



**BYLAWS OF THE  
AMERICAN COUNCIL OF ENGINEERING COMPANIES, INC.**

**SAN ANTONIO CHAPTER**

(As revised by ACEC SA Board of Directors 3.20.23)

**PREAMBLE**

The name of this organization shall be the American Council of Engineering Companies – San Antonio (hereinafter referred to as the “Chapter” or “ACEC SA”). The American Council of Engineering Companies Texas, Inc., a non-profit corporation chartered by the State of Texas, will hereinafter be termed “ACEC Texas”. The Board of Directors referenced herein is the Chapter’s Board of Directors.

**OBJECTIVES**

- 1) The objectives of the Chapter shall be the same as those of ACEC Texas. They include advancing the practice of consulting engineering and land surveying, promoting private enterprise, protecting public welfare, and improving the economic status of professional engineers and land surveyors engaged in the practice of consulting engineering or land surveying in the State of Texas.
- 2) The geographical boundaries of the Chapter shall be Bexar County and contiguous counties.
- 3) The fiscal year for the Chapter is April 1 through March 31.
- 4) The headquarters of the Chapter shall be in San Antonio, Texas at a place designated by the Chapter’s Board of Directors.

## **BYLAWS**

### **ARTICLE I MEMBERSHIP**

SECTION 1. *GENERAL REQUIREMENTS.* To be eligible for membership in the Chapter, a firm must be a member of the American Council of Engineering Companies of Texas, Inc. (ACEC/TX) both the firm and the individuals representing the firm must meet the qualifications set forth in SECTIONS 2-3.

SECTION 2. *QUALIFICATIONS OF THE FIRM.*

- a) The firm shall have established offices in the State of Texas for the practice of consulting engineering or land surveying either as a sole proprietorship, a partnership, or a corporation.
- b) The firm shall derive its principal source of income from the practice of consulting engineering or land surveying and shall not have any commercial affiliation or alliances which would create a conflict of interest with the practice of consulting engineering or land surveying.
- c) The firm shall have established a reputation for ethical conduct, integrity and professional competence.
- d) The firm must be represented by at least one individual member. Requirements of the individual(s) are set forth in SECTION 3.

SECTION 3. *QUALIFICATIONS OF THE INDIVIDUAL(s).*

- a) The individual(s) must be an engineering or surveying representative of the firm which qualifies for and has been admitted to membership in ACEC Texas and the Chapter as provided in SECTION 2.
- b) The individual(s) must be registered and in good standing as a professional engineer or land surveyor in the State of Texas. The member firm may select an individual member to represent the firm who is not a registered professional engineer or land surveyor but who is an owner, partner, key decision maker, or an officer of the firm.
- c) The individual(s) shall have an established reputation for ethical conduct, integrity and professional competence, and be of sound moral character.
- d) The individual(s) must be either the owner, a partner, key decision maker, or officer of the firm.

SECTION 4. *VOTING*. Only member firms shall be entitled to vote. Each member firm shall be entitled to one vote.

SECTION 5. *DISCIPLINARY ACTION*. A member firm may be subject to censure, suspension of membership for a stated period, or expulsion for violation of the Chapter's Bylaws.

## **ARTICLE II FEES, DUES, AND ASSESSMENTS**

SECTION 1. *DUES*. All member dues policies shall be determined and administered by ACEC Texas. Chapter activity fees shall be determined by the Chapter.

SECTION 2. *SPECIAL ASSESSMENTS*. Special assessments in specific amounts and for specific purposes may be made by the Board from time to time as necessary and upon approval of a majority of the Board of Directors.

## **ARTICLE III OFFICERS, DIRECTORS, AND THEIR ELECTION**

SECTION 1. *OFFICERS*. The elected officers shall consist of Chair, Chair-Elect, and Secretary/Treasurer. Only members in good standing of the Chapter shall be able to hold office. Elected officers will be limited to one person per firm in any one year. The Chair may appoint one member-at-large to serve for at least the year of his/her term. The member-at-large will serve no more than two consecutive years. Officers shall serve without compensation.

SECTION 2. *DIRECTORS*. The elected officers, Immediate Past Chair, Chairpersons of Standing Committees, Chairperson of Local Advocacy Committee (LAC), member-at-large, and state board directors representing the San Antonio area shall constitute a Board of Directors and shall all be voting members. A majority of the Board of Directors shall constitute a quorum.

SECTION 3. *QUALIFICATIONS OF OFFICERS AND DIRECTORS*. Qualifications for nomination and participation on the Board of Directors of the Chapter are as follows:

- a) The Chair shall strive to appoint representatives from a range of engineering disciplines.
- b) The Chair-Elect should have had a minimum of one year of service as a member of the Board of Directors during any prior year.
- c) The individual must be a designated representative of a firm which qualifies for and has been admitted to membership in the Chapter.
- d) The individual shall have an established reputation for ethical conduct, integrity, and professional competence, and be of sound moral character.
- e) The individual must be an owner, partner, manager, officer, or director of the member firm which they represent.
- f) The individual should serve/have served on a Chapter committee(s).
- g) The individual should be a regular attendee of Chapter meetings and special functions.

SECTION 4. *ELECTION OF OFFICERS AND DIRECTORS.* All officers shall be nominated by a Nominating Committee as provided for in the Bylaws, Article IV, Section 1, and shall be elected by a vote of Chapter members, as provided for in the Bylaws, Article IV.

SECTION 5. *TERM OF OFFICE.* The term of office of the Chair, Chair-Elect and Secretary/Treasurer shall be one year. The Chair-Elect shall advance to the office of Chair at the end of their term as Chair-Elect. The terms of all officers shall begin with the business meeting at the Chapter's annual meeting in April and shall continue for a period of one year or until a successor is duly elected or appointed.

SECTION 6. *STANDING COMMITTEES.* Committee chairpersons shall appoint a vice-chair to follow in their position. Vice-chairs are non-voting members of the board, unless serving in the absence of the chair. The chairpersons shall be limited to a two-year term for each committee on which they serve, unless approved by Board Chair and Chair-Elect. The Chair shall strive to have no more than two members of the same firm as members serving on the Board of Directors at any one time.

SECTION 7. *VACANCIES.* A vacancy in the office of the Chair shall be filled by the Chair-Elect, who will hold both offices until the next regular election. Simultaneous vacancies in the Offices of Chair and Chair-Elect shall be filled by a special election by the Chapter of one Member to fill both Offices for the unexpired term, which Member will then continue as Chair for the succeeding term. Other officer vacancies shall be filled for the unexpired terms by appointment of the Board of Directors.

SECTION 8. *SUCCESSION.* The Chair and Chair-Elect shall not be eligible to succeed themselves, except when they are filling out an unexpired term.

## **ARTICLE IV NOMINATION FOR ELECTION OF OFFICERS**

SECTION 1. *NOMINATING COMMITTEE.*

- a) There shall be a Nominating Committee consisting of at least three (3) and no more than five (5) members appointed in January by the Chair with the approval of the Board of Directors. The Nominating Committee shall consist of at least the Chair-Elect, one current board member, and one member-at-large who does not serve on the current board. The member-at-large shall be excluded from serving on the board of directors for which they are nominating. Additional members of the nominating committee may include Chapter members who have served on the Board of Directors in prior years, excluding those on the current Board of Directors.
- b) The Nominating Committee shall select a list of officers for the Official Ballot containing the names of Chair, Chair-Elect and Secretary/Treasurer. This list of official nominees shall be reported to the current Chair by the regularly scheduled February Board meeting, at which time the Board will be asked to approve the nominees.

## SECTION 2. *NOMINATIONS AND ELECTION.*

- a) The Secretary/Treasurer and/or the Executive Director shall be instructed to deliver the Board-approved list of official nominees to each member of the Chapter after the February Board meeting and will include a statement allowing for nominations from the floor before the call for the vote. Nominees will also be presented verbally at the February Chapter meeting.
- b) The Chair will specify a time during the March Chapter meeting so that nominations can be presented, nominations may be made from the floor and seconded, candidates may speak, and nominations can be discussed privately by the members that are in the attendance.
- c) The election may be conducted by voice vote or e-mail. A written vote shall be conducted if requested by at least one-third of member firms present. There may only be one vote per member firm.
- d) If an e-mail vote request has been made prior to the meeting, the vote tally will be available at the meeting in the hands of the Secretary/Treasurer and/or Executive Director and will be included in the final voting results. Paper ballots will be available at the meeting. The firm name will be required on the ballot to verify no duplications.
- e) In the event of a written vote at the meeting, the Secretary/Treasurer shall prepare ballots, distribute them, collect them after action by the voters, and deliver them to the Chair. The Chair and Treasurer shall canvass the votes and report the results at the meeting. Winners will be determined by a majority vote of member firms voting, including proxies.

## **ARTICLE V BOARD OF DIRECTORS**

SECTION 1. *POWERS OF THE BOARD OF DIRECTORS.* The Board of Directors is hereby vested with the authority necessary for the general administration and management of the affairs and property of the Chapter subject to the Bylaws, and in consultation with ACEC Texas.

SECTION 2. *BOARD MEETINGS.* The Board of Directors should meet at times deemed appropriate by the Chair to determine goals and objectives for the year and to consider progress in attaining these goals. The Board shall also consider other matters requiring their attention.

SECTION 3. *CHAPTER MEETINGS.* The regular meeting date of the Chapter shall be monthly when possible and shall be established by the Board of Directors. Meetings may be held virtually or in person, at the discretion of the Board of Directors.

#### SECTION 4. *EXECUTIVE DIRECTOR/SUPPORT STAFF.*

- a) An Executive Director and any support staff appointed by the Board shall be an employee or contractor of ACEC Texas. All employment contracts or other contracts must be executed by the ACEC Texas President. Hiring, termination, performance reviews, and related discussions pertaining to the Executive Director and any support staff are the joint responsibility of the ACEC Texas President and the Chapter Board.
- b) The salary and expenses for the Executive Director and any support staff shall be agreed upon by contract with the Chapter Board and the ACEC Texas President.
- c) The employment of the Executive Director and any support staff will be subject to the ACEC Texas Personnel Policy, which governs holidays, sick leave, sexual harassment, and other related employment policies.

### **ARTICLE VI POWERS AND DUTIES OF OFFICERS AND CHAIR**

SECTION 1. *POWERS OF THE CHAIR.* The Chair shall preside over all meetings of the membership and the Board of Directors. The Chair shall appoint all ad-hoc committees as directed by action of the Board of Directors. The Chair shall exercise general supervision over all of the affairs of the Chapter. The Chair shall be a member ex officio of all committees but shall not be counted in determining the presence of a quorum for the transaction of business by any committee. The Chair is responsible for appointing Committee Chairpersons, task and standing, in accordance with the Rules of Operation, and may serve as an ex-officio member of all committees of the Chapter. The Chair is responsible for appointing a member-at-large, whose duties he/she may assign on a yearly basis.

SECTION 2. *POWERS OF THE CHAIR-ELECT.* In the absence or disability of the Chair, the Chair-Elect shall serve in the Chair's stead. The Chair-Elect shall perform such organizational and administrative duties as assigned to the Chair-Elect by the Chair. The Chair-Elect shall serve as Chairperson of the Membership Committee.

SECTION 3. *DUTIES OF THE SECRETARY/TREASURER.* Arrange for complete minutes and records of all proceedings at the Board meetings. The Secretary/Treasurer shall exercise general supervision over the records and files and management of the finances of the Chapter and shall perform such other duties appertaining to the office of Secretary/Treasurer as may be assigned to by the Directors. The Secretary/Treasurer is also responsible for working with the Executive Director to develop a budget for the upcoming fiscal year.

SECTION 4. *DUTIES OF THE IMMEDIATE PAST CHAIR.* The Immediate Past Chair shall attend all meetings of the Board of Directors. The Immediate Past Chair shall participate in Chapter business with an intent to provide continuity from year to year.

## ARTICLE VII COMMITTEES

SECTION 1. *APPOINTMENT.* Appointments to the Standing Committees, Local Advocacy Committee, and Task/Ad-Hoc Committee shall be made as necessary by the Chair subject to the approval of the Board of Directors.

SECTION 2. *DUTIES.* The duties of the Committees and terms and conditions of Committee membership shall be outlined as adopted by the Board of Directors.

SECTION 3. *STANDING COMMITTEES.* Standing Committees shall be those concerned with those matters of continuing interest to the Chapter and will continue to function each year. Standing Committee Chairpersons will also serve on the Board of Directors. Duties of the Standing Committees shall be to represent the interests of consulting engineers with client groups, such as local government agencies; to establish and maintain a continuing dialogue with officials of City, County, State and other public agencies concerning their policies affecting consulting engineers; to initiate appropriate action of the Chapter when a response is needed to public agency activities or requests; and, to arrange for programs at monthly Chapter meetings at the request of the Board on topics related to client affairs. Specific committees relating to each client may be created by the Board as required.

They shall consist of, but not be limited to, the following:

- 1) City of San Antonio/Consultants Committee (CECC).
- 2) County Liaison Committee.
- 3) Land Development Committee.
- 4) Transportation Committee.
- 5) Water Committee.

SECTION 4. *LOCAL ADVOCACY COMMITTEE.* The Local Advocacy Committee (LAC) shall participate in the development and monitoring of public policies in the San Antonio/Bexar County area that have a direct impact on Chapter member firms. The Committee will review its rules and procedures annually to include operations, budget, membership fees, and a strategy for meetings/events with public and elected officials. The LAC Chairperson will also serve on the Board of Directors.

SECTION 5. *TASK/AD-HOC COMMITTEES.* The Task/Ad-Hoc Committee shall be those which are concerned with the execution of a specific task. These committees shall function with a constant membership, except for necessary replacements, until the task is completed, and the committee discharged.

SECTION 6. *ADDITIONAL COMMITTEES.* Additional Standing Committees of the Chapter shall consist of but not be limited to, the following:

- 1) Membership Committee. Duties shall be the promotion of increased Chapter membership and attendance at meetings. The Chair-Elect shall serve as chairperson of this committee.
- 2) Nominating Committee. Appointed by the Chapter Chair, the Nominating Committee shall consist of members as stated in the Chapter's Bylaws. The Committee shall evaluate and examine qualified nominees for the Board of Directors and submit its final selection to the Board of Directors no later than the scheduled February Board meeting of the current fiscal term, in accordance with Article IV, Section 1.

## **ARTICLE VIII DUTIES OF THE EXECUTIVE DIRECTOR**

The duties of the Executive Director shall be determined by a job description as established by the Board of Directors. The Executive Director will also coordinate with ACEC Texas.

## **ARTICLE IX AMENDMENTS TO BYLAWS**

SECTION 1. Amendments may be initiated by the Board of Directors. The Secretary/Treasurer or Executive Director shall have mailed, e-mailed, or hand delivered a copy of such proposed amendment to members of the Board of Directors at least two weeks in advance of the meeting at which action thereon is to be taken. Any approved amendments to chapter bylaws must be approved by the ACEC Texas Board of Directors.

SECTION 2. Upon the receipt of a petition for a change in the Bylaws which has been signed by any ten (10) member firm representatives of the Chapter (per ACEC Texas Bylaws), the Board of Directors shall act promptly on the petition by submission of a letter ballot referendum to the members. The proposed amendment, together with printed and/or email ballots, shall be sent to all member firms of the Chapter eligible to vote at least two weeks in advance of a time specified by the Board of Directors for the counting of the ballots. Ballots may be e-mailed, mailed, or hand delivered. The proposed amendment must receive an affirmative vote of at least two-thirds of the number of member firms voting. All Chapter elections, including board action, bylaw amendments, officers, and special elections, will allow voting by voice, proxy, e-mail, or paper ballot as directed by the Chapter Chair.

## **ARTICLE X OTHER PROVISIONS**

SECTION 1. No part of the assets of the Chapter shall inure to the benefits of any private individual and no part of the activities of the Chapter shall be for the purpose of carrying on a personal propaganda or agenda.

SECTION 2. The Chapter may evaluate issues, programs, and political candidates and pursue those issues which have a direct or indirect impact on the interests of Chapter member firms.

SECTION 3. Upon the dissolution of the Chapter, the assets remaining are the property of ACEC Texas. The Executive Director shall maintain an inventory list of assets and share annually with the Director of Accounts for ACEC Texas.

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