

**AMERICAN COUNCIL OF ENGINEERING COMPANIES OF MASSACHUSETTS, INC.  
(ACEC/MA) BYLAWS**

(As Approved at the 5-19-2017 Board of Directors meeting)

**ARTICLE I  
NAME, OBJECTIVES, LOCATION**

**SECTION 1. NAME**

The name of this organization shall be: American Council of Engineering Companies of Massachusetts, Inc. (hereinafter referred to as ACEC/MA). ACEC/MA is a Member Organization (MO) of the American Council of Engineering Companies (The Council).

**SECTION 2. OBJECTIVES**

- A. To ensure that ethical, professional, and business standards of practicing consulting engineers are maintained.
- B. To enhance the ability of consulting engineers to serve the public.
- C. To inform the public concerning the work of consulting engineers.
- D. To promote harmony, cooperation, and mutual understanding among consulting engineers engaged in the practice of engineering.
- E. To promote the professional and business welfare of its member firms.
- F. To act as an information center on all matters of mutual interest to its member firms.
- G. To monitor legislation and governmental regulatory activity, and provide information to its members, legislative bodies, and the public concerning legislation of interest to the practice of consulting engineering.
- H. To increase cooperation within the engineering profession.

**SECTION 3. LOCATION**

The ACEC/MA shall serve members in Massachusetts. The headquarters office shall be located at a place determined by the Board of Directors.

**ARTICLE II  
MEMBERSHIP**

**SECTION 1. DEFINITIONS**

A Member firm is a consulting engineering firm that belongs to the ACEC/MA.

A Member is an employee of a member firm.

An Affiliate member firm of ACEC/MA is an individual or firm that has applied and was approved as such. Such members of ACEC/MA are not members of The Council. ACEC/MA Affiliate members wishing to become Affiliate members of The Council must apply through a separate Council process.

A Non-Resident member firm is a consulting engineering firm that meets the qualifications of a Member Firm as defined in Article II, Section 2 of ACEC/MA Bylaws, except that the firm does not maintain an established office in Massachusetts for the practice of consulting engineering or land surveying services. The Non-Resident member firm must be a full member of ACEC National and a full member of their state Member Organization. They can participate on a committee, they do not have voting rights, and they are not eligible for service on the Board of Directors. A Non-Resident member firm shall pay a flat dues set by the Board of Directors, regardless of the size of the firm.

A Non-Resident Affiliate member firm of ACEC/MA is an individual or firm that does not have a Massachusetts office that has applied and was approved as such. Such members of ACEC/MA are not

members of The Council. ACEC/MA Affiliate members wishing to become Affiliate members of The Council must apply through a separate Council process

A Representative is an individual designated by a member firm to represent it in ACEC/MA.

Consulting Engineer. A consulting engineer is a practicing professional engineer who performs one or more of the disciplines of professional engineering services for clients on a fee basis. Consulting engineers are qualified by education, ability and experience to provide competent engineering services and must be registered as professional engineers in each state where they practice. Consulting engineering professional judgment, ethical judgment, and related technical decisions are not subordinated to any external factors or considerations other than those which are in the best interest of the engineer's clients, required by law or required by building code.

Land Surveyor. A land surveyor is a practicing professional who performs land surveying for clients on a fee basis. Land surveyors are qualified by education, ability and experience to provide competent land surveying services and must be registered in each state where they practice. Wherever the words "consulting engineer" or "consulting engineering" appear herein it is intended that the words "land surveyor" or "land surveying" may be substituted.

Principal. A principal, as defined herein, is an individual designated by a member firm, who is a firm officer, partner, or manager: (a) having an ownership interest, and/or (b) exercising management responsibility for technical or business decisions.

Retired Member. A Retired member is a fully retired former employee of a member firm.

## SECTION 2. QUALIFICATIONS

- A. Member firms shall be limited to those whose individual firms, parent firms, branch offices, divisions, or subsidiaries that have principals who furnish consulting engineering services, and shall
1. maintain established offices for the practice of consulting engineering, as (i) sole proprietorships; (ii) partnerships; (iii) limited liability corporations, (iv) limited liability partnerships or (v) corporations, divisions or subsidiaries furnishing consulting engineering services provided that their officers act for them on professional policies and activities;
  2. have one or more engineers or land surveyors registered or licensed professionally in accordance with the laws of the states of Massachusetts and who are in direct control or in responsible charge for the professional services that are performed in that state;
  3. belong to The Council;
  4. practice consulting engineering in accordance with The Council Professional and Ethical Conduct Guidelines;
  5. 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, 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 consulting engineers.
- B. A Member firm shall maintain an office in Massachusetts for the practice of consulting engineering or land surveying.
- C. The principal or principals who are registered professionals shall have final control within the firm with respect to professional policies and activities. A Member firm shall have a minimum

of one Professional Engineer or Land Surveyor regularly assigned to the staff of each member office.

- D. All employees of a Member firm shall automatically be members.
- E. An Affiliate member shall be a professional services firm including (but not restricted to) architectural or landscape architectural firms (or an individual providing such services), an environmental science firm and not otherwise engaged in the practice of consulting engineering or land surveying, a services firm or vendor firm with a client base among ACEC/MA Member firms and other professionals in the areas including, but not limited to, accounting, MIS consulting, insurance, marketing and communications, construction, construction management, and business management. An Affiliate member firm shall not be engaged in the practice of consulting engineering or land surveying. An Affiliate member shall maintain an office in Massachusetts. A Non-resident Affiliate member does not have a Massachusetts office.
- F. Affiliate members together shall not comprise more than forty percent (40%) of the total member firms of ACEC/MA. Affiliate members may be subject to annual review and approval by the Board of Directors and membership may be terminated at the sole discretion of the Board of Directors, by affirmative vote of two-thirds of the Board of Directors present at a formal (quorum) meeting.
- G. A Non-Resident Member Firm shall meet all the criteria for Member Firm, except that the firm does not have an office in Massachusetts.
- H. A Non-Resident Affiliate Firm shall meet all the criteria for affiliate membership, except that the firm does not have an office in Massachusetts. This type of membership will be included in forty percent listed in Section 2, F.

### SECTION 3. APPLICATION FOR MEMBERSHIP

An application to become a Member firm, an Affiliate member, a Non-Resident member, or a Retired member shall be made on such application form as is from time to time prescribed by ACEC/MA. The application shall be submitted to the Membership Committee of ACEC/MA, which shall review the applicant and forward the application together with the Committee's recommendation to the Board of Directors. If an applicant is a subsidiary of a non-engineering firm, the application must include a written statement verifying the independence of the subsidiary in the practice of consulting engineering. An applicant shall become a Member firm only upon the affirmative vote of two-thirds of the Board of Directors present at a formal (quorum) meeting, and upon payment of an application fee as determined by the Board of Directors.

### SECTION 4. REPRESENTATIVES OF MEMBER FIRMS AND NON-RESIDENT MEMBER FIRMS

Each Member firm and each Non-Resident member firm shall designate one individual to serve as its official representative to ACEC/MA. The representative shall be a principal of the Member firm, or Non-Resident member firm.

### SECTION 5. REPRESENTATIVES OF AFFILIATE MEMBERS AND NON-RESIDENT AFFILIATE MEMBER FIRMS

Each Affiliate member firm and each Non-Resident Affiliate member firm shall be permitted up to two representatives to ACEC/MA. The representative may not serve as an ACEC/MA Officer or Director. The representative may serve as the chair or co-chair of a Committee or Task Force. The representative may attend and participate in all ACEC/MA activities. Affiliate member firm representatives shall serve without voting capacity, as an advisor only.

### SECTION 6. SEPARATION AND REINSTATEMENT OF MEMBERS

A Member firm, a Non-Resident member firm or an Affiliate member firm will automatically lose its 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 voting rights. A Member firm, a Non-Resident member firm, an Affiliate member firm and a Non-Resident Affiliate member firm shall not be entitled to any other rights or privileges of membership in ACEC/MA. If the Board of Directors determines that a

Member firm, a Non-Resident member firm, or an Affiliate Member Firm ceases to fulfill the qualifications for membership set forth in Section 2 of this Article, or if the 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, by a 2/3 vote of the Board of Directors at a formal (quorum) meeting, terminate the firm's membership in ACEC/MA.

If a firm rejoins within two years from the date membership was terminated, it shall be required to pay any dues owed at the time of termination and shall not be eligible for any new member incentive programs then in effect.

Disciplinary action may be instituted against Member firms, Non-Resident Member firms, or Affiliate member firms charged with violations of the The Council Professional and Ethical Conduct Guidelines adopted by ACEC/MA. Disciplinary action including separation and reinstatement shall be in accordance with the rules of Policy and Procedure of ACEC/MA. Actions shall be taken by a 2/3 vote of the Board of Directors at a formal (quorum) meeting.

#### SECTION 7. RETIRED MEMBERS

- A. An individual who was active in ACEC/MA for at least five (5) years and a Principal of a Member Firm that has been a Member Firm for at least ten (10) years can become a Retired Member of ACEC/MA without payment of dues. The individual must be fully retired from the Member Firm and not re-employed by another firm that is either a member or eligible to be a member. The Member Firm must be a member of ACEC/MA within one year of the applicant submitting their application for Retired Member.
- B. The individual shall make a request in writing for Retired Member status to the Membership Committee of ACEC/MA.
- C. A Retired Member, other than the Past President, shall not hold office or have a vote, but may be a chair, co-chair or be a member of a committee, or may be appointed or nominated by ACEC/MA to represent ACEC/MA on certain public Boards or Commissions.
- D. A Retired Member shall receive all ACEC/MA mailings and shall be eligible to participate in all ACEC/MA activities at Member firm rates.

### ARTICLE III BOARD OF DIRECTORS

#### SECTION 1. BOARD MEMBERSHIP

The Board of Directors of ACEC/MA shall consist of a President, a President-Elect, a Senior Vice-President, a Vice-President, a Secretary, a Treasurer, a Past President, a National Director, and nine Directors, all of whom shall be elected by the member firm representatives, or shall accede to office by virtue of the office held during the preceding year, in accordance with Section 3 of this article.

#### SECTION 2. NATIONAL DIRECTOR

The National Director shall serve a three-year term as a voting member of the ACEC/MA Board of Directors. The National Director is responsible for reporting relevant local issues to the The Council, and for reporting issues of national importance to the ACEC/MA Officers and Board of Directors. The National Director is responsible for reporting the progress of ACEC/MA donations to the national Political Action Committee (PAC). The National Director shall make every effort to attend the Fall and Annual Conferences of The Council, and serve as a representative of ACEC/MA at the annual Consulting Congress Day in Washington, DC. The President will appoint an alternate to the National Director in the event of a vacancy.

#### SECTION 3. ELECTION

Prior to each annual meeting, the slate of the Board of Directors (Article III, Section 1) shall be elected in accordance with the procedures set forth in Article VII of these Bylaws. In successive three-year cycles, three at-large Directors shall be elected the first, second and third years. 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. 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 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. The Senior Vice President will automatically accede to President-Elect in the year following his or her service as Senior Vice President. The Vice President shall accede to the Senior Vice President. Any vacancies can be elected by a 2/3 vote of the Board of Directors.

#### SECTION 4. TERMS OF OFFICE

The term of office shall be one year for President, President-Elect, Senior Vice President, Vice President, Secretary, Treasurer, and Past President, three years for National Director and three years for at-large Director.

#### SECTION 5. POWERS

The Board of Directors shall have full power to conduct the business of ACEC/MA except as limited by law, the Articles of Organization, or these Bylaws. The Board of Directors shall have full power to adopt rules of policy and procedure, which shall supplement the Bylaws and Articles of Organization of ACEC/MA.

#### SECTION 6. BOARD 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 concurrent 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 (nine) of its members. A quorum is necessary to hold a duly constituted meeting of the Board of Directors.

#### 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, the Articles of Organization, or these Bylaws.

#### SECTION 9. PARLIAMENTARY PROCEDURE

All proceedings and meetings of the Board of Directors shall be conducted under and pursuant to Robert's Rules of Order, except as may be otherwise provided by these Bylaws. Robert's Rules of Order may be waived by the presiding officer if no objection is voiced.

#### SECTION 10. PUBLICATION OF MINUTES

The Secretary shall be responsible for recording (or having someone else record) minutes of each meeting of the Board of Directors and for distributing (or having someone else distribute) copies to all members of the Board of Directors prior to the date of the next meeting.

#### 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 a Deputy Executive Director. The duties, responsibilities, and authority of the professional staff shall 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 such as The Engineering Center Education Trust (TECET) for services.

#### SECTION 12. REMOVAL OF BOARD MEMBERS

A Director or Officer may be removed 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 removal may include, but not be limited to, failure to attend three consecutive Board

meetings, unethical conduct, and termination of membership in ACEC/MA by the firm that employs the Director or Officer.

#### SECTION 13. INDEMNIFICATION

ACEC/MA shall, defend, indemnify and hold harmless all of its current or former Officers, Directors, staff, 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, 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 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 IV OFFICERS

#### SECTION 1. OFFICERS

The Officers of ACEC/MA shall be a President, President-Elect, Past President, Senior Vice President, Vice President, Secretary, and Treasurer, who each shall be elected (or who shall accede to office by virtue of the office that they held during the preceding year) in accordance with the terms of Article VII of these Bylaws.

#### SECTION 2. PRESIDENT

The President shall preside at meetings of ACEC/MA and of the Board of Directors, shall supervise all ACEC/MA activities and affairs, shall appoint the Chair of each committee, and shall be an *ex officio* member of each committee except as otherwise provided for in these Bylaws.

#### SECTION 3. PRESIDENT-ELECT

The President-Elect shall assume the President's duties in the latter's absence or in the event that the President should become incapacitated, and shall appoint one member to each committee. If both the President and President-Elect should be unavailable for service, the Board of Directors may appoint an Acting President from among its members. The President-Elect shall be Chair of the Government Affairs Committee.

#### SECTION 4. VICE PRESIDENTS

The Vice Presidents shall carry out such duties as are assigned by the President. The Vice President who is next in line to become President-Elect shall be the Senior Vice President. The Senior Vice President shall be the Vice Chair of the Government Affairs Committee.

#### SECTION 5. SECRETARY

The Secretary shall be responsible for performing (or having someone else perform) all the usual duties of a secretary, including making and filing an accurate record of all official meetings of the Board of Directors; maintaining an accurate list of members; mailing notices of all meetings, elections, and balloting; and preparing an agenda and making arrangements for meetings. The Secretary shall also have full voting rights of a Director.

#### SECTION 6. TREASURER

The Treasurer shall be responsible for performing (or having someone else perform) all the usual duties of a treasurer, including receiving and disbursing all funds of ACEC/MA; keeping all funds on deposit in an institution approved by the Board of Directors; keeping an accurate account of all funds, expenditures, and receipts; and submitting an annual report to ACEC/MA prior to the annual meeting and at such times as requested by the Board of Directors or by a majority of the membership. The Treasurer shall obtain approval of the Board of Directors before payment of bills for items or amounts not specified in the approved annual budget. The Treasurer shall sign all checks, or in the Treasurer's absence, the President shall sign the checks. The Treasurer shall also have full voting rights of a Director.

#### SECTION 7. PAST PRESIDENT

The Past President shall carry out such duties as are assigned by the President. The Past President shall also have full voting rights of a Director.

ARTICLE V  
MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING

The annual meeting of ACEC/MA shall be held not later than June 30 of each calendar year unless otherwise determined by the Board of Directors, but in no event not later than July 31.

SECTION 2. SPECIAL MEETINGS

Special meetings may be called by the President or by a majority of the members of the Board of Directors.

SECTION 3. NOTICE OF MEETINGS

All Member firms, Non-Resident member firms, and Affiliate member firms shall be notified by mail, email or website posting by the Secretary, or someone designated by the Secretary, two weeks prior to each meeting. Such notice shall include the place, day, and hour of the meeting, and a brief description of the business to be transacted.

SECTION 4. PARLIAMENTARY PROCEDURE

All proceedings and meetings of the ACEC/MA shall be conducted under and pursuant to Robert's Rules of Order.

SECTION 5. QUORUM

A majority of ACEC/MA Member firm representatives attending a membership meeting or participating in a mail/email ballot shall constitute a quorum for the transaction of business.

SECTION 6. VOTING

Except as otherwise provided by law or by these Bylaws, all questions shall be determined by a majority of the votes cast. Each Member firm shall be entitled to one vote.

ARTICLE VI  
COMMITTEES

SECTION 1. STANDING COMMITTEES

The standing committees of ACEC/MA may include: Executive, Membership, Nominating and Finance.

The standing committees are the permanent committees of ACEC/MA. Special committees and task forces may be appointed by the President. Each committee shall consist of at least three individuals. The President shall appoint the Chair and Co-Chair of each committee.

SECTION 2. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, President-Elect, Senior Vice President, Vice President, Treasurer, and Past President. It shall be responsible for carrying on routine business of ACEC/MA between meetings of the Board of Directors. Individual members of the Executive Committee, as assigned by the President, shall act as liaison between all standing committees and the Board of Directors.

SECTION 3. MEMBERSHIP COMMITTEE

The Membership Committee shall be responsible for increasing membership and for retaining members in ACEC/MA. It shall review all applications for membership and make recommendations to the Board of Directors for action.

SECTION 4. NOMINATING COMMITTEE

The Nominating Committee shall consist of the President, Past President, and President-Elect. The Past President shall serve as Chair. In January of each year, the Chair shall convene the Committee to prepare a slate of one candidate each for the positions of President-Elect, Senior Vice President, Vice President, Secretary, Treasurer, and three Directors.

SECTION 5. FINANCE COMMITTEE

The Finance Committee shall consist of the Past President, the Treasurer and one member of the Board appointed by the President. The Past President shall be the Chair of the Finance Committee. The Finance Committee shall recommend at the June Board meeting an independent auditor who must be approved by the Board. The Finance Committee shall supervise the conduct of the annual financial review. The Finance Committee shall also supervise the audit of the financial statement for the previous year by an outside auditor at least once every five (5) years unless otherwise approved by the Board of Directors. The Chair shall present the results of the audit at the September meeting of the Board in the year of the audit.

On an annual basis, the Finance Committee shall review the ACEC/MA Investment Policy and make recommendations to the Board of Directors as to whether the policy should be revised. The Finance Committee shall make recommendations to the Board of Directors for long and short term investments, in accordance with the Investment Policy.

#### SECTION 6. GOVERNMENT AFFAIRS COMMITTEE

The Government Affairs Committee shall monitor legislative or regulatory actions at the local, state, and federal level, and shall recommend appropriate action to the Board of Directors or, if time is of the essence, to the Executive Committee. The committee shall be chaired by the President-Elect.

### ARTICLE VII ELECTIONS AND BALLOTING

#### SECTION 1. NOMINATING COMMITTEE

In addition to preparing the annual slate as described in Article VI, Section 4, the Nominating Committee shall also nominate a candidate for the position of National Director every three years. If there is a vacancy in the position of President-Elect, the Committee shall also nominate a candidate for President. Nominations shall be sent to the Secretary no later than April 15. The Nominating Committee shall be responsible for making nominations to fill vacancies that may occur between annual elections.

#### SECTION 2. BALLOTING FOR OFFICERS AND DIRECTORS

The Nominating Committee must approve the slate of nominees before it is submitted to the Member firms' representatives. The Secretary shall send (or have someone else send) to the Member firms' representatives, not later than April 30, the slate of nominees and a ballot to be cast by mail/email. The ballot shall provide for voting for candidates other than those nominated by the Nominating Committee. Ballots must be returned no later May 30. Candidates for the Board positions shall receive an affirmative majority vote of the ballots received by May 30.

#### SECTION 3. NO MULTIPLE OFFICES

The Directors shall not be eligible to hold any office provided for in Article IV, Section 1, and the officers provided for in Article IV, Section 1 shall not be eligible to hold office as a Director. No more than one representative from a member firm shall serve at any one time as Officer or Director.

#### SECTION 4. ELIGIBILITY FOR OFFICE

Only principals of member firms in good standing as defined in Article II, Section 5, shall be eligible to hold office as an Officer or Director of ACEC/MA.

#### SECTION 5. VACANCIES

Vacancies on the Board of Directors shall be filled by an election held as soon as practicable after the vacancy occurs. Nomination to fill a vacancy shall follow the same general procedure as prescribed in this article. 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 6. BALLOTING FOR MATTERS OTHER THAN ELECTIONS

Mail/facsimile/email ballots may be used for voting on assessments, and other matters deemed necessary by the Board of Directors.

### ARTICLE VIII



## AMENDMENTS

### SECTION 1. PROCEDURE

- A. Amendments. These Bylaws may be amended by the following procedures:
1. Initiation of Amendments. Amendments may be initiated by any of the following:
    - a. petition, signed by at least ten members of the Board of Directors;
    - b. an affirmative majority vote of the total eligible voting power cast by the Board of Directors at any meeting or by mail ballot;
    - c. an affirmative majority vote of the total eligible voting power cast by the Executive Committee; or
    - d. a petition of 20% or more Member firms.
  2. Review. Any proposed amendment shall be reviewed by the Executive Committee which shall refer it with its recommendation to ACEC/MA Secretary or designee which in turn shall prepare a Draft Amendment for approval by the initiators and subsequent voting on by the Board of Directors.
  3. Notice. The Secretary shall send a copy of the proposed amendment to each member of the Board of Directors at least thirty (30) days prior to the next Board meeting.
  4. Vote. Amendments to the Bylaws shall require an affirmative two thirds vote of the Board of Directors, and shall become effective immediately following an approval vote unless stated otherwise in the amendment.
  5. Mail/facsimile/email Vote. If it is deemed necessary by the Board of Directors, a mail/facsimile/email ballot to the member firms' representatives may be used for voting on amendments, if the other requirements as set forth above are met. If email is the chosen method of vote, the resultant vote shall be presented at the next formal meeting of the Board for ratification.

## ARTICLE IX

### EFFECTIVE DATE AND ORIGINAL ORGANIZATION

#### SECTION 1. EFFECTIVE DATE

The Bylaws, and any amendments thereof, shall become effective immediately upon the affirmative vote of the Board of Directors.

#### 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.

## ARTICLE X

### FISCAL YEAR, BUDGET, DUES, AND ASSESSMENTS

#### SECTION 1. FISCAL YEAR

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

#### SECTION 2. BUDGET

The Treasurer and President-Elect shall prepare a proposed budget and submit it to the Board of Directors for approval. Budget approval, shall occur upon the affirmative vote of two-thirds of the members of the Board of Directors present and voting at a duly constituted meeting of the Board.

#### SECTION 3. DUES

- A. Annual Dues: The dues for Member firms, Non-Resident member firms, and Affiliate members shall be determined annually by the Board of Directors. Apportionment of the dues shall be determined by schedule adopted by affirmative vote of three-quarters of the members of the Board of Directors present and voting at a duly constituted meeting of the Board. Dues for new members

shall be pro-rated on a quarterly basis starting with the quarter commencing next after the date of approval of the application for membership.

Dues notices shall be mailed to all Member firms, Non-Resident member firms, and Affiliate members by the Treasurer within thirty (30) days after adoption of the dues schedule.

Dues shall be payable within ninety (90) days after the date of the dues notice. Extension of payments can only be approved by the Board of Directors. Nonpayment of dues after two (2) written notices will result in loss of membership.

B. Member Firm Dues Adjustments. Adjustments for reduced dues payments to reflect changes in a member firm's dues shall only be granted based upon the establishment of a "hardship" in accordance with the following requirements:

1. A request for said "hardship" consideration shall be submitted by the member firm to ACEC/MA. This request shall include a written statement explaining the reason for the requested adjustment. The request shall be reviewed by the Executive Committee of ACEC/MA who shall recommend to the ACEC/MA Board of Directors that the request be approved or denied. Upon a majority vote of the ACEC/MA Board of Directors that the request is approved, ACEC/MA shall forward the request to The Council, along with their written recommendation and the quarterly dues payment, for final review and disposition.
2. Said "hardship" test may take into account such situations as: the death or disability of a key principal, the dissolution or break-up of a member firm, the sale of a portion of the firm, significant reductions in personnel or revenues, or other similar circumstances deemed by ACEC/MA, and The Council Treasurer to warrant special consideration for dues reductions.
3. Dues adjustments based on "hardship" as submitted by a member firm, shall not be granted for more than the current and immediate previous calendar quarter, and in no case shall it reduce the dues paid by more than 50 percent from the dues owed in any given fiscal year.

#### SECTION 4. SPECIAL ASSESSMENTS

Special assessments may be levied from time-to-time in the same manner as dues, and must be approved by a 2/3 vote of the Board of Directors present at the meeting.

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