as (i) sole proprietorships; (ii) as partnerships; or (iii) as corporations; or (iv) as an engineering department, division or subsidiary of a private, non-engineering company when the parent company is not eligible to be a Member Firm, provided the component offers professional knowledge and professional services to clients other than the parent, and provided that component managers are professionally licensed. In all cases, member benefits shall accrue only to the component that is accepted for membership.
    - 4.A.1.b. have one or more principals registered or licensed professionally in accordance with the laws of the state of Kansas;
    - 4.A.1.c. practice engineering in accordance with ACEC Professional and Ethical Conduct Guidelines; and

- 4.A.1.d. practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate independent professional judgement to other considerations.
- 4.A.2. Members. Any person who is a principal of a Member Firm, or an employee, retired employee or retired principal of a Member Firm and who has paid the minimum annual dues as prescribed by the Corporation, is considered a Member.
- 4.A.3. Associate Member Firms.
  - 4.A.3.a. Authorization. An Associate Member Firm category may be created and maintained by the Corporation. Associate Member categories shall be in accordance with the eligibility requirements of ACEC Bylaws, and any other applicable criteria established by the Corporation.
  - 4.A.3.b. Criteria. Associate Member Firms shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries, and/or organizations that support the goals of the Corporation, provide professional services of a scientific and technical nature that are complementary to the services provided by Member Firms, and provided those managing the services are professionally licensed/certified/registered, as appropriate, in that area. Such members shall not include entities that supply goods or services that are specified by or used in engineering company operations.
  - 4.A.3.c. Eligibility. Only firms judged not eligible for membership as a Member Firm are eligible to become Associate Member Firms. Associate Member Firms shall not be eligible to vote on Corporation business, hold office in Corporation nor serve as chair of a Corporation committee.
- 4.A.4. Affiliate Member Firms.
  - 4.A.4.a. Authorization. An Affiliate Member Firm category may be created or maintained by the Corporation. The Affiliate Member Firm category shall be established in accordance with applicable requirements contained in the ACEC Bylaws and Rules of Policy & Procedure in accordance with the eligibility requirements of ACEC Bylaws, and any other applicable criteria established by the Corporation.

4.A.4.b. Criteria. Affiliate Member Firms shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries, and/or organizations that support the goals of the Corporation and provide professional services used in the internal operation of (but not specified by) Member Firms.

4.A.4.c. Eligibility. Only firms judged not eligible for membership as a Member Firm are eligible to become Affiliate Member Firms. Affiliate Member Firms shall not be eligible to vote on Corporation business, hold office in Corporation nor serve as chair of a Corporation committee.

#### 4.A.5. Supplier Member Firms.

4.A.5.a. Authorization. A Supplier Member Firm category may be created or maintained by the Corporation. The Supplier Member Firm category shall be established in accordance with applicable requirements contained in the ACEC Bylaws and Rules of Policy & Procedure; the Supplier Member categories shall be in accordance with the eligibility requirements of ACEC Bylaws, and any other applicable criteria established by the Corporation.

4.A.5.b. Criteria. Supplier Member Firms shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries, and/or organizations that support the goals of the Corporation and provide products used in the internal operation of (but not specified by) Member Firms.

4.A.5.c. Eligibility. Only firms judged not eligible for Member Firm membership are eligible to become Supplier Member Firms. Supplier Member Firms shall not be eligible to vote on Corporation business, hold office in the Corporation nor serve as chair of a Corporation committee.

#### 4.A.6. Allied Member Firms.

4.A.6.a. Authorization. An Allied member Firm category may be created or maintained by the corporation. The Allied Member Firm category shall be established to supplement the involvement of firms in the built environment.

4.A.6.b. Criteria. Allied member Firms shall be limited to those sole proprietor, firms, parent firms, branch offices, divisions, subsidiaries and/or organizations that support the goals of the Corporation and performs construction in the built environment in association with member firms or in response to documents prepared by member firms.

- 4.A.6.c. Eligibility. Only firms judged not eligible for membership in ACEC are eligible to become Allied Member Firms upon approval by the Board of Directors of the Corporation. Allied Member Firms shall not be eligible to vote on Corporation business, hold office in the Corporation, nor serve as chair of a Corporation committee. Allied Member Firm principals or owners will receive benefits of the Corporation's publication, and notices of educational seminars, conferences, and other activities. Allied Member Firm principals or owners may not participate in any group programs for retirement or insurance benefits.
- 4.B. Election of Members. Membership in the Corporation is voluntary and only upon the applicant's pledge to support the Corporation within the herein defined classes of membership for a fixed period as defined by the Corporation membership, and payment up to date of the appropriate assessments/dues involved, shall the application for membership be approved and the applicant enrolled by the Executive Director as one of the classes of members.
- 4.C. Requisite for Membership.
- 4.C.1. Each member of the Board of Directors, as well as Chairs of standing committees, shall be members in good standing of KSPE. Members and Member Firms of the Corporation shall agree to abide by the bylaws of the Corporation.
- 4.C.2. Any firm making application for membership as a Member Firm shall, if eligible, be a Member Firm in good standing of ACEC.
- 4.D. Voting Rights. Each Member as defined 4.A.2. herein shall be entitled to one vote on each matter submitted to a vote of the membership.
- 4.E. Obligation of Members. Recognizing that a Member is first a citizen of the community, secondly an engineer, and only then a Member of this Corporation, it is incumbent upon every Member to insist upon the highest standard of professional conduct within the profession of engineering.
- 4.F. Termination of Membership. The Board of Directors by affirmative vote of two-thirds of said Board may suspend or expel a member of any class for cause after an appropriate hearing. By a majority vote of those present at any regularly constituted membership meeting, the membership may terminate the membership of a member of any class who shall be in default in the payment of an assessment.
- 4.G. Resignation. A member of any class may resign by filing a written resignation with the Executive Director, but such resignation shall not relieve the resignor of the obligation to pay any assessments that have accrued or are unpaid.

- 4.H. Reinstatement. Upon written request signed by a former member of any class and filed with the Executive Director, the Board of Directors may by affirmation vote of two-thirds of the members of said Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
- 4.I. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

#### Board of Directors

- 5.A. Directors - Powers of the Board. The property and business of this Corporation shall be managed by its Board of Directors. Directors must be Members of the Corporation. In addition to the powers and authorities by these bylaws expressly conferred upon it, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts that are not by statute or by the articles of incorporation or by these bylaws prohibited or directed or required to be exercised or done by the membership only.
- 5.B. Term of Office. The Board of Directors shall be elected at the annual meetings of the membership and each Director so elected, or appointed as hereinafter provided, shall serve until a qualified successor shall have been elected, or until the Director's written resignation shall have been filed with the Secretary of the Corporation.
- 5.C. Vacancies. If the office of any Director becomes vacant by reason of death, resignation or incapacity to act (which incapacity may be conclusively determined by the remaining Directors), a majority of the remaining Directors, or the remaining Director though less than a quorum, may fill the vacancy. The Director so chosen shall hold office until a qualified successor shall be elected at the next annual meeting of the membership.
- 5.D. Regular Meetings - Notice. Regular meetings of the Board of Directors may be held without notice at the registered office of the Corporation in the state of Kansas or at such other place or places, within or outside the state of Kansas, as the Board of Directors may from time to time designate. Any business may be transacted at a regular meeting. Meetings may be conducted via any electronic and/or telephone method of communications.
- 5.E. Special Meetings - Notice. Special meetings of the Board of Directors may be called at any time by the President, or in the President's absence, by any Vice President, by the Secretary or by any two directors by giving two days notice of such meeting to each director, either personally or by telephone or facsimile, stating the time, place and purpose of any such meeting. The place of the special meeting may be within or outside the state of Kansas as designated in the notice. Meetings may be conducted via any electronic and/or telephone method of communications.

- 5.F. Quorum. A quorum at all meetings of the Board of Directors shall consist of a majority of the Board of Directors unless a greater number as to any particular matter is required by statute, by the articles of incorporation or by these bylaws. Less than a quorum may adjourn the meeting successively until a quorum is present and no notice of adjournment shall be required.
- 5.G. Waiver. Any notice provided or required to be given to a Director may be waived in writing whether before, at or after the time stated therein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except when attending for the express purpose, and so states at the opening of such meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 5.H. Committees of Directors. The Board of Directors may, by resolution or resolutions passed by a majority of the Directors present at any Board of Directors meeting, create and designate one or more committees, each committee to consist of one or more of the Directors of the Corporation.
- 5.I. Compensation of Directors and Committee Members. Directors and committee members shall not receive any stated salary for their services as such but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for each regular or special meeting of the Board of Directors or committee.

#### Officers

- 6.A. There shall be officers from within the membership of the Corporation consisting of a President, President-elect, Past President, four Vice Presidents, and a Treasurer. These officers, with the exception of the Secretary (see 6.K.), shall also serve as Directors of the Corporation. These officers will also have the appropriate title as per KSPE Bylaw 9,d.
- 6.B. Election and Terms of Office. The President-elect shall become President and a new President-elect and the Treasurer shall be elected annually at the annual meeting of the membership of the Corporation. Two Vice Presidents shall be elected annually for a term of two years each.
- 6.C. Removal. Any officer elected by the membership of the Corporation or appointed by the Board of Directors may be removed by the said Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby.
- 6.D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or other cause may be filled by the Board of Directors for the unexpired portion of the term.

- 6.E. President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors and the membership. The President shall perform all duties incident to the office of President and such duties as may be prescribed by the Board of Directors from time to time. The President shall serve as the National Society of Professional Engineers/Professional Engineers in Private Practice (NSPE/PEPP) State Chairman and sit on the NSPE/PEPP Board of Governors.
- 6.F. President-elect. In the absence of the President or in the event of the President's inability or refusal to act, the President-elect shall perform the duties of the President or as pre-scribed by the Board of Directors.
- 6.G. Vice Presidents. The Vice Presidents shall perform such duties as from time to time may be assigned to them by the President or by the Board of Directors.
- 6.H. Treasurer. The Treasurer shall coordinate the deposit of all monies collected in the name of the Corporation; oversee the funds of the Corporation and direct the administration of the funds; and in general, perform all duties incident to the office of Treasurer and such other duties from time to time as may be assigned by the Board of Directors.
- 6.I. Past President. The Past President shall serve as parliamentarian and, in an ex-officio capacity, serve as the immediate assistant to the President and perform such duties as the Board of Directors or President may assign.
- 6.J. ACEC Director and Alternate ACEC Director. The Board of Directors will elect an ACEC Director by September of each two-year cycle to serve for a two-year term commencing July 1 of the following year. The Director shall serve on ACEC Committees as required by ACEC. The Director shall serve as a voting ex-officio member of the Board of Directors, if the Director is not already serving as an elected officer of the Board of Directors. An Alternate ACEC Director may be designated by the Board of Directors. The Executive Director is eligible to be designated as the Alternate ACEC Director.
- 6.K. Executive Director. There is herein established the office of Executive Director who shall serve by appointment by the Board of Directors, subject to the approval of the membership at the annual meeting. The Executive Director will be the Secretary and shall act as an executive officer of the Corporation and shall have such duties and such compensation as may be determined and directed by the Board of Directors; shall maintain an office; and may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, providing said signing and executing thereof be consistent with the constitution and bylaws of the KSPE. The Executive Director shall keep the minutes in books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws; and keep a register of the post office address of each member which shall be



furnished by such member. The Executive Director shall be responsible for administering the funds of the Corporation as directed by the Treasurer.

- 6.L. Duties of Officers May be Delegated. If an officer of the Corporation be absent or unable to act or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate temporarily some or all of the functions, duties, powers and responsibilities of any officer to any other officer, or to any other agent of the Corporation or other responsible person, provided a majority of the whole Board concurs therein.

#### Executive Committee

- 7.A. Membership requirements, authority, and duties of the Executive Committee are as follows:

Subject to the approval of the Board of Directors, the President may appoint an Executive Committee for a term to be specified but not longer than the President's term of office. The Executive Committee shall not be less than three nor more than ten members of the Board of Directors and shall include the President. The Executive Committee may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors at its succeeding meeting any action taken. A quorum for a meeting of the Executive Committee shall consist of a majority of the membership of the Committee.

#### Appointive Committees

- 8.A. The President may appoint committees and their chairpersons as deemed appropriate.

#### Finances and Assessments

- 9.A. Annual Assessment and Dues. The annual assessment and dues of the classes of membership shall be as follows: 1) Member Firms - on an assessment schedule as adopted by a majority of the Member Firms; 2) Other membership classes - annual dues as set annually by the Board of Directors.
- 9.B. Payment of Dues and Assessments. Dues shall be payable in advance by each class of membership, except as herein defined, by the first day of March of each year. In the case of the Member Firms, said assessments shall be on a quarterly basis payable upon the submittal of a statement by the Executive Director and shall be paid not later than 30 days following said submittal of statement.
- 9.C. Deposits and Disbursement of Funds. All funds of the Corporation shall be deposited in such depositories as shall be selected by the Board of Directors. Disbursements

shall be made by the Executive Director of the Corporation in accordance with the budget or as approved by the Board of Directors.

#### Operations and Functions of the Corporation

- 10.A. Election of Officers. A Nominating Committee shall be appointed by the President at least 60 days prior to the annual meeting. The Committee, in making its nominations, shall select nominees in a fashion that will ensure a necessary majority of elected officers being members or fellows of ACEC and shall make a particular effort to maintain a geographical, employment size, and technical balance among the officers. A list of the nominees shall be submitted to the membership along with the notice of the annual meeting. Opportunity shall be given at the meeting for further nominations from the floor. Election to any office shall be determined by a plurality of the votes cast, except if this does not result in a majority of the elected members of the Board of Directors being ACEC members or fellows, the nominations for President-elect, Vice President, and Treasurer shall be reopened and the election continued until a majority of the elected officers are ACEC members or fellows.
- 10.B. Amendments and Revisions. Any proposed revision or amendment of these bylaws shall first be submitted to the Board of Directors for consideration; the Board of Directors shall submit the proposed revision together with the Board's recommendation to the membership along with the notice of the annual or special meeting at which the revision is to be considered. Approval by the membership shall require a majority vote of those attending said meeting or submittal of written ballots by mail.
- 10.C. Repeals and Effective Date. All existing bylaws of the Corporation shall be repealed and these provisions shall be effective upon their approval by the membership of the Corporation.

## Certificate

I, the undersigned, certify that I acted as President of an annual meeting of the membership of American Council of Engineering Companies of Kansas, Inc., held on the 11<sup>TH</sup> day of June, 2004, at which meeting I announced that the foregoing bylaws were duly adopted as the bylaws of the Corporation, and hereby further certify that the foregoing constitute the bylaws of said Corporation.

Dated \_\_\_\_\_

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Kevin Honomichl, P.E.  
President