

Bylaws of the American Council of Engineering Companies of Oregon

Article I. DEFINITIONS

- A. ACEC Oregon.** Founded in 1956 as the Consulting Engineers Council of Oregon, the American Council of Engineering Companies of Oregon is incorporated in the State of Oregon, affiliated with the American Council of Engineering Companies in Washington, D.C. (ACEC National), and operated as a non-profit corporation under IRS Code 501(C)(6). The American Council of Engineering Companies of Oregon operates within the State of Oregon and Clark County, Washington.
- B. Emblem.** The design and specification of the emblem of the American Council of Engineering Companies of Oregon shall be as prescribed by the Board of Directors (Board).
- C. Abbreviation.** The approved abbreviation of the name of the American Council of Engineering Companies of Oregon shall be ACEC Oregon. This abbreviation shall be the emblem of the American Council of Engineering Companies of Oregon.
- D. Seal.** The Board has prepared a suitable corporation seal. This seal shall be in the charge of the Executive Director, who shall be responsible for affixing the seal to appropriate official documents.
- E. Engineering and/or Surveying Company.** An Engineering and/or Surveying Company is a duly organized and constituted firm in private practice that employs Professional Engineers and/or Professional Land Surveyors who perform one or more of the disciplines of professional engineering and/or surveying services for clients on a fee basis.
- F. Professional Engineer and/or Professional Land Surveyor.** A Professional Engineer and/or Professional Land Surveyor in an Engineering and/or Surveying Company meets all of these criteria:
- (1) Is qualified by education, ability, and experience to provide competent engineering services.
 - (2) Is registered as a Professional Engineer and/or Professional Land Surveyor in the State of Oregon (or in the State of Washington, if the Engineering Company that employs them resides in Clark County, Washington).
 - (3) Does not have a commercial affiliation with manufacturers, material suppliers, contractors or others who could pose a conflict of interest.
- G. Key Personnel.** Key Personnel are designated by Member Firms (Article III) as sole proprietors, partners, officers, or managers. Key Personnel have ownership interest or exercise management responsibility for technical or business decisions.

Article II. PURPOSE

The purposes of ACEC Oregon are:

- (1) To promote the public welfare by assisting and protecting those who would avail themselves of the service of Engineering and/or Surveying Companies by establishing and enforcing ethical and technical standards of practice concerning:
 - (a) The conduct of Engineering and/or Surveying Company employees toward their clients and peers.
 - (b) The responsibilities of an Engineering and/or Surveying Company to their clients and the public.
 - (c) The position of Engineering and/or Surveying Company employees with regard to their use of commercial and proprietary products and services.
 - (d) The services to be rendered, the quality of work to be performed, and the reimbursement, therefore.
- (2) To foster professional attainment and harmony among Engineering and/or Surveying Company employees.
- (3) To encourage membership in and cooperation with other professional organizations of good repute and purpose.
 - (a) To work for the welfare of Engineering and/or Surveying Company employees and the maintenance of their rightful place in society.
 - (b) To promote cordial relations and mutual respect among the Engineering and/or Surveying Company employees, architects, contractors, and others concerned with the construction industry including educators and the like.
 - (c) To cultivate a more complete understanding by the public of Engineering and/or Surveying Companies and their work.
 - (d) To promote and protect the interests of consulting engineering and/or surveyors primarily through state legislative action, monitor legislation, initiate membership action by formulation of objectives to support and oppose legislation.

Article III. MEMBERSHIP

A. Membership classes. The four classes of membership are Member Firm, Non-Residential Member Firm, Affiliate Member Firm, and Life Member.

- (1) *Member Firm.* A Member Firm shall meet all of the following criteria:
 - (a) A Member Firm is a sole proprietorship, partnership, or corporation.
 - (b) A Member Firm is an Engineering and/or Surveying Company.
 - (c) A Member Firm maintains one or more offices within the State of Oregon, or Clark County, Washington, or such adjacent areas as the Board may approve.

- (d) All engineering activities of a Member Firm are conducted by or under the supervision of Professional Engineers; and all surveying activities of a Member Firm are conducted by or under the supervision of Professional Land Surveyors.
- (2) *Non-Residential Member Firm.* A Non-Residential Member Firm is an Engineering and/or Surveying firm that meets the qualification(s) of a Member Firm except that firm does not maintain an established office in Oregon or Clark County, Washington. The Non-Residential Member Firm must be a member of ACEC National and must establish an office within the Member Firm criteria within twelve months of acceptance as a Non-Residential Member Firm. They may participate on committees; they do not have voting rights and are not eligible to serve on the Board of Directors. A Non-Residential Member Firm shall pay flat dues set by the Board of Directors, regardless of the size of the firm.
- (3) *Affiliate Member Firm.* An Affiliate Member Firm shall be limited to: Ancillary business firms providing services other than engineering or surveying, or products to a Member Firm.
- (4) *Life Member.* A Life Membership may be bestowed upon a person who has qualified as Key Personnel for at least ten (10) years or served as the President of ACEC Oregon and retired from consulting.

B. Firm Representatives.

- (1) *Member Firm Representative.* The business of ACEC Oregon shall be conducted by a representative or an alternate representative from each Member Firm. Representatives are designated by Member Firms and considered Key Personnel by the firms.
- (2) *Enfranchisement of Member Firm Representative.* All Member Firm Representatives or their designated alternate shall be entitled to hold office and shall be entitled to one vote, whether such vote is at meetings or by letter ballot.
- (3) *Non-Residential Member Firm Representative.* Non-Residential Member Firm Representatives shall be designated representatives of Non-Residential Member Firms but shall not be entitled to hold office and shall have no voting rights.
- (4) *Affiliate Member Firm Representative.* Affiliate Member Firm Representatives shall be designated representatives of Affiliate Member Firms but shall not be entitled to hold office and shall have no voting rights.

Article IV. ADMISSION AND SEPARATION

A. Admission. Firms or individuals who qualify as defined in Article II may be admitted to ACEC Oregon as follows:

- (1) *Member Firm Application.* A firm shall make a written application for membership. The application shall be referred to the Executive Director for investigation and recommendation to the Board. An affirmative two-thirds vote of the total voting power of the Board is required for acceptance.

- (2) *Non-Residential Member Firm Application.* A firm shall make a written application for membership. The application shall be referred to the Executive Director for investigation and recommendation to the Board. An affirmative two-thirds vote of the total voting power of the Board is required for acceptance.
- (3) *Affiliate Member Firm Application.* A firm shall make a written application for membership. The application shall be referred to the Executive Director for investigation and recommendation to the Board. An affirmative two-thirds vote of the total voting power of the Board is required for acceptance.
- (4) *Life Membership Application.* A qualified person who desires Life Membership shall make written application. The application shall be referred to the Executive Director for investigation and recommendation to the Board. An affirmative two-thirds vote of the total voting power of the Board is required for acceptance.

B. Separation. A member can be separated from ACEC Oregon through resignation or termination.

- (1) *Resignation.* A member of any class can resign from ACEC Oregon by notifying ACEC Oregon in writing. Resignations shall be effective upon fulfillment of all obligations. Dues obligations for resigning firms are prorated to the nearest quarter regardless of payment options used.
- (2) *Termination.* A member of any class may be terminated if the member ceases to fulfill the qualifications for membership as defined in Articles II and V. A member of any class may also be terminated from membership on the grounds that the member's conduct or policy is detrimental to the interests of ACEC Oregon. Termination shall be by two-thirds of the total voting power of the Board.
- (3) *Extinguishment of Rights.* Upon resignation or termination ~~or expulsion~~ from ACEC Oregon, a member of any class shall lose all rights and interest in any funds or other assets of ACEC Oregon.

Article V. RESPONSIBILITY OF MEMBERSHIP

- A. Responsibility.** Members of any class are bound by properly enacted rulings of ACEC Oregon.
- B. Certification.** Annually, each Member Firm shall certify its number of full-time-equivalent employees and certify that it continues to meet membership requirements. Annual certification shall occur at the time of submitting information to ACEC National.

Article VI. DUES AND ASSESSMENTS

- A. Fee.** The application fee for admission shall be a sum established by the Board.
- B. Dues.** The annual dues, fees, and assessments shall be established on the recommendation of the Board and ratified by favorable vote of a majority of the attending Members present at a regular or virtual ACEC Oregon meeting. Initial dues for new members shall be prorated on a quarterly basis. Dues shall be payable in July of each year or on a quarterly basis. Any Member Firm, Non-Residential Member

Firm, or Affiliate Member Firm failing to pay its dues by October of that year (or within 90 days of the billing, if the quarterly option is selected) may be terminated from the membership roll at the discretion of the Board. Reinstatement shall be made upon payment of such dues as the Board shall set.

- C. Assessments.** Special dues, fees, and assessments may be levied by the Board, ratified by a favorable vote of the majority of all members present at the next regular or virtual ACEC Oregon meeting.
- D. Method of Establishing Annual Dues.** Dues shall be established on the basis of the ACEC National's index number of Member Firms and shall cover the fiscal year beginning July 1.
- E. Special Membership Dues Incentive Program** The special incentive program is defined by ACEC National. A firm that has been a member of ACEC Oregon within the last three years is ineligible for the special membership dues incentive program as determined by ACEC National or the ACEC Oregon Executive Director.

Article VII. GOVERNMENT OF ACEC OREGON

- A. Rules of Policy and Procedure.** The Board shall adopt Rules of Policy and Procedure for the government of ACEC Oregon, consistent with applicable laws, Articles of Incorporation, and these Bylaws. The Rules of Policy and Procedure may be amended by the vote of a simple majority of the Board. The Executive Director shall notify the Member Firms of any amendments.
- B. Scope.** Each Member Firm shall be duly bound by ACEC Oregon's ruling and actions, provided these have been affirmatively voted by the membership as provided by the Bylaws and provided further that such rulings and actions are within the scope and limitations of the Bylaws.
- C. Voting.** No Key Personnel of any member class will take any action involving ACEC Oregon that is not consistent with approved Rules of Policy or Procedure or that has not been affirmatively voted on as provided under these Bylaws.

Article VIII. BOARD OF DIRECTORS (BOARD)

- A. Positions.** The Board shall include the following positions: President, President-Elect, Senior Vice President, Secretary/Treasurer, Directors, Regional Director and Immediate Past President.
- B. Complement.** The Board shall consist of nine members: President, President-Elect, Senior Vice President, Secretary/Treasurer, three Directors, Regional Director and Immediate Past President
- C. Terms of Office.** The President-Elect shall become President at the conclusion of a one-year term without further election. They will serve one year as President and one more year as Past President. The Senior Vice President will automatically appear on the ballot to accede to President-Elect in the year following their service as Senior Vice President. The Secretary/Treasurer, Directors and Regional Director shall be elected for two-year terms.

<u>One-Year Term</u>	<u>Two-Year Term</u>
President	Secretary/Treasurer
President-Elect	Director
Senior Vice President	Director
Past President	Director
	Regional Director

The Secretary/Treasurer position shall be eligible for up to two additional two-year terms as recommended by the Nominating Committee. The Director positions shall be eligible for one additional two-year term as recommended by the Nominating Committee. No individual shall serve more than a total of six elected years as a Secretary/Treasurer and/or Director. This limitation does not include serving a partial term appointment.

- D. Eligibility.** Board members must be Key Personnel of Member Firms. All past and present Board members, except the President and Past Presidents, are eligible for the office of President-Elect.
- E. Regional Director.** The Regional Director shall be from a firm that has offices outside the Portland metropolitan area and represents the views and perspectives outside of the Portland metropolitan area.
- F. Limitations.** No Member Firm shall have more than one representative serving on the Board at any time.
- G. Nominations for Office.** No later than May 15 of each year, the Nominating Committee (Article XI A [3]) shall nominate candidates for the elective offices and shall seek their willingness to serve.

H. Election to Office

- (1) *Balloting.* No later than May 20 of each year, the Executive Director shall distribute an electronic election ballot containing the names of the nominees to each Member Firm Representative, who shall cast the ballot on behalf of their Member Firm. The electronic election ballot shall be completed by the close of business May 31, and votes of the Member Firms shall be tabulated on or before June 10. The nominee who receives the largest number of valid votes for an office shall be declared elected.
- (2) *Announcement of Election Results.* The Executive Director shall announce the names of the Board members elected in the next issue of the official publication of ACEC Oregon.

I. Vacancies. Vacancies on the Board shall be filled as follows:

- (1) *President.* The President-Elect shall complete the term of the President.
- (2) *President Elect.* The Senior Vice President shall complete the term of the President-Elect.
- (3) *Senior Vice President.* The Nominating Committee shall appoint a replacement from the existing Directors.
- (4) *Secretary/Treasurer.* The Board with a majority vote shall appoint a replacement from the existing Directors. The replacement shall serve until the next annual election.
- (5) *Director.* The Board with a majority vote shall appoint a replacement. The replacement shall serve until the next annual election.
- (6) *Regional Director.* The Board with a majority vote shall appoint a replacement. The replacement shall serve until the next annual election.
- (7) *Immediate Past President.* The Board shall appoint another past president to fill the term.

- J. Expiration.** The Board shall monitor the expiration times of the Directors, the Secretary/Treasurer and Regional Director terms of office and declare elections for special one-year terms as necessary to insure that, in the future, two and only two Director terms expire each year and the Secretary/Treasurer and Regional Director terms of office expire during alternate years.

Article IX. EXECUTIVE COMMITTEE

- A. **Composition.** The Executive Committee shall consist of these five members: Past President, President, President-Elect, Secretary/Treasurer, and the Senior & Vice President.
- B. **Regular Meetings.** Meetings of the Executive Committee shall be held at the call of the President or at the call of at least three members of the Executive Committee.
- C. **Quorum.** The presence at a meeting of at least three of the members of the Executive Committee, and not by proxy, shall constitute a quorum for the transaction of business.
- D. **Voting Action.** For the transaction of business, a simple majority of the votes cast at a meeting shall constitute action of the Executive Committee.

Article X. MANAGEMENT

Duties and Responsibilities

- (1) *Board of Directors (Board).* The Board is responsible for establishing organizational goals to fulfill ACEC Oregon's purposes. Progress toward accomplishment of the goals shall be monitored, and control shall be exercised to ensure results. The Board shall exercise leadership in Planning, Operations, and External Relations.

The Board shall seek to fulfill the purposes of and manage the affairs of ACEC Oregon in accordance with the laws under which ACEC Oregon is organized and within the provisions of applicable law, Articles of Incorporation and Bylaws. The Board shall direct the investment and care of the funds of ACEC Oregon, adopt an annual budget and make appropriations for specific purposes, act upon applications for membership, take measures to advance the practice of consulting engineers and the interests of ACEC Oregon, designate the appointive Board members, perform the specific duties required of it by the Bylaws, and generally direct the business of ACEC Oregon.
- (2) *Executive Committee.* Between meetings of the Board, the Executive Committee shall exercise full powers of the Board in matters that, in the judgment of the Executive Committee, must be acted upon before the next regular meeting of the Board. All actions taken by the Executive Committee shall be in accordance with the general policies of the Board and shall be reported to the Board at its next meeting.
- (3) *President.* The President is the chief Board member of ACEC Oregon and shall, subject to authority of the Board, have responsibility for the general management of its affairs; preside over all meetings of ACEC Oregon, the Board, and the Executive Committee; assign administrative responsibility for committees to other members of the Board; and be an ex-officio member of all committees. The President shall serve as Alternate National Director (Article IX A [9]).

- (4) *President-Elect*. The President-Elect shall prepare for the next year as President, be assigned duties by the President, and be a member of the Operations/Administration Committee (Article XI A [4]).
- (5) *Senior Vice President*. The Senior Vice President shall prepare for the next year as President-Elect, be assigned duties by the President and President-Elect, and shall be a member of the Executive Committee.
- (6) *Secretary/Treasurer*. The Secretary/Treasurer shall:
 - (a) Be empowered to defray the operating expenses of ACEC Oregon.
 - (b) Be responsible for collection of all monies due to ACEC Oregon and for the transfer of such monies to the appropriate bank accounts.
 - (c) Exercise supervision over the records, files, and books of account of ACEC Oregon and exercise customary managerial functions with regard to the financial transactions of ACEC Oregon.
 - (d) Present monthly financial reports to the Board.
 - (e) Sign documents relating to transactions in securities.
 - (f) Present a balance sheet of ACEC Oregon's books to the Board annually.
 - (g) Furnish other financial documents as may be required.
 - (h) Be responsible to invest, on the recommendation of the Board, funds not needed for current disbursements.
 - (i) Sign legal documents and be empowered to sign ACEC Oregon checks as appropriate.
 - (j) Attend all meetings of the Board and Executive Committee.
 - (k) Serve ex-officio as a member of the Operations/Administration Committee (Article XI A [4]).
 - (l) Assist in the preparation and approval of the annual budget for ACEC Oregon.
 - (m) Sign Oregon PAC receipts/thank you letters.
- (7) *Directors and Regional Director*. Each Director and the Regional Director may be assigned duties, including the administration of committees, and may preside at any meeting of ACEC Oregon, or the Board, at the request of the President.
- (8) *Past President*. The Past President may be assigned duties including the administration of committees.
- (9) *Executive Director*. Under the direction of the President, the Executive Director shall:
 - (a) Be the chief staff executive of ACEC Oregon.
 - (b) Be paid a salary and enjoy fringe benefits in such amounts as shall be determined by the Board.
 - (c) Attend all meetings of the Board and Executive Committee.
 - (d) Be responsible for preparing reports as may be prescribed by the Board or Executive Committee.
 - (e) Be responsible for keeping minutes of the meetings of the Board and the Executive Committee.
 - (f) Supervise the work of employees of ACEC Oregon.
 - (g) Have charge of all ACEC Oregon properties.
 - (h) With the direction and assistance of the Secretary/Treasurer, conduct and maintain full records of the correspondence of ACEC Oregon.

- (i) With the assistance and approval of the Secretary/Treasurer, be responsible for the preparation of the agenda and the official records of the proceedings of the Board and Executive Committee meetings.
 - (j) Be responsible for maintaining the official records and documents of ACEC Oregon.
- (10) *National Director.* The National Director shall be appointed by the Board and shall serve for a minimum of one year and a maximum of five years. The National Director will attend all National ACEC Meetings and will report to the Board following all meetings. The National Director shall seek the opinion of the Board on issues prior to voting sessions. The Past President, as Alternate National Director, shall substitute with all rights and duties for the National Director if the National Director is unable to attend an ACEC National Meeting.

Article XI. MEETINGS

- A. Board of Directors.** The Board shall meet at the call of the President or at such time as the Board may designate. Any member in good standing may attend any meeting of the Board.
- B. Council Meetings.** Regular council meetings shall be held on dates selected by the Board. No meeting shall be held unless an announcement, together with information on the primary subject, shall have been sent to members of each class at least five days before the date of the meeting.
- C. Procedure.** The Rules of Procedure for meetings shall be as established by the Board, or in the absence of specific Bylaws or Rules of Policy and Procedure, Robert's Rules of Order, Revised. Only Member Firm Representatives or their designated alternates shall make and second motions. The President may recognize others for discussion purposes during meetings of the Board.

Article XII. COMMITTEES

Creation and Classification

- (1) The Board shall annually appoint the members, designate the chairpersons, and outline the duties of all committees except the Nominating Committee. Committees shall report to the Board of Directors.
- (2) The Board may discontinue any committee or appoint other committees from the roster of Member Firms, Non-Residential Member Firms and Affiliate Member Firms.
- (3) The Nominating Committee shall consist of the President, President-Elect and three Past Presidents. The Nominating Committee shall consider an individual-member's participation in committees as well as contributions (i.e., participation, volunteering, furthering the goals of ACEC) to ACEC when considering the nomination of a Board member, Senior Vice President or Secretary/Treasurer.

- (4) The Operations/Administration Committee shall provide budget oversight, monitor the financial affairs of ACEC Oregon, and write and recommend sound fiscal policies and procedures, including investment strategies, for approval by the Board.

Article XIII. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

- A. Amendments.** Amendments to the Articles of Incorporation and these Bylaws may be proposed by either of these procedures:
 - (1) Written petition submitted by not fewer than ten (10) Member Firms to the Board.
 - (2) By majority vote of the Board.
- B. Proposed Amendments.** The membership shall be notified of all such amendments, which will also be presented at a general membership meeting. Notification of meeting and proposed amendments shall be a minimum of thirty (30) days prior to a general meeting.
- C. Vote.** Amendments to the Articles of Incorporation and the Bylaws shall require two-thirds majority of the voting regular Member Firms with at least 50 percent of Member Firms voting. Amendments shall become effective immediately unless stated otherwise in the amendment.
- D. Electronic Vote.** If it is deemed necessary by the Board, an electronic ballot may be used for voting on amendments if the other requirements as set forth above are met.

Article XIV. USE OF ACEC OREGON'S NAME AND EMBLEM

Member Firms and Affiliate Member Firms shall be authorized to use the name of American Council of Engineering Companies of Oregon or its approved abbreviation ("ACEC Oregon") after their names, and also to use the official ACEC Oregon emblem, name or abbreviation on stationery, business cards, brochures, job signs and as otherwise prescribed by the Board. ACEC Oregon's name, abbreviation or emblem shall not be imprinted upon drawings, reports, specifications, calculations, or other instruments of service prepared or used by members of any class. Any use of ACEC Oregon's name, abbreviation or emblem shall be made only to signify affiliation with ACEC Oregon and shall not be made in any manner that could reasonably suggest that members of any class necessarily represent, or are, ACEC Oregon. Use of ACEC Oregon's name or emblem shall cease upon separation.

Article XV. OFFICIAL PUBLICATION

Except as otherwise by law or by any provision of the Articles of Incorporation or these Bylaws, notices and announcements relating to ACEC Oregon that are published in the ACEC Oregon newsletter and mailed or e-mailed to members of all classes shall be deemed to have been brought to the attention of all members of ACEC Oregon.

Article XVI. INDEMNIFICATION

ACEC Oregon may, by resolution of the Board, provide for indemnification by ACEC Oregon of any and all of its current or former Board members, directors, staff, or committee members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been a Board member, 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 negligence or misconduct in the performance of duty and to matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. ACEC Oregon shall indemnify its Board members and directors to the fullest extent allowed by current or future Oregon Nonprofit Corporation Act.

Policies & Procedures of the American Council of Engineering Companies of Oregon

I. Refunds

The Executive Director is authorized to exercise discretion and may refund all or a portion of a program registration. A member of any class may appeal the Executive Director's decision concerning a refund by submitting a letter to the Board of Directors (Board). A letter of appeal from a member will be placed on the agenda for consideration at the next regularly scheduled meeting of the Board.

II. National Director's Expenses

The National Director shall submit a budget request to the Operations/Administration Committee each year. The National Director or Alternate National Director shall submit their actual expenses for reimbursement.

III. Member Information for Outside Groups

The Executive Director shall have discretion in making member information available to outside groups such as providing attendee lists to ACEC Oregon event sponsors but shall not provide member information to organizations for commercial use. Engineering-related groups may generally be provided member information if their purpose in making the request is deemed to be of benefit to the membership. Member information will not be made available to political candidates for their use.

IV. Life Membership

The Board of Directors shall bestow Life Membership according to the requirements set forth in the ACEC Oregon Bylaws (Article III A (4)). The Board retains the privilege of withdrawing Life Membership should an individual resume their employment in a capacity not allowed in Article III A (4). Life Membership entitles an individual to attend ACEC Oregon functions at the member rate, and receipt of all general ACEC Oregon mailings and publications. However, a Life Member may *not* serve on the Board, or as a regular member of a committee. The Life Member shall be listed only in the Life Membership section of the website, and when Life Membership is bestowed, it will be noted in the newsletter and a certificate of Life Membership will be mailed or presented to the recipient at an ACEC Oregon meeting.

V. Reserve Fund Policy

ACEC Oregon shall establish and maintain a Reserve Fund. The primary purpose of the Reserve Fund shall be to provide resources for unforeseen contingencies, for example, a dramatic reduction in membership and income, a significant and unanticipated increase in operating costs, a substantial need for investment in equipment, or an essential program that could not have been anticipated in advance of the budgeting process. The Reserve Fund should be available for use on relatively short notice, and the investment policy for these funds should therefore reflect this. The Reserve Fund shall be separate from any other reserves established and maintained by ACEC Oregon.

The goal of ACEC Oregon shall be to maintain the Reserve Fund at a level such that the fund is at least thirty (30) percent of ACEC Oregon's membership dues budget, exclusive of other revenue sources. ACEC Oregon shall strive to budget such that surpluses are accumulated annually and then maintained. The Reserve Fund may be used at the discretion of the Board following notification to the Operations/Administration Committee. However, if the Reserve Fund drops below the minimal level, the Board shall, through a membership dues increase, restore the Reserve Fund to the prescribed policy level within a four-year period.

The Reserve Fund shall be invested at the direction of the Board in accordance with the adopted Investment Policy in commercial instruments that provide reasonable opportunities for good return with minimum risk for loss or fluctuation of principal.

VI. Termination Process

The Board shall terminate a member only after the member has had the opportunity to be heard by a committee designated by the Board. The findings and recommendations of the committee shall be forwarded in writing to the Board and to the member concerned.

In addition to the process noted above, the Board shall respond to any letter of complaint that alleges a violation of ethical or professional conduct of a member by appointing a committee to investigate and render findings and recommendations in writing to the Board for disposition. The member shall have an opportunity to be heard by the committee. If the findings of the committee are approved by at least two-thirds of the Board, disposition of the complaint shall be by a letter as follows: (1) letter of dismissal of complaint, (2) letter of admonition, (3) letter of termination. The letter of dismissal shall be rendered when the complaint is judged to be without merit. The letter of admonition shall be rendered at the discretion of the Board if the allegations are judged to be true, but not sufficiently serious, and are judged to be neither ongoing nor likely to recur. Termination shall be for complaints judged sufficiently serious as to be detrimental to the interests of the engineering profession and ACEC Oregon. If the findings of the committee are not approved by at least a two-thirds majority of the Board, a letter of dismissal of the complaint shall be sent.

The action of the Board shall be final. All member classes waive any claim for libel or slander against ACEC Oregon, the Board, or employees of ACEC Oregon resulting from any action in good faith, hearing, or termination procedure under this subsection.

VII. Dues Cap

The Board of Directors established a dues cap of 500 employees for the Oregon portion of ACEC dues. Member firms with more than 500 employees will pay dues for 500 employees only. The cap is subject to review by the Board of Directors at any time.

VIII. Committees

Serving on an ACEC Oregon committee is a benefit of membership. Only ACEC Oregon **members and affiliate members** are eligible to serve on ACEC committees. Both **regular and affiliate members** may chair committees.

- *Liaison Committees*: Meetings are for agency personnel and ACEC members only. This is consistent with Oregon Public Meetings Law. (The entire law may be found in Oregon Revised Statutes 192.610 to 192.690.)
- Non-members may not attend ACEC committee meetings unless by invitation by the agency or ACEC staff.