

**American Council of Engineering Companies of Massachusetts Education Corporation  
BYLAWS  
(Approved by Board of Directors September 24, 2010)**

**ARTICLE 1  
NAME, DOCUMENTATION, OBJECTIVES**

**SECTION 1 NAME**

The name of this organization shall be the American Council of Engineering Companies of Massachusetts Education Corporation, referred to in these Bylaws as the "Education Corporation."

**SECTION 2 DOCUMENTATION OF CREATION OF THIS ORGANIZATION**

The Education Corporation is a 501 (c) 3 nonprofit formed in accordance with the laws of the Commonwealth of Massachusetts and the United States of America.

**SECTION 3 OBJECTIVES**

The Education Corporation has been created and shall be operated for charitable and educational purposes, including, but not limited to, (i) the sponsorship and funding of scholarships for engineering and land surveying students, (ii) the sponsorship and funding of lectures, seminars and conferences, journals and other publications, and grants for the purposes of continuing professional education of engineers and related professionals; and (iii) the sponsorship, funding and/or conduct of research in the areas of engineering and related professionals for the benefit of the general public.

**ARTICLE 2  
BOARD OF DIRECTORS**

**SECTION 1 MEMBERSHIP**

The Board of Directors for the Education Corporation, referred to in these Bylaws as the "Directors" shall consist of the ACEC/MA President, ACEC/MA President-Elect, the ACEC/MA Senior Vice President, the ACEC/MA Vice President, the ACEC/MA Past-President, the ACEC/MA Treasurer, and the ACEC/MA Executive Director.

**SECTION 2 TERM OF OFFICE OF THE DIRECTORS**

The term of office for each Director shall be co-terminus with their position and membership on the ACEC/MA Board of Directors, except for the ACEC/MA Executive Director Directorship which shall be ex-officio.

**SECTION 3 RESIGNATION, REMOVAL, AND REPLACEMENT OF DIRECTORS**

Any Director may, in writing, resign his or her office.

Any Director may be removed from the Board for lack of participation by vote of the majority of Directors.

The Education Corporation Board shall have the right to fill the unexpected term caused by the removal, resignation, or death of, or any contingency affecting, any Director. The Board shall first look for a candidate from the current ACEC/MA Board of Directors and then to the ACEC/MA general membership.

#### SECTION 4. INDEMNIFICATION

The Education Corporation shall, defend, indemnify and hold harmless all of the current or former Officers, Directors, and committee members against any action, suit, or proceeding, in which they or any of them are parties, by reason of having been an Officer, Director, 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 willful misconduct in the performance of duty and to matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or willful misconduct.

### ARTICLE 3 OFFICERS

#### SECTION 1 OFFICERS

The officers of the Board shall be a Chair, Vice Chair, Secretary, and Treasurer. The Chair shall be the ACEC/MA Past- President, the Vice Chair shall be the ACEC/MA President, Treasurer shall be the ACEC/MA Treasurer and the Secretary shall be the ACEC/MA President Elect.

#### SECTION 2 TERM OF OFFICE

Each officer shall serve a term of one year. The term of office shall begin immediately following the election of ACEC/MA officers at its annual meeting, and shall end at the subsequent annual meeting.

#### SECTION 3 CHAIR

The Chair shall be responsible for making arrangements for each meeting of the Board, shall preside at meetings of the Board, shall prepare and distribute to the directors at least one week in advance of each meeting an agenda for the meeting, shall supervise all Board activities and affairs, shall appoint the Chair and all members of each committee, except as otherwise provided in these Bylaws, and shall make an annual written summary report to the full Board.

#### SECTION 4 VICE CHAIR

The Vice Chair shall assume the duties of the Chair in the latter's absence or in the event that the Chair shall become incapacitated. If both the Chair and the Vice Chair are unable to perform the functions of the Chair, the Secretary shall serve as Acting Chair until the next regularly scheduled meeting. The Vice Chair shall be responsible for preparing the annual budget for the forthcoming year at the end of each year.

#### SECTION 5 SECRETARY

The Secretary shall be responsible for preparing and filing an accurate record of all official meetings of the Board.

#### SECTION 6 TREASURER

The Treasurer shall be responsible for performing or supervising the following functions: receiving and disbursing funds; keeping funds on deposit in institutions approved by the Board; keeping an accurate account of all funds, expenditures, and receipts; submitting to the Board at least one week in advance of each meeting a Treasurer's report; and preparing an annual financial statement within two months after the end of each fiscal year. The Treasurer shall obtain approval of the Board before paying bills for items or amounts not included in the

approved annual budget. All checks shall be signed by the Treasurer, or, in the Treasurer's absence, the Chair.

#### SECTION 7 VACANCIES

If any office falls vacant due to the death, resignation, incapacity, or removal of the incumbent, or accession of the Vice Chair to the Chair's office during the course of a fiscal year, the Board at its next regularly scheduled monthly meeting shall elect one of its members by a majority vote of all of the directors to fill the vacant office until the end of the unexpired term.

### ARTICLE 4 MEETINGS

#### SECTION 1 SCHEDULE

The Board shall meet at least two times a year, and at additional times during the year as is necessary to carry out the business of the Education Corporation. Special meetings may be called by the Chair, or at the concurrent written request of at least two directors.

#### SECTION 2 ANNUAL MEETING

An Annual Meeting shall be held in June. The Chair of the Audit Committee shall submit a written annual summary report to the Chair by June 1 and shall participate in the Annual Meeting.

The budget for the coming fiscal year as prepared by the Vice Chair shall be voted at the Annual Meeting.

#### SECTION 3 QUORUM

A quorum shall be comprised of at least four Directors participating in the meeting.

#### SECTION 4 RULES OF PROCEDURE

Meetings of the Board shall be conducted in accordance with *Robert's Rules of Order*.

### ARTICLE 5 COMMITTEES

#### SECTION 1 EXECUTIVE COMMITTEE

The Executive Committee of the Education Corporation Board shall consist of the Chair, Vice-Chair and Treasurer of the Board. The Executive Committee shall exercise general supervision of the affairs of the Education Corporation during the intervals between the regularly scheduled meetings of the Board, make recommendations to the Board, and perform such other duties as delegated by or directed by the Board.

#### SECTION 2 STANDING COMMITTEES

The Standing Committees of the Board shall include the Executive Committee and Audit Committee. The Chair of the Board shall appoint the Chair and all members of each Standing Committee. The Chair of each Standing Committee shall be a director. Other members of a Standing Committee may be, but are not required to be, directors.

SECTION 3 AUDIT COMMITTEE

The Audit Committee shall consist of the Vice Chair, the non-officer Director, and the Secretary. The Chair of the Audit Committee shall be appointed by the Chair of the Board.

The Audit Committee shall recommend annually, at the annual meeting, whether or not an independent auditor be retained based on the level of Education Corporation activity during the year. The retention of an independent auditor must be approved by the Board. The Audit Committee shall supervise the conduct of any reviews or audits of the financial statements for the previous year by the independent auditor, and the Audit Committee Chair shall present the results of the audit completed at the Board meeting following the audit completion.

ARTICLE 6  
AMENDMENTS

SECTION 1 PROCEDURE

Amendments to these Bylaws may be proposed by an *ad hoc* Board committee appointed by the Chair for the purpose of reviewing the Bylaws, or by petition from three or more directors.

Proposed amendments to these Bylaws shall be presented in writing by the *ad hoc* committee to the Board for consideration at a scheduled Board meeting and amendments shall be voted on by the Board following thorough review and discussion.

Amendments to these Bylaws shall become effective immediately after they are voted by the Board.

ARTICLE 7  
FISCAL YEAR

SECTION 1 DEFINITION

The fiscal year shall be July 1 to the following June 30 unless otherwise approved by the Board of Directors.

ARTICLE 8  
DISCLOSURE/CONFLICT OF INTEREST

SECTION 1

In matters that come before the Board or its Committees, or alternatively in matters brought before the Board or its Committees, Director shall disclose situations proactively to the Board in which Director is, or could potentially be, an Interested party and thus in a Conflict of Interest situation. For those matters in which the Director is an Interested party or otherwise in a Conflict of Interest situation, the Director is obligated to disclose Director's relationship to the matter at the earliest recognition of said Interest and/or Conflict of Interest and to refrain from discussions and recuse themselves from any voting done on the specific matter.

End of Education Corporation Bylaws