

**BYLAWS
CENTRAL REGION
of
AMERICAN COUNCIL OF ENGINEERING COMPANIES OF NEW YORK (ACEC/NY)**
(A Not-for-profit corporation under the laws of the State of New York)

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1.0 PURPOSE

1.1 NAME, CHARTER AND OBJECTIVE

This organization shall be known as the Central Region ("Region") of the American Council of Engineering Companies of New York ("ACEC/NY"), a not-for-profit corporation under the laws of the State of New York. This region is chartered by authority of the Board of Directors of ACEC/NY in accordance with Article 4.0 of the Bylaws of that body. The objective of this Region shall be to engage in such activities as are consistent with the objectives of ACEC/NY, but such activities shall be restricted to the geographical area for which the Region has been chartered.

1.2 PURPOSE

The purpose of these Region Bylaws is to set forth certain basic rules of governance for the operation of the Region of ACEC/NY.

1.3 RELATIONSHIP TO THE ACEC/NY'S BYLAWS

The Region Bylaws are intended to supplement the bylaws of the ACEC/NY with respect to those matters concerning the operation of the Region, which are not covered in the ACEC/NY's bylaws. Any conflict between the Region Bylaws and

the ACEC/NY's bylaws shall be resolved in favor of the provisions of the ACEC/NY's bylaws. (The provisions of Articles 1.0 to 9.0 hereof will be referred to hereinafter as the "Mandatory Provisions".)

1.4 ADDITIONAL REGION BYLAWS

As provided for in Article 7.0 hereof, the Region adopts additional bylaw provisions ("Optional Additional Provisions"), which are not in conflict with the bylaws of the ACEC/NY.

1.5 POWERS OF THE REGION

The Region may exercise any power consistent with the purposes of the ACEC/NY, which is permitted by the Not For Profit Corporation law of the State of New York, and which is neither reserved to the ACEC/NY, nor prohibited to the Region in the bylaws of the ACEC/NY.

2.0 MEMBERSHIP

2.1 MEMBER FIRMS

Except as provided in ¶ 2.2, the Region shall have no control of the qualifications for membership, the procedures for admission to membership or the termination of membership in the ACEC/NY or in the Region, all of which are governed exclusively by the bylaws of the ACEC/NY.

2.2 LIFE MEMBERS

The Region, by majority vote of its board of directors, may propose an individual who meets the requirements of the bylaws of the ACEC/NY to be a Life Member of the ACEC/NY, and status as a Life Member shall be conferred upon such individual upon the approval of two thirds of the entire board of directors of the ACEC/NY.

3.0 REGION MEETINGS

3.1 REQUIRED MEETING

The Region shall have at least one meeting each year ("Annual Meeting") to announce its own Board of Directors and individuals from the Region who are to serve on the board of directors of the ACEC/NY. In the second year of their two year term, officers and ACEC/NY directors shall be reaffirmed. The Annual Meeting shall be held in June at such time and place as determined by the Board of Directors of the Region.

3.2 OTHER MEETINGS

Additional meetings may be held as determined by the Region bylaws, the Board of Directors of the Region, or at the written request of ten percent of the Member Firms of the Region.

Written notice to the membership shall be furnished for all meetings and provide for not less than thirty (30) days notice for the annual meeting and ten (10) days notice for any other meeting.

3.3 QUORUM AT MEETINGS

One-third of the total Member Firms entitled to vote, present in person, or by proxy, shall constitute a quorum at any membership meeting. If a quorum is not present at any meeting, the majority present may adjourn the meeting from time to time without further notice until a quorum is present.

3.4 PROXIES

Any Member Firm may give its written revocable proxy to any other Member Firm, or any Principal of any Member Firm, to be voted as directed by such proxy, or if no such directive is provided, to be voted as the holder of the proxy shall determine. Such proxy shall be valid for one membership meeting only and the Member Firm appearing by proxy shall be deemed to be present for the purpose of determining the existence of a quorum.

3.5 VOTING BY MEMBERSHIP AT A MEETING

In all matters to be voted upon by the membership each Member Firm shall have one vote. Unless a higher percentage is called for herein, a majority of the Member Firms present at the meeting at which there is a quorum present is required to approve any action by the membership of the Region.

3.6 MAIL BALLOT

Mail Ballots for matters to be voted upon by the Member Firms of the Region shall be as set forth herein.

3.6.1 SUBMISSION OF MAIL BALLOT Mail Ballots (which term shall include ballots sent by, or returned by fax and ballots sent and returned by email) may be submitted to the Member Firm at any time at the direction of the Board of Directors of the Region.

3.6.2 TIME TO RESPOND The Mail Ballot shall specify the date when responses are due provided, however, such date shall not be less than ten (10) days from the date of transmission of the ballot to the Member Firms.

3.6.3 NUMBER OF RESPONSES REQUIRED In order for the results of a Mail Ballot to be binding not less than one-third of the Member Firms of the Region shall have responded.

3.6.4 PERCENTAGE OF RESPONSES REQUIRED TO APPROVE ACTION It shall take the same percentage of Mail Ballots to approve any action as the percentages specified where there is not a Mail Ballot provided. However, the number of affirmative votes shall be no fewer than the number of Member Firms constituting a quorum.

4.0 BOARD OF DIRECTORS

4.1 POWERS

The Region shall be managed by a Board of Directors consisting of elected officers (President, Vice President, Secretary, and Treasurer), immediate past President and the Region directors to the ACEC/NY. Any licensed Principal of a Member Firm (as that term is defined in the bylaws of the ACEC/NY) is qualified to be a director.

4.2 ELECTION OF DIRECTORS

Except as provided herein, the Region shall have the power to determine the term of office, the manner of election and replacement of directors, and all matters relating to the conduct of meetings of the directors provided that elections be held in accordance with the rules set forth in Article 3 hereof.

4.3 MEETINGS OF THE BOARD OF DIRECTORS

4.3.1 QUORUM A majority of the entire Board of Directors then in office shall constitute a quorum. Appearance at a board meeting by telephone or television shall be treated the same as a physical presence. If a quorum is not present at any meeting, the majority present may adjourn the meeting from time to time without further notice until a quorum is present.

4.3.2 VOTING All actions taken by the Board of Directors shall require the affirmative votes of a majority of directors present at any meeting at which there is a quorum present.

4.4 REMOVAL OF A DIRECTOR

4.4.1 REMOVAL BY BOARD OF DIRECTOR The Board of Directors shall have the power to remove any director for any reason whatsoever by the affirmative vote of two-thirds of the entire board.

4.4.2 REMOVAL BY MEMBERSHIP The Member Firms of the Region shall have the power to remove any director for any reason whatsoever by the affirmative vote of two-thirds of the Member Firms.

4.4.3 OTHER CAUSES FOR REMOVAL A director's office shall be deemed vacated upon the happening of any of the following events: (1) he/she is no longer a Principal in a Member Firm; (2) his/her license to practice Engineering, Land Surveying, Landscape Architecture, or Architecture is revoked; (3) the Member Firm in which he/she is a Principal is no longer a member of the ACEC/NY.

5.0 OFFICERS; COMMITTEES

5.1 COMMITTEES

5.1.1 STANDING COMMITTEES The President, with the approval of the Board of Directors, shall appoint Chairpersons to the following standing

committees, which will have 1 to 5 members each and serve for the current two year term:

- Membership
- Program
- Legislative
- Nominating
- Public Relations
- Scholarship

5.1.2 NOMINATING COMMITTEE Nominating Committee to consist of President and the two (2) immediate Past-Presidents. If an immediate Past-President is not available or eligible to serve on the nominating committee, the Vice-President or Secretary may be appointed to the committee by the President.

5.1.3 OTHER COMMITTEES The President shall appoint such other committees as may be required for the affairs of the Region.

5.2 ELECTION OF OFFICERS AND REQUIREMENTS FOR DIRECTORS OF THE ACEC/NY

5.2.1 NOMINATING AND VOTING Nominations for Presidents, Vice-President, Secretary, Treasurer and ACEC/NY Director(s) shall be made by the Nominating Committee. This Committee shall submit the slate of nominees and ballots to the Member Firms by mail before May 1st. Ballots returned after June 1st will not be counted. The results of the election shall be announced to the member firms by June 30th. New officers shall take office on July 1st and shall hold office until the following June 30th.

5.2.2 INDEPENDENT NOMINATIONS Independent nominations may be made to the Nominating Committee by written petition signed by five (5) or more Member Firms. Such nominations shall be placed on the ballot. A location for write-in candidates shall also be provided on the ballot.

5.2.3 QUALIFICATIONS OF OFFICERS Officers shall be Licensed Professionals and Principals of Member Firms.

5.2.4 QUALIFICATIONS OF ACEC/NY DIRECTORS ACEC/NY Directors shall meet the qualifications listed above, as well as the qualifications listed in the ACEC/NY bylaws, which include a requirement that ACEC/NY Directors have ownership interest in their Member Firm. ACEC/NY Directors shall take office on ~~September~~ ^{July} 1st and shall hold office until ~~August~~ ^{June 30} 31st.

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5.2.5 REMOVAL OF OFFICERS Removal of officers shall be in conformance with Section 4.4, Removal of a Director.

5.2.6 TENURE Unless sooner removed by the Board of Directors, officers shall hold office for a term of two (2) years commencing on the first day of the fiscal year.

5.2.7 VACANCIES In the event of a vacancy in the office of the President, the Vice-President shall succeed to the Presidency. For the purposes of 5.2.5 and 5.2.6, the Vice-President so succeeding to the Presidency

shall not be considered to have been elected President. All other vacancies shall be filled by the Board of Directors.

5.2.8 PRESIDENT The President shall preside at all meetings of the Membership and the Board of Directors; appoint all committees, their chairpersons, and representatives to inter-ACEC/NY meetings; be an ex-officio member of all committees; sign all official correspondence relating to the Region and shall have all other duties and powers usually pertaining to such office.

5.2.9 VICE-PRESIDENT The Vice-President shall temporarily assume supervision and fulfill the duties of the President in the absence of the latter; chair the program committee; perform special assignments at the request of the President and the Board of Directors; and prepare for administration as President the following term.

5.2.10 SECRETARY The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors and membership meetings; maintaining the membership lists, mailing lists, publish and mail general membership meeting notices, and the mailing of ballots and other communications to all Member Firms; the publication and mailing of Board of Directors meeting notices; and other duties as may be assigned to him/her by the President or Board of Directors.

5.2.11 TREASURER The Treasurer shall be responsible for supervising the maintenance of all financial records of the Region; maintenance of the

bank accounts; the preparation of a written Treasurer's Report, including an annual financial statement for the Annual Meeting; and other duties as may be assigned to him/her by the President or Board of Directors.

5.2.12 ACEC/NY DIRECTOR The ACEC/NY Directors shall represent the Region at ACEC/NY Directors Meetings; report to the Region on ACEC/NY activities; and act in a liaison capacity on all matters concerning cooperation with the Region. The number of ACEC/NY Directors shall be proscribed by ACEC/NY as then determined by total ACEC/NY index numbers for the Region.

6.0 FINANCIAL MATTERS; REGION DUES AND ASSESSMENTS

6.1 FISCAL YEAR

The fiscal year for the Region shall commence on the first day of July, provided however that if the ACEC/NY's fiscal year should change (from the first of July) the Region's fiscal year shall be changed accordingly.

6.2 ESTABLISHMENT AND APPROVAL OF BUDGET

A proposed budget for the succeeding fiscal year shall be prepared by the Treasurer and communicated to the Board of Directors in advance of the Annual Meeting of the Region and shall be submitted to the membership at the Annual Meeting. If there is no quorum, or if the membership does not approve such budget, the proposed budget shall be re-submitted by mail ballot. In the event

the budget is not approved for any reason whatsoever, the previous year's budget shall be used to compute the dues for the succeeding fiscal year.

6.3 SPECIAL ASSESSMENTS

Any proposed special assessment must be approved by a majority of the votes cast at any membership meeting of the Region, provided the Board of Directors has determined prior to such meeting that the financial condition of the Region warrants a special assessment or that the same is warranted because additional funds are required for some special purpose or project consistent with the Region's purposes. The notice of such membership meeting shall set forth the reason, amount, and due date of the proposed special assessment recommended by the Board of Directors. In the absence of a meeting or the failure to obtain a quorum at such meeting, a mail ballot shall be utilized.

6.4 COMPUTATION OF DUES AND SPECIAL ASSESSMENTS

Special Assessments shall be apportioned among the membership of the Region by multiplying the proposed assessment by a fraction where the numerator of the fraction is the current ACEC/NY Index Number of the Firm, and the denominator is the total of the current ACEC/NY Index Numbers of all Member Firms.

6.5 "CURRENT ACEC/NY INDEX NUMBER" DEFINED

The current ACEE/NY Index Number is defined as the index number computed in accordance with the ACEC formula as of January 1st of the year in which such

index number is to be applied and based upon all employees of the firm in the Region.

6.6 COLLECTION OF REGION DUES

All Region dues and assessments will be collected by the ACEC/NY on behalf of the Region in the manner provided for in the bylaws of the ACEC/NY and paid over to the Region in a timely manner. The amounts due from Member Firms with respect to such billings will be deemed an "Indebtedness to the ACEC/NY" as described in the bylaws of the ACEC/NY, however the ACEC/NY will have no obligation to the Region with respect to any unpaid Region dues.

7.0 OPTIONAL ADDITIONAL PROVISIONS

Subject to the approval of the Board of Directors of the ACEC/NY, the Region may, in accordance with the procedures set forth in Article 8.0 hereof, adopt Optional Provisions not inconsistent with either the Mandatory Provisions set forth in Articles 1.0 to 6.0 hereof or the provisions of the bylaws of the ACEC/NY.

8.0 AMENDMENT OR REPEAL OF BYLAWS

8.1 MANDATORY PROVISIONS

The mandatory provision of these Bylaws may be amended only by the ACEC/NY in the manner provided for in bylaws of the ACEC/NY for the amendment of the ACEC/NY's bylaws.

8.2 OPTIONAL PROVISIONS

8.2.1 BY DIRECTORS OF THE REGION The Board of Directors, by a two-thirds vote of the entire Board of Directors, shall have the authority to adopt, amend, or repeal any Optional Provision of the Region's bylaws. Any change adopted by the Board of Directors shall be submitted to the Member Firms for its approval no later than at the next membership meeting.

8.2.2 BY MEMBERS The Optional Provisions of these bylaws or any change adopted by the Board of Directors in accordance with § 8.2.1 may be amended, added to, repealed or otherwise changed by a mail ballot or at any meeting of the membership, at which there is a quorum, by the affirmative vote of two-thirds of the vote cast thereat, provided that the nature of any such proposed change be contained in the notice of any such meeting. In the event there is not a quorum at such meeting the changes shall be submitted to the Member Firms by mail ballot.

9.0 MISCELLANEOUS

9.1 GENDER AND NUMBER REFERENCES

Whenever the text of these Bylaws shall require, the use of the male pronouns he or his shall include such appropriate female pronouns she and her, and the use of the singular number shall include such appropriate plural number.

9.2 HEADINGS

Section headings are employed in the Bylaws for reference purposes only and shall not affect interpretation or meaning of the Bylaws.