

AMERICAN COUNCIL OF ENGINEERING COMPANIES  
*of Colorado*

ARTICLES OF INCORPORATION  
AND  
BY-LAWS

2006

Revised 5/01  
Name Change 6/01  
Revised 4/05





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Revised 4/05

**ARTICLES OF INCORPORATION**  
**OF**  
**American Council of Engineering Companies of Colorado**

**KNOW ALL MEN BY THESE PRESENTS**, that we,  
RALPH W. BECKER 6630 East Hampden Avenue  
Denver, Colorado

FU HUA CHEN 2600 West 2nd Avenue  
Denver, Colorado

all of whom are of full age and citizens of the United States of America, do hereby associate ourselves together for the purpose of forming a non-profit corporation, under Article 24 of Chapter 31, 1963 Colorado Revised Statutes, as amended.

#### **ARTICLE I**

The name of the corporation shall be:

AMERICAN COUNCIL OF ENGINEERING COMPANIES OF COLORADO

#### **ARTICLE II**

The term for which the corporation shall exist shall be in perpetuity.

#### **ARTICLE III**

The location of the initial registered office of the corporation is 1421 Court Place, Denver, Colorado, and the name of the corporation's initial registered agent at such address is W. J. Shoemaker.

#### **ARTICLE IV**

The location of the principal office of the corporation shall be 899 Logan, St. 109, Denver, Colorado 80203.

#### **ARTICLE V**

The corporation is organized and shall be operated exclusively for the purpose of furthering the private practice of Consulting Engineering, the protection of the public safety and welfare, the furthering of satisfactory business relations of its members with their clients, the maintenance of a high professional standard, the interchange of business experience and the promotion of the cordial relations among its members.

#### **ARTICLE VI**

To effectuate this purpose and to carry out the functions designed to accomplish the purpose, the corporation shall have the following powers:

1. All those powers provided for nonprofit corporations by Article 24, Chapter 31, 1963 Colorado Revised Statutes, as amended.
2. To exercise any and all powers that may be conferred by law which may be necessary or appropriate to the purpose and functions mentioned.

#### **ARTICLE VII**

The business of the corporation shall be managed and conducted by a Board of Directors, the number, terms of office and manner of selection and powers, except as hereinafter provided, are to be determined by the By-Laws of the Corporation. The first Board of Directors, to serve until successor Directors shall be duly determined, appointed, and qualified are:

MICHAEL H. BARRETT	730 Kalamath Street Denver, Colorado 80204
RALPH W. BECKER	6630 East Hampden Avenue Denver, Colorado 80222
FU HUA CHEN	2600 West 2nd Avenue Denver, Colorado 80219
DAVID E. FLEMING	825 Equitable Building Denver, Colorado 80202
C. KENNETH KOLSTAD	P.O. Box 3128 Colorado Springs, Colorado
GEORGE L. KOONSMAN	3955 East Exposition Avenue Denver, Colorado 80209
MALCOLM R. MEURER	2901 West 19th Street Denver, Colorado 80204
JAMES D. McFALL	2160 South Clermont Street Denver, Colorado 80222
ORLEY O. PHILLIPS	910 Fifteenth Street, Suite 700 Denver, Colorado 80202
JAMES H. STEWART	214 North Howes Street Fort Collins, Colorado 80521
ALVIN D. SWANSON	1640 Boulder Street Denver, Colorado 80211
GEORGE L. WILLIAMS	321 1/2 South Tejon Street Colorado Springs, Colorado
KENNETH R. WRIGHT	2059 Bryant Street Denver, Colorado 80211

#### **ARTICLE VIII**

The officers of the Corporation, their manner of selection and powers, except as hereinafter provided, shall be determined by the Bylaws of the Corporation.

## **ARTICLE IX**

The Board of Directors shall have the following powers:

1. To make, amend, and repeal Bylaws of the Corporation, subject to an affirmative vote of not less than two-thirds of the membership.
2. To employ, or retain, on behalf of the Corporation, such persons in such capacities as it finds necessary to accomplish the purpose and function of the Corporation.
3. To exercise all the powers of the Corporation as set out in Article VI hereof.
4. To perform all the functions established by Article V hereof in an effort to accomplish the purpose of the Corporation.
5. To establish and approve the budget for the ensuing year.
6. To approve or disapprove the applications for membership.
7. To terminate or provide in the By-Laws for the termination of the membership of any member for willful violation of the Code of Ethics or for any other reason which may from time to time be established in the By-Laws, and to provide in such By-Laws proper procedures therefore.

The officers of the Corporation are authorized to execute all instruments and documents necessary and proper to carry out and implement the purposes and functions of the Corporation according to the powers and pursuant to the procedure established by the Bylaws.

## **ARTICLE X**

The Board of Directors shall not be liable for monetary damages to the Corporation for a breach of his or her fiduciary duty even if they are negligent except for the following:

1. Any breach in a director's duty of loyalty to the Corporation or its members.
2. Act of omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
3. Acts specified in Section C.R.S. 7-5-114.
4. Any other transaction for which the director derived an improper personal benefit.

No such benefit shall eliminate or limit the liability of a director to the Corporation or its members for monetary damages for any act or omission occurring prior to the date when such provision becomes effective.

## **ARTICLE XI**

The Corporation shall not issue capital stock at any time but may issue membership certificates to one or more classes of members as may be determined from time to time by its Bylaws. Voting rights and privileges shall be granted as designated by the Bylaws.

**ARTICLE XII**

No participating member, director or officer, as such, shall at any time receive or become entitled to receive any pecuniary profit from the Corporation; provided, however, that compensation may be paid for any services rendered to the Corporation by any member, director, officer, agent, or employee, or any other person or corporation pursuant to authorization by the Board of Directors.

Any assets remaining upon dissolution of the Corporation shall be divided equally among the current members of the Corporation.

**ARTICLE XIII**

These Articles of Incorporation, as permitted by the laws of the State of Colorado, may be amended at any time, and in any respect, except as expressly restricted or forbidden herein, by a vote of at least two-thirds of the total membership of the Board of Directors at any meeting called for the purpose of considering such proposed amendments.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as of the 3rd day of August, 1970.

Ralph W. Becker  
6630 East Hampden Avenue  
Denver, Colorado

Fu Hua Chen  
2600 West 2nd Avenue  
Denver, Colorado

STATE OF COLORADO            )  
  ss.  
CITY AND COUNTY OF DENVER)

Subscribed and sworn to before me this 3rd day of August, 1970.

Leslie Vandegrift  
Notary Public

NOTE: Articles of Incorporation were changed with the Secretary of State's office on February 8, 1994 to indicate new name: American Consulting Engineers Council of Colorado.

NOTE: Articles of Incorporation were amended with the Secretary of State's office on June 26, 2001 to indicate new name:  
American Council of Engineering Companies of Colorado.

# American Council of Engineering Companies of Colorado

## BY-LAWS

### ARTICLE I General

#### SECTION 1. Amendments to Bylaws

The Bylaws may be amended only by an affirmative vote of not less than two-thirds of the total members voting, by a ballot issued by the Secretary Treasurer.

#### SECTION 2. Removal of Officers

Any one or all elected officers may be removed at any time by an affirmative vote of not less than three-fourths of the total membership, by a letter ballot.

#### SECTION 3. Hiring of Professional Services

The Board of Directors may arrange for any professional and/or non-professional services it deems necessary for the conduct of the affairs of the corporation.

### ARTICLE II Government

#### SECTION 1. Board of Directors

A. The government of ACEC/Colorado shall be vested in the Board of Directors.

B. The Board of Directors shall consist of (order of rank):

1. President
2. Vice President
3. Secretary-Treasurer
4. Regular Directors (9)
  - a. Immediate Past President
  - b. Director of ACEC
  - c. Directors-at-Large (7)
    - 1) Four (4) shall have an office in ACEC/CO District 1, one (1) shall have an office in ACEC/CO District 2, one (1) shall have an office in ACEC/CO District 3 and one (1) shall have an office in ACEC/CO District 4. (ACEC/CO District boundaries are shown on the district map now a part of these Bylaws and dated 1983.) In the event a prospective nominee does not accept the nomination for a particular district, the Nominating Committee may select a nominee from any of the other districts at their discretion.

2) Any member of the corporation who is an officer of the ACEC shall also be a member of the Board of Directors of the ACEC/Colorado throughout the term as such officer and for one (1) year thereafter.

3) All Directors-at-Large shall be elected for two (2) years. Election shall be staggered as determined by the Board. As nearly as possible, half of the Directors shall be elected each year.

#### SECTION 2. Officers

1. The corporation shall have, commencing with the close of the old business at the Annual



Meeting, the following officers:

- a. President
- b. Vice President
- c. Secretary-Treasurer

- 1) Each year a Secretary-Treasurer shall be elected and in subsequent years move to the offices of Vice President and President.
2. The election of Secretary-Treasurer and directors shall be announced at the Annual Meeting each year.
3. No member may hold two (2) positions on the Board simultaneously.
4. In the event of the death or resignation of an officer the immediate Past President shall be appointed at the next regular or special meeting of the Board of Directors to fill the balance of the term, at which time the remaining officers shall move up and a Secretary-Treasurer shall be elected and other offices shall be filled by election.
5. In the event of the death or resignation of a director, a new director shall be appointed at the next regular meeting or special meeting of the Board of Directors to fill the vacancy until the next regular election.

### **SECTION 3. ACEC Representation**

1. The corporation shall be represented on the Board of ACEC by one (1) Director in accordance with the Constitutional provisions of the ACEC.
2. The Director shall be elected for a term of two (2) years, and shall be ineligible for re-election to successive terms in the same office.
3. The Alternate-Director shall be the President of the corporation. In the event the President is unable to serve, the Board of Directors shall appoint a member of the corporation.
4. The names of the Director and Alternate-Director shall be submitted to the Secretary of the ACEC at least thirty (30) days prior to the Annual Meeting of the ACEC.
5. The term of office for the Director and Alternate-Director shall coincide with the term designated by the ACEC.

## **ARTICLE III RESPONSIBILITIES AND DUTIES OF OFFICERS AND BOARD OF DIRECTORS**

### **SECTION 1. President**

- A. Shall preside at all meetings of the corporation and the Board of Directors.
- B. Shall be an ex-officio member of all committees.
- C. Appoints five (5) members of the Nominating Committee.
- D. Is responsible for the general operation of the corporation within the scope of the Articles of Incorporation and Bylaws.

E. Calls special meetings as required.

F. Shall serve as Alternate-Director to ACEC.

## **SECTION 2. Vice President**

A. The Vice President shall fulfill the duties of the President in the absence of the latter.

## **SECTION 3. Secretary-Treasurer**

### **A. RECORDS OF MEETINGS AND MEMBERSHIP**

1. Shall be responsible for an accurate record of all meetings of the corporation.
2. Shall be responsible for preserving the membership list and have charge of communications to members. Submit to the Board of Directors a list of delinquent members.
3. Shall reproduce the minutes of each Board meeting and distribute a copy to each member of the Board. In addition, a synopsis of Board actions should be published in the news bulletin.
4. Shall mail ballots for election of officers to all members at least twenty (20) days before the Annual Meeting. Only ballots returned to the Secretary-Treasurer within ten (10) days or more before the Annual Meeting shall be considered, such date to be specified on the ballots.
5. Unopened ballots shall be delivered to the Nominating Committee.
6. The Secretary-Treasurer shall inform the ACEC of the election results within thirty (30) days of the ACEC/CO election.

### **B. FINANCIAL RECORDS**

- 1) The Secretary-Treasurer shall be responsible for all fund and financial records of the corporation.
- 2) Shall be empowered to defray normal operating expenses of the corporation from corporation funds. Checks for over \$200 shall be signed by any two of the following: Secretary-Treasurer, President or the Executive Director. The latter shall be bonded. Checks for under \$200 require only one of the above signatures.
- 3) Shall prepare an annual financial statement for the year July 1 through June 30, and submit it to the Auditing Committee by July 20. Shall present the annual financial statement, and the Auditing Committee shall present it's report at the September meeting of the Board of Directors.
- 4) Serve on the Budget Committee, which will submit its proposed budget for the ensuing year at the June meeting of the Board of Directors or at another meeting of the Board designated for that purpose.

## **SECTION 4. Board of Directors**

A. Shall be responsible for the government of this corporation.

B. Shall act on the membership status as outlined in the Articles of Incorporation and Bylaws.

- C. Shall be responsible for establishing and approving the budget for the ensuing year.
- D. Shall have final action on all appeals of any member of the corporation.
- E. Shall call special meetings as required.
- F. Shall arrange for hiring of professional or non-professional services as required.

## **ARTICLE IV INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each director and officer of this corporation, and each person who shall serve at its request as a director or officer of another corporation in which this corporation is a creditor, whether or not then in office, and the personal representatives, shall be indemnified by the corporation against all costs and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they may be involved or to which they may be made a party by reason of their being or having been such director or officer, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the corporation is advised in writing by its counsel that in their opinion the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive or other right to which they may be entitled as a matter of law or by agreement.

## **ARTICLE V ELECTION OF OFFICERS AND DIRECTORS**

### **SECTION 1. Nominating Committee**

#### **A. STRUCTURE**

The Nominating Committee shall consist of seven (7) members as follows:

1. Immediate Past President, Chairman.
2. Vice President.
3. Five (5) members-at-large appointed by the President and approved by the Board of Directors.
  - a. "Two (2) shall have an office in ACEC/CO District 1, one (1) shall have an office in ACEC/CO District 2, one (1) shall have an office in ACEC/CO District 3, and one (1) shall have an office in ACEC/CO District 4."

#### **B. DUTIES**

1. Provide one (1) nomination for each office needing to be filled. No member of the

Nominating Committee shall be eligible for nomination by the Committee.

2. Report the names of the nominees to the Secretary-Treasurer thirty (30) days prior to the election of officers.
3. Receive unopened ballots from the Secretary-Treasurer.
4. Open and tally ballots and transmit names of the elected officers, or other balloting results to the Secretary-Treasurer for release at the Annual Meeting.

## **SECTION 2. Nominees**

- A. Nominations shall be provided by the Nominating Committee.
- B. Nominations may also be made by a petition signed by ten (10) members of the corporation. Nominations by petition must be in the hands of the Secretary-Treasurer thirty (30) days before the Annual Meeting in order to be placed on the ballot. The call for nominations will be published in the February news bulletin.
- C. No firm shall have more than one (1) member as an officer or Director serving concurrently.

## **SECTION 3. Election**

- A. Election shall be by simple majority from mailed secret ballots.
- B. Ballots shall be mailed to the members by the Secretary-Treasurer at least twenty (20) days before the Annual Meeting of ACEC/CO.
- C. Only ballots returned to the Secretary-Treasurer within ten (10) days or more before the Annual Meeting shall be considered. The due date shall be specified on the ballot.

# **ARTICLE VI MEMBERSHIP**

## **SECTION 1. CLASSES OF MEMBERSHIP**

To be qualified for membership both the FIRM and the INDIVIDUAL MEMBER must meet the requirements set forth below.

### **A. MEMBER FIRMS**

A firm becomes a member of ACEC/CO after the first INDIVIDUAL MEMBER joins. Member firms shall be limited to those individual firms, parent firms, branch offices, divisions or subsidiaries whose resident principals proprietors, partner, officers, or managers) furnish independent engineering services. Wherever the words "engineer" or "engineering" appear herein, it is intended that the words "land surveyor" or "land surveying" may be substituted. A firm shall:

1. 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.
2. have one or more resident principals registered or licensed professionally in accordance with the laws of the State of Colorado.

3. practice engineering in accordance with the ACEC Professional and Ethical Conduct Guidelines.

4. practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate independent professional judgment to other considerations.

**B. INDIVIDUAL MEMBERS**

An Individual Member shall be a principal of the Member Firm. A principal is an individual designated by a member firm, who is a sole proprietor, partner, officer, or manager: (a) having ownership interest, or (b) exercising management responsibility for technical or business decisions.

**C. ASSOCIATE MEMBER FIRM**

1. Criteria. ACEC/CO Associate Members shall be limited to those sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries, and/or organizations that support the goals of ACEC, 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 Colorado. Such members shall not include entities that supply goods or services that are specified by or used in engineering firm operations

2. Eligibility. Only firms judged not eligible for ACEC or ACEC/CO membership as a "Member Firm" are eligible to become Associate Member Firms. Associate Member Firms shall not be eligible to vote on ACEC/CO business, hold office in ACEC/CO, but may serve as a chair of an ACEC/CO Committee.

3. Membership. Associate Member Firms may belong to: (a) ACEC/CO only; (b) ACEC only through a coalition; or (c) to both ACEC and ACEC/CO if the applicant firm so desires and meets applicable eligibility requirements.

**D. INDIVIDUAL ASSOCIATE MEMBER**

An Individual Associate Member shall be a principal of an ASSOCIATE MEMBER FIRM.

**E. AFFILIATE MEMBERS**

1. Definition

Affiliate Members shall be employees of Member Firms who, in the opinion of the Member Firm's key principal, have the potential to become a principal in the firm and who will be encouraged to participate in activities of the Council.

2. Rights and Privileges

Affiliate Members may be members of committees and serve as a Committee Chair, but shall not hold office in the ACEC/CO.

**F. SUSTAINING MEMBERS**

1. Definition

Sustaining Members are businesses or organizations that provide business products or professional services used in the operation of any of the above categories. They may include (but not be limited to) insurance, banking, accounting, legal services, A/E/C management consulting, equipment suppliers, software vendors and construction material manufacturers and suppliers.

2. Rights and Privileges

Sustaining Members shall not be eligible to vote on ACEC/CO business, hold office in ACEC/CO, but they may serve as members of committees and as a chairperson of an ACEC/CO Committee.

3. Sustaining Members must be recommended by a Member Firm.

G. LIFE MEMBERS

1. Definition

Life membership in ACEC/CO is not an automatic extension of regular membership but is granted by action of the Board of Directors to members deserving honor for dedicated services. The Board of Directors shall investigate and evaluate each individual case on its merit. This honorary membership may be granted to members in good standing, upon their retirement from active professional practice.

2. Rights and Privileges

Life membership entitles the Life Member to all rights and privileges of regular membership without the requirement of payment of ACEC/CO membership dues.

H. RETIRED STATUS

1. An individual member: who has been a member in good standing for ten continuous years, shall be granted retired status upon retirement from practice, with all the privileges of membership. ACEC/CO dues as established by the Board of Directors will be assessed, however ACEC dues would be waived. Application for retired status must be made in writing to the Board of Directors.

**SECTION 2. Admission and Separation**

A. APPLICATION FOR MEMBERSHIP

1. Applicants for membership shall complete an application form prepared and updated by the Membership Committee and approved by the Board of Directors.

2. Provide a list, thereon, of the required references who are members of the ACEC/CO or ACEC member organization.

3. The applicant's name shall be published in the ACEC/CO monthly News-Bulletin requesting comments be made to the membership committee from the ACEC/CO membership at large. The membership committee shall not act on the application until at least seven (7) days after the News-Bulletin has been mailed to the general membership by the ACEC/CO office.

4. If a particular applicant cannot provide the required references from members of ACEC/CO or ACEC member organizations who are sufficiently familiar with applicant to provide a reference then the applicant can request a personal interview before the Membership Committee.

5. After reviewing the application and references for personal interview, the Membership Committee shall forward a recommendation to the Board of Directors.

6. The Board of Directors shall act on the application.

7. In the event the Board of Directors do not approve of the application for membership, the applicant can request to appear before an Ad Hoc Review Board to appeal the Board of Directors' decision.

8. The Ad Hoc Review Board shall be appointed by the President and shall consist of no less

than five (5) members, at least two (2) of whom are members of the Board of Directors and one (1) who is a member of the Membership Committee. The Chairperson shall be designated by the President.

9. After the appeal proceedings, the Ad Hoc Review Board shall forward their findings to the Board of Directors for final action.

**B. DISQUALIFICATION OF MEMBERSHIP**

1. Any member ceasing to fulfill the necessary qualification listed under Section 1-A shall be dropped from the membership roll by the Board of Directors.

**C. RESIGNATION**

1. Resignations must be made in writing to the Board of Directors of ACEC/CO.

a. Resignation effective date will be the end of the month that the letter of resignation is received and dues are to be pro-rated to that date for a “resignation in good standing”.

2. Payments

a. Member resigned in good standing. No payment.

b. Member disqualified for non-payment of obligations or other cause.

Full payment of all delinquent amounts, or effecting such other requirements as the Board of Directors may impose.

**D. REINSTATEMENT OF FORMER MEMBERS**

1. Board Approval

A former member who has resigned, or been disqualified, from membership in ACEC/CO may be reinstated to membership by approval of their application by the Board of Directors and satisfying one of the following:

2. Payments

a. Member resigned in good standing. No payment.

b. Member disqualified for non-payment of obligations or other cause.

Full payment of all delinquent amounts, or effecting such other requirements as the Board of Directors may impose.

## **ARTICLE VII MEETINGS**

### **SECTION 1. Board of Directors Meetings**

A. The President shall call at least one (1) Board of Directors meeting each quarter. The first meeting shall be held within thirty (30) days after the Annual Meeting. The time and place for such meetings shall be designated by the President.

B. A majority of the Board of Directors shall constitute a quorum.

C. An affirmative vote of a majority of the Board members present at any regular or duly called meeting shall be required to pass any motion.

### **SECTION 2. Annual Meeting**

The Annual Meeting shall be held once a year.

### **SECTION 3. General Meetings**

#### **A. TIME PLACE AND FREQUENCY**

1. All general meetings shall be held at an hour and place designated by the President. At least one (1) general meeting shall be held each quarter.
2. Members will be notified, by written notice, at least one (1) week in advance, specifying the purpose of the meeting.

#### **B. ATTENDANCE, PROCEEDINGS**

1. Attendance at each meeting shall be recorded for permanent records.
2. The proceedings of the meetings shall be conducted by the President, or if absent, by the Vice President, or next highest ranking officer.

### **SECTION 4. Special Meetings**

#### **A. Special meetings may be called at any time by:**

1. The President
2. The Board of Directors
3. Written petition submitted to the Board of Directors by ten (10) per cent of the membership.

#### **B. Members will be notified by written notice at least one (1) week in advance specifying the purpose of the meeting.**

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

### **SECTION 1. Initiation Fee**

The initiation fee shall be established by the Board of Directors and submitted with the application for membership. If the application is not approved, the initiation fee shall be returned.

### **SECTION 2. Dues**

#### **A. ASSESSMENT OF DUES**

Dues shall be assessed against members' firms rather than individual members.

#### **B. AMOUNT**

1. The Annual Dues of the ACEC for each firm shall be those established by ACEC.
2. The total Annual Dues of the ACEC/CO shall be based upon the approved budget of the ACEC/CO and shall be established by formula and table as established by the ACEC/CO Board of Directors. The approved budget shall be mailed to the membership following its adoption by the Directors.
3. The Annual Dues for ACEC/CO Associate Member Firms shall be established by using the same dues table noted in 2 above as determined by the Board of Directors. Each firm's dues shall be determined based on its average total principals and employees both inside and outside the United States.
4. NEW MEMBER DUES



<u>DATE MEMBER ACCEPTED</u>	<u>DUES</u>
First Quarter of ACEC/CO Fiscal Year	1 Year
Second Quarter of ACEC/CO Fiscal Year	3/4 Year
Third Quarter of ACEC/CO Fiscal Year	½ Year
Fourth Quarter of ACEC/CO Fiscal Year	1/4 Year

C. DUE DATE

The Secretary-Treasurer shall, within thirty (30) days after approval of the annual budget, cause quarterly dues notices to be mailed to each firm. Quarterly dues shall be due and payable upon receipt of the notices.

1. PAYMENT DUE DATES

- First Quarter: 30 days after approval of budget
- Second Quarter: October 1
- Third Quarter: January 1
- Fourth Quarter: April 1

D. DELINQUENCY

A member who is delinquent in payments due, for a period of sixty (60) days after the due date, shall, unless the Board of Directors determines otherwise in view of the circumstances of the case, cease to be a member.

**SECTION 3. Assessments**

Special assessments may be levied by a vote of three-fourths of the members of the Board of Directors, followed by a favorable majority vote of all members of the corporation, by letter ballot.

**SECTION 4. Fiscal Year**

The fiscal year of the corporation shall begin July first of each year.

**ARTICLE IX  
COMMITTEES**

**SECTION 1. Executive Committee**

- A. The Executive Committee shall consist of:
  - 1. President
  - 2. Vice President
  - 3. Secretary-Treasurer
  - 4. Past President
  
- B. The Executive Committee shall:
  - 1. Meet upon the call of the President, considering any matters presented by the President.
  - 2. Negotiate for the retention of professional, administrative or clerical help, making recommendations to the appropriate committee or the Board of Directors.
  - 3. Fulfill duties prescribed in the Guide for Professional Conduct, Article X.

**SECTION 2. Appointed by Board of Directors**

- A. DEFENSE PANEL COMMITTEE ACEC/CO
  - 1. The Defense Panel Committee will make recommendations in defense of any member involved in disputes or law suits arising through their professional practice.
  - 2. The Committee and any defense panels formed will operate strictly under charges formulated by the Board of Directors.
- B. COMMITTEES AS REQUIRED FOR SPECIAL PURPOSES

**SECTION 3. Appointed by the President**

- A. STANDING COMMITTEES
  - 1. Budget Committee
  - 2. Membership Committee
  - 3. Program Committee
  - 4. Auditing Committee  
To audit financial records of the previous administrative year.
  - 5. Nominating Committee
  - 6. Professional Conduct Committee
  - 7. Long Range Planning Committee
  - 8. Public Relations Committee
  - 9. Scholarship Committee  
The Chairman shall, if possible, be appointed from the past year's committee.
- B. COMMITTEES AS REQUIRED FOR SPECIAL PURPOSES

**ARTICLE X  
GUIDE FOR PROFESSIONAL CONDUCT**

**SECTION 1. Preamble**

A. Recognizing that Professional Engineers are subjected to the canons of generally accepted codes of ethics of the engineering profession prepared by the State Boards of Registration for Professional Engineers and various engineering societies, American Council of Engineering Companies of Colorado has prepared this Guide for Professional Conduct for Consulting Engineers to be specifically applicable to consulting practice and to emphasize those principles which are particularly important to such practice. Whenever possible, principles set forth in publications of other national societies have been followed. Particular acknowledgement has been given to the publications of the National Society of Professional Engineers, the American Society of Civil Engineers, and the American Council of Engineering Companies. Non-engineering members of ACEC/CO shall likewise be subjected to the spirit and intent of these principles of ethical behavior.

B. The principles set forth herein are intended to serve the consulting engineer as a guide to professional conduct as they strive to accomplish their prime purpose of serving the common good and protecting the health and safety of mankind. They provide a sound basis for solution of many of the problems which arise in their relationship with other engineers; with clients, and with the public. They are not immutable laws but are standards by which they may determine the propriety of their conduct.

Undoubtedly, interpretation of these principles by an appropriate authority will be required at times. As a rule, however, the consulting engineer who is honest, courteous and just, a believer in the Golden Rule, and who conducts their affairs in the light of their own conscientious interpretation of these principles will find no difficulty in the discharge of their professional obligations.

C. The ethical principles actuating and governing an individual are exactly the same as for a partnership or corporation. Both a partnership and a corporation are composed of individuals each of who is subject to the

principles of ethics set forth herein and the uniting into such a professional business organization does not relieve them either individually or as a group from the moral obligations of these principles. No Engineer as a principal in a partnership or corporation may permit the partnership or corporation as a whole to do that which they may not do as an individual.

## **SECTION 2. Code of Ethics**

**A.** With high regard for the engineering profession and recognizing in the Code of Ethics a set of dynamic principles to guide their services to their fellow men, and with full knowledge of the responsibility of consulting engineers to safeguard health, safety, and public welfare, a member of American Council of Engineering Companies of Colorado:

1. Brings credit, honor and dignity of the engineering profession to their dealings with clients, other engineers, and the public.
2. Acts for their clients as a faithful agent or trustee and accepts remuneration only in accordance with their stated charges for services rendered.
3. Exchanges non-confidential engineering information with other engineers, students, and the engineering press, encourages the public knowledge of engineering, and insures proper credit for engineering works.
4. Solicits engineering work assignments according to high professional standards, without offering commissions, or using undue influence.
5. Upholds and promotes the principle of selection of consulting engineers for assignments on the basis of qualifications, including training, skill, experience, personnel, work loads, and availability.
6. Associates as a consulting engineer only with engineers and other professionals who conform to ethical practices.
7. Shall be familiar with, and abide by, the ACEC Professional and Ethical Conduct Guidelines.
8. Continue their professional development throughout their career, and shall provide opportunities for the development of those under their supervision.

## **B. SUSTAINING MEMBERS**

Sustaining members should abide by the general principals outlined above. The marketing of products and/or services to the Membership by telemarketing and/or cold calling is not considered appropriate business conduct. All forms of advertising, mailings, or solicitations, where the Sustaining Member holds him/herself out as such, must be approved by the Executive Director prior to implementation.

## **SECTION 3. Rights of ACEC/CO**

The ACEC shall have no jurisdiction over the internal affairs of ACEC/CO except in case of disciplinary action against a member, and then only as provided in Section 4. ACEC/CO, by joining the ACEC shall not cede any of its individual rights and powers as provided in its articles of incorporation and by-laws.

## **SECTION 4. Rules of Practice**

- A. ADOPTION OF GUIDE FOR ETHICAL CONDUCT FOR MEMBERS OF THE CONSULTING ENGINEERS**  
In order to encourage a high degree of ethical conduct and professional performance, the Board of Directors shall present to the membership for adoption such codes, guides or rules as it may deem appropriate to govern the practice and conduct of its members.

1. Members elected after the effective date of this amendment shall be required to file with ACEC/CO a statement signed by each ACEC/CO member of the firm stating:
    - a. They have read the Code of Ethics of ACEC/CO and the ACEC Professional and Ethical Conduct Guidelines.
    - b. That they agree to abide by the provisions and procedures of said documents, especially those pertaining to disciplinary proceedings, and
    - c. That they agree that payment of renewal dues will, in effect, be a reaffirmation of such statement.
  2. Existing members shall be requested to file such a statement signed by each ACEC/CO member of the firm.
  3. Sustaining Members agree with their membership renewal to abide by the “Rules of Practice” and specific Code of Ethics (Article X, Section 2, B) pertaining to appropriate business conduct when marketing products and services to the membership.
- B. AUTHORITY OF ACEC/CO WITH RESPECT TO DISCIPLINARY ACTION AGAINST A MEMBER  
ACEC/CO, through its appropriate committee shall have authority to take disciplinary action against a member under any of the following circumstances:
1. When another member of ACEC/CO requests such action in writing.
  2. When the committee on professional conduct on its own motion initiates an inquiry.
  3. When ACEC requests such action in writing, and ACEC/CO consents to such action.
  4. When an alleged violation by a member takes place at a location outside the territorial limits of jurisdiction of the ACEC/CO and ACEC consents to such action.
- C. AUTHORITY OF ACEC WITH RESPECT TO DISCIPLINARY ACTION AGAINST A MEMBER.  
In the event that ACEC requests that ACEC/CO make an investigation of any alleged violation by one of its members and ACEC/CO refuses or neglects to make such investigations and to notify ACEC of progress being made with a sixty (60) day period after the request, then ACEC shall, through its appropriate committee, have authority to take disciplinary action against a ACEC/CO member.
- D. DISCIPLINARY PROCEEDINGS
1. CONFIDENTIAL NATURE: All proceedings related to discipline shall be held confidential until final action has been taken.
  2. DEGREE OF DISCIPLINE: A member may be expelled from membership, suspended for not more than two (2) years, or censured if they violate:
    - a. Article VIII of the By-Laws.
    - b. The Code of Ethics or Guide for Professional Conduct adopted by ACEC/CO.
    - c. Commits an act bringing discredit to the profession, or is found by a court of law to have committed a fraud on any other crime involving moral turpitude.
- E. COMMITTEE TO MAKE INQUIRY  
A standing Committee on Professional Conduct shall be appointed by the president to inquire into causes for disciplining a member. The Committee shall:

1. Consider all complaints against such members (within authority of Section 4-B) that involve possible cause for discipline, and may initiate an inquiry on its own motion.
2. When requested, give guidance to similar committees of other state organizations.
3. Make such investigation as it deems appropriate and without reporting to the Executive Committee or the Board of Directors, may dismiss a complaint. No disciplinary action shall be taken unless the member has had an opportunity to present their side of the case. If a majority of the members of the committee is of the opinion there is sufficient reason to believe that the member should be censured orally or in writing without publication to the members, be expelled, suspended for some period of not more than two (2) years, or publicly censured among the members, the committee shall:
  - a. Report its conclusions to the Executive Committee with a statement of charges against the member.

F. TRIAL BOARD

The charges stated by the Committee on Professional Conduct shall be promptly referred by the Executive Committee, to a Trial Board of its selection, consisting of not less than five (5) but not more than seven (7) members, one of whom shall be designated as Chairman by the Executive Committee. No member of the Trial Board shall be a member of the Board of Directors or of the committee on Professional Conduct, or shall have a current financial involvement with the member being investigated.

G. NATURE OF HEARING

The Trial Board shall promptly set the time and place for a hearing at which the charges against the member shall be heard. At least thirty (30) days before the hearing, the Secretary-Treasurer of the corporation shall mail to the member, notice of the time and place of the hearing and the charges to be heard. The notice shall be deemed properly served when mailed, by registered mail, postage prepaid, to the member at the address shown on the corporation's records.

H. HEARING

A hearing shall be conducted by the Trial Board in such a manner as it may determine. The committee on Professional Conduct shall present the case in support of the charges. The technical rules of evidence applied in courts of law need not be followed, but the substantive rights of the accused shall always be protected. A record of the Trial Board's proceedings shall be kept. The member may offer such evidence as may be pertinent, but their failure to appear or offer evidence shall not affect the propriety of the hearing. The member charged may be accompanied or represented by counsel of their choosing. The Committee on Professional Conduct may, at its discretion, present its charges through legal counsel designated by the Executive Committee.

I. DECISION BY TRIAL BOARD

After hearing the evidence, Trial Board by majority vote of its members, may recommend one or more of the following:

1. Dismissal of the charges.
2. Unpublished censure-ship.
3. Published censure-ship among the members.
4. Suspension for a specified time of not more than two (2) years.
5. By a 2/3 vote of its members, the Trial Board may recommend expulsion.

The Trial Board shall promptly transmit its recommendations to the Executive Committee

with a record of its proceedings.

J. REVIEW BY EXECUTIVE COMMITTEE

1. DISPOSITION

The Executive Committee shall review the proceedings and recommendations of the Trial Board. Whenever the Trial Board recommends the expulsion of any member, the record shall immediately be referred by the Executive Committee to the Board of Directors for final disposition. In all other cases, the Executive Committee may, by a majority vote, either approve or disapprove in whole or in part any discipline recommended by the Trial Board but the Executive Committee may not reinstate any charges dismissed by the Trial Board or increase the discipline recommended by the Trial Board. In cases finally determined by the Executive Committee, that committee shall decide by 2/3 majority vote of its members present and voting whether a statement should be published among the members disclosing the nature of the case, the discipline imposed, and whether the nature of the case, the discipline imposed, and whether the statement to be published shall disclose the name of the member involved. The Secretary-Treasurer of the corporation shall notify the member of the decision by registered mail, postage prepaid, sent to the member at their address as shown on the corporation's records.

2. RIGHT OF APPEAL

The charged member shall have the right, within thirty (30) days after receipt of the decision of the Executive Committee, to appeal such decision to the Board of Directors of the corporation. Such appeal must be addressed, by the charged member, to the Secretary-Treasurer of the corporation and shall be accompanied by a memorandum setting forth their objections to the decision reached by the Trial Board, either as affirmed or as modified by the Executive Committee. All such appeals shall be decided by a majority vote of the members of the Board of Directors present and voting, on the basis of the memorandum submitted by the charged member (except in those cases where the charged member specifically requests a hearing before the Board of Directors, which shall be granted in all cases and which appeal shall be heard at the next regular meeting of the Board of Directors).

K. REVIEW BY BOARD OF DIRECTORS

All proceedings which contain a recommendation for expulsion of the charged member shall be reviewed by the Board of Directors. The Board of Directors may, by a majority vote of its members present and voting, approve or disapprove in whole or in part any discipline (except expulsion of a member) recommended by the Trial Board, but may not reinstate any charges dismissed by the Trial Board or increase the discipline recommended by the Trial Board. The Board of Directors may only approve a recommendation of expulsion of a member by a 2/3 majority vote of the total Board of Directors. The Board of Directors shall decide by a 2/3 majority vote, whether a statement should be published among the members disclosing the nature of the case, the discipline imposed, and whether the statement to be published shall disclose the name of the member involved. The Secretary-Treasurer of the corporation shall notify the member of the decision by registered mail, postage prepaid, sent to the member at their address as shown on the corporation's records.

L. DISCIPLINARY ACTION BY ACEC/CO

Report of action taken by ACEC/CO, on a form prescribed by ACEC, shall be submitted to ACEC for use in dissemination of information.

