

**American Council of Engineering Companies
of North Carolina**

Constitution

April, 2007 (Revised January, 2015)

ARTICLE I: NAME, PURPOSE, AND LOCATION

SECTION A: NAME - The name of this organization shall be the American Council of Engineering Companies of North Carolina, hereinafter referred to as the COUNCIL. This organization is affiliated with the American Council of Engineering Companies, hereinafter referred to as ACEC, headquartered in Washington, D.C.

SECTION B: PURPOSE - The purpose of this COUNCIL is to promote the business interests of engineering companies by providing legislative advocacy and business services.

SECTION C: LOCATION - The head-quarters of this COUNCIL shall be in the State of North Carolina at a location designated by the Board of Directors.

ARTICLE II: MEMBERSHIP

SECTION A: LEVELS AND PROCEDURES - There shall be membership levels and procedures for admission and separation as set forth in the Bylaws of the Constitution.

ARTICLE III: GOVERNMENT OF THE COUNCIL

SECTION A: OFFICERS AND DIRECTORS - Officers in the COUNCIL shall consist of a President, President-elect, Vice President, Secretary/Treasurer, and National Director. Directors in the COUNCIL shall consist of six representatives from Members of the COUNCIL. Their qualifications, terms of office, and duties shall be as hereinafter stated. Each Officer and Director is empowered by, and subject to, the authority of the Board of Directors.

SECTION B: BOARD OF DIRECTORS - The Board of Directors shall be composed of the elected Officers and Directors of the COUNCIL. As a body, it shall establish, guide and direct the policy of the COUNCIL and shall make decisions and act as spokesperson for the COUNCIL. The Executive Director shall be an ex-officio member of the Board of Directors.

SECTION C: EXECUTIVE COMMITTEE - The Executive Committee shall be composed of the President, President-elect, Vice President, Secretary/Treasurer, and National Director. The Executive Committee shall have immediate supervision of the financial affairs of the Council and shall advise the Board of Directors on financial matters. Between meetings of the Board of Directors, the Executive Committee shall exercise full powers of the Board of Directors in matters, which in the judgment of the Executive Committee, must be acted on before the next regular meeting of the Board of Directors. All actions taken by the Executive Committee shall be in accordance with the general policies of the Board of Directors and shall be reported to the Board of Directors. The Executive Director shall be an ex-officio member of the Executive Committee.

SECTION D: NOMINATIONS - At a regular Board of Directors meeting, no less than six months prior to the start of the next administrative year, the President shall appoint a Nominating Committee. The Nominating Committee shall be composed of the current National Director, the immediate past president, and the previous past president; all who will be voting members; and as ex-officio members, the current President-elect and current President. The Executive Director will act in an advisory capacity to the Nominating Committee.

No later than January 5, a call for nominations will be sent to each Member of the Council, hereinafter referred to as Member, with nominations to be returned within (thirty) 30 days of the request. Nominations will be taken into consideration by the Nominating Committee in making recommendations to the Board of Directors. Each nomination made shall be accompanied by a written statement from the nominee declaring consent and willingness to serve in the office for which he/she is nominated.

The Nominating Committee shall submit a slate of proposed Officer and Board of Director nominees to the current Board of Directors for approval. Elections of the candidates will be by electronic ballot notification to each Member no less than (ninety) 90 days prior to the start of the next administrative year with ballots returned to the COUNCIL office no less than sixty (60) days prior to the start of the administrative year. Candidates receiving the highest number of votes cast shall be elected.

The Board of Directors will notify each Member, by electronic communication, the results of the election no less than thirty (30) days prior to the start of the next administrative year.

SECTION E: QUALIFICATIONS - No Member shall have more than one representative serving on the Board of Directors at one time. Qualifications for Officers and Directors of the COUNCIL shall be as provided in the Bylaws of the Constitution.

SECTION F: POLICIES AND PROCEDURES – The Board of Directors shall, as necessary, establish rules of Policies and Procedures for the governance of the COUNCIL. The Policies and Procedures established shall be consistent with the provisions of this Constitution and the Bylaws of the Constitution.

SECTION G: TERMS FOR DIRECTORS AND OFFICERS

1. Directors – There shall be six elected directors serving on the Board of Directors. Three directors shall be elected each year to serve a term of two years.
2. Officers – The National Director, President and President-elect shall be successive offices, requiring a three-year term beginning with the office of President-elect. The Vice President and Secretary/Treasurer shall each be elected for a term of one year.
3. Succession – If the President should leave office during his/her term, the President-elect will become President and the Vice President will become President-elect. If the President-elect should leave office during his/her term, the Vice President will become President-elect. If the National Director, any other elected Officer or Director should leave office during his/her term, the President, with the concurrence of the remaining members of the Executive Committee, shall appoint a replacement to serve the remainder of the term.

Officers and Directors of the COUNCIL shall assume their duties on the first day of the fiscal/administrative year and shall hold their offices until their respective successors assume such duties.

SECTION H: DUTIES OF DIRECTORS AND OFFICERS

1. The President is the chief elected officer of the COUNCIL and has the responsibility for the general management of its affair and shall preside over all meetings of the COUNCIL, the Board of Directors and of the Executive Committee; assign administration responsibility for committees to other members of the Board of Directors and be an ex-officio member of all committees. The President shall serve as alternate National Director at meetings of ACEC. The President will succeed to the office of National Director at the end of his/her term.
2. The President-elect shall prepare for the next year as President, carry out duties as assigned by the President and will succeed to the office of President at the end of his/her term.

The President-elect shall preside at COUNCIL meetings where the President is absent.

3. The Vice President shall carry out those duties assigned by the President and shall preside over all meetings of the COUNCIL in the absence of the President and President-elect.
4. The Secretary/Treasurer is responsible for, and provides oversight of, all financial transactions of the COUNCIL. The Secretary/Treasurer shall maintain records and minutes of all meetings of the COUNCIL, the Board of Directors, and the Executive Committee. The Secretary/Treasurer shall maintain a roll of Members and their voting contact.
5. The National Director shall be the liaison between ACEC and the COUNCIL and shall represent the COUNCIL at all required meetings of ACEC. The National Director shall represent the COUNCIL and its interests as a member of the Board of Directors of ACEC.
6. Directors shall carry out those duties assigned by the President.

SECTION I: VOTING POWER - The voting power of the COUNCIL shall be vested solely in the Members of the COUNCIL as provided in the Bylaws of the Constitution.

