

American Council of Engineering Companies of Hawaii
CONSTITUTION
Proposed April 2024

ARTICLE I
NAME, PURPOSE, AND LOCATION

Section 1. Name

The American Council of Engineering Companies of Hawaii is a non-profit corporation incorporated under the laws of Hawaii. The American Council of Engineering Companies of Hawaii is hereinafter referred to as ACECH.

Section 2. Purpose

The purpose of ACECH is to promote the business interests of engineering companies by providing legislative advocacy and business services in the State of Hawaii.

Section 3. Location

The office of the headquarters of ACECH shall be located at the address or P.O. Box number designated by the Board of Directors (BOD).

ARTICLE II
MEMBERSHIP

Section 1. Membership Categories

Membership shall include three categories as follows: *General Members, Affiliate Members, and Life Members.*

General Members shall be by Member Firm only. Each member firm shall be a respectable and financially responsible business entity and:

- a. Maintain a full time office(s) in the State of Hawaii for the practice of engineering as:
 - i. Sole proprietorships,
 - ii. Partnerships,
 - iii. Corporations, or
 - iv. Engineering department, division or subsidiary of a private non-engineering company when the parent company is not eligible to be a Member Firm, consistent with the Bylaws of ACECH's parent organization, the American Council of Engineering Companies (ACEC);

- b. Whose responsible resident engineer or land surveyor is a principal of the firm and licensed in the State of Hawaii;
- c. Whose Principals, whether resident or otherwise, shall have no sales, commercial, government, teaching, industrial or other salaried or business affiliation which could conflict with the practice of independent consulting engineering;
- d. Whose practice of engineering or surveying, whether within or outside the State of Hawaii is in accordance with the Professional and Ethical Conduct Guidelines of the ACEC.

A Principal is an individual designated by a member firm, who is a sole proprietor, partner, officer, or manager: (1) having an ownership interest, or (2) exercising management responsibility for technical or business decisions.

Affiliate Members shall include sole proprietors, firms, parent firms, branch offices, divisions, subsidiaries, and/or organizations that support the goals of ACECH/ACEC and provide professional services, ~~equipment, products and/or software~~ used by Member Firms. Affiliate Member Firms shall not be eligible to vote on ACECH/ACEC business, hold office in ACECH/ACEC, nor serve as chair of an ACECH/ACEC committee, unless approved by the Board of Directors. This category of membership shall be in accordance with the requirements in ACECH/ACEC Bylaws and the ACEC Rules of Policy and Procedure. Affiliate Members of ACECH may also apply for membership in ACEC at their option.

Life Members shall be by individuals only. Each individual life member shall be fully retired from the active practice of consulting engineering and not engaged in activities that are in competition with consulting engineering. Each individual life member shall have been employed by a member firm for at least ten (10) years. Life members may remain in this category, paying no dues, so long as they remain inactive from the practice of consulting engineering.

Section 2. Membership Application

Application for membership shall be presented on official forms and shall be processed as follows:

- a. The Membership Committee shall review the application, investigate the applicant firm and forward the application to the Board of Directors with a recommendation.
- b. The Board of Directors shall review and vote on the Membership Committee's recommendation.

Application for Life Membership shall be by written nomination from a principal of a member firm and shall be presented on corporate letterhead of the member firm. The nomination shall be processed as outlined in a. and b. of this section.

Section 3. Membership Terms

Terms, renewal and termination of membership are as follows:

- a. Terms of General and Affiliate membership shall be from July 1 through June 30 for each year.
- b. Termination of General or Affiliate Membership shall be based on either:
 - i. Failure to fulfill the qualifications for membership as provided in Article II, Section 1; or
 - ii. Failure to pay dues or special assessments as provided in the ACECH Bylaws.
- c. Should a member (General or Affiliate) firm or life member be terminated or withdrawn, that firm shall forfeit all rights and interests in the funds or other assets of ACECH, but shall be responsible for its portion of any liabilities at the time it ceases to be a member.
- d. A life membership may be terminated for cause by the Board of Directors.

Section 4. Voting Power

Voting power of each General Member shall be cast as a unit (votes cannot be split), based on a graduated scale as provided in the ACECH Bylaws.

ARTICLE III GOVERNANCE

Section 1. Board of Directors

The government of the membership shall be vested in the ACECH Board of Directors, consisting of the President, President-Elect, Secretary, Treasurer, three Directors, the National Director to ACEC, and the most recent available Past President. Each member of the Board of Directors has one (1) vote. No more than one (1) non-professional engineer shall serve on the Board at any given time. The terms of each director and officer shall be one (1) year with the exception of the National Director who will serve a two-year term. The Board of Directors shall be represented by a minimum of three different engineering disciplines (i.e. Electrical, Mechanical, Civil, Structural, Geotechnical, Agriculture, Chemical, Industrial, etc...), unless otherwise approved by the Board of Directors. ACECH also believes in greater gender diversity and providing equitable opportunities within our profession and will strive to seek board members to fill this role.

Section 2. Elections

Election of Officers shall be as follows:

At the first meeting following the ratification of the Constitution and Bylaws, ballots shall be taken by the member firms present for the purpose of electing the President, President-Elect, Secretary, Treasurer and three Directors.

At least ninety (90) days prior to the annual meeting, the Board of Directors shall appoint a Nominating

Committee, consisting of at least ~~three~~ five General Member representatives who are ~~not members of the Board of Directors and who represent at least three different General Member Firms from those represented on the Board of Directors~~ past presidents of ACECH. This committee shall provide the slate of candidates to the Board of Directors no less than 60 days prior to the Annual Meeting.

No member firm shall have more than one representative on the Board of Directors at any time unless there are extenuating circumstances as determined by the Board of Directors.

Section 3. Duties

The duties of the Board of Directors are as follows:

- a. President: The President shall preside over all ACECH affairs and shall serve as the chief executive of ACECH, taking the lead in local and national interactions. The duties of the President shall include but not be limited to the following:
 - i. With approval of the Board of Directors, appoint chairpersons and Board of Directors liaisons of all ACECH committees.
 - ii. Able to approve reimbursements or payments of budgeted items. Payment of any expenses that are not included in the approved budget shall be subject to approval by the Board of Directors.
 - iii. Serve as the Alternate National Director to ACEC in the absence or disability of the National Director. If the President is not able to attend ACEC meetings to act as Alternate National Director, the President will appoint a replacement.
 - iv. Conduct an annual performance review of the Executive Director.
 - v. Coordinate meetings with Hawaii's Congressional delegation at the ACEC Annual Convention.
 - vi. Represent ACECH at the State legislature, and meetings with State and County officials and administration.
- b. President-Elect: The President-Elect shall be responsible for monthly membership meeting programs and serve as President in the absence of the President. The President-Elect shall immediately become President at the end of his term as President-Elect. At the direction of the President, the President-Elect will perform Board Liaison responsibilities to assigned committees.
- c. Secretary: The Secretary shall be responsible for the ACECH Annual Meeting program. In the absence of the Executive Director, the Secretary shall prepare complete minutes of all meetings of the Board of Directors. The Secretary shall present draft minutes for approval by the Board of Directors. At the direction of the President, the Secretary will perform Board Liaison responsibilities to assigned committees.
- d. Treasurer: The Treasurer shall exercise general supervision over all ACECH financial records and accounts, including preparation of the annual budget for approval by the Board of

Directors. The Treasurer shall be able to approve reimbursement requests and payments for budgeted items. Payment of any expenses that are not included in the approved budget shall be subject to approval by the Board of Directors. The Treasurer shall oversee the preparation of checks, make payments, keep records and provide monthly reports to the Board of Directors. At the direction of the President, the Treasurer will perform Board Liaison responsibilities to assigned committees.

A bookkeeper may be hired at the discretion of the Board of Directors to assist the Treasurer with the preparation of checks and other financial record keeping duties. If a bookkeeper is hired, the Treasurer shall be responsible for the annual performance review of the bookkeeper.

- e. Past President: The Past President serves on the Board of Directors and acts as Chair of the Engineering Excellence Awards Committee and at the direction of the President, the Past President will perform Board Liaison responsibilities to other committees as assigned. The immediate Past President shall not concurrently serve as the National Director to ACEC.
- f. National Director: The National Director shall serve a two-year term as the Hawaii representative at ACEC meetings after fulfilling the role of President and Past-President. The term for National Director maybe extended at the discretion and need of the Board of Directors up to five years. The National Director attends the ACEC Annual Convention and Fall Conference and casts ACECH's vote on various ACEC issues after conferring with the ACECH Board of Directors; and, following each ACEC Annual Convention and Fall Conference, reports to the ACECH Board of Directors and the ACECH general membership. At the direction of the President, the National Director will perform Board Liaison responsibilities to assigned committees.
- g. Directors: There shall be three (3) Directors who will attend Board of Directors meetings, serve as Board Liaisons for ACECH committees and assist officers with other duties including but not limited to the Engineering Excellence Awards, Annual Meeting program, and monthly meeting programs.

The duties of the Executive Director are as follows:

- a. Executive Director: The Executive Director shall be a paid position, appointed and approved annually by the Board of Directors, and have such duties and responsibilities in managing the business of the corporation, establishing and operating an office of the corporation and other such duties as assigned by the Board of Directors. The Executive Director shall maintain current and archived (past) electronic records of all pertinent documents of the Board of Directors. The salary of the Executive Director shall be determined by the Board of Directors based on the annual performance review.

Section 4. Succession of Officers

Any elected officer of the Board of Directors shall continue to serve until his successor is elected or installed.

Vacancies occurring in the Board of Directors during the term of an office shall be filled for the unexpired term as follows:

- a. President: by President-Elect
- b. President-Elect: The President shall convene a nominating committee to propose a slate for vacancy. A special election shall be held to fill the vacancy.
- c. Any other office: The President shall appoint any qualified person from the general membership, subject to approval by the Board of Directors.

In the case of neglect in the performance of any officer or director, the Board of Directors shall have the power to declare the office vacant.

ARTICLE IV MEETINGS

Section 1. Regular Meetings

Regular meetings shall be held as provided in the ACECH Bylaws. The presence or proxy of representatives of a majority of the total member votes of ACECH or a minimum of 15 member firms shall constitute a quorum.

If a quorum is not present and the membership was given two weeks' notice of the meeting, the Board of Directors shall be empowered to conduct the regular meeting and make all decisions necessary for transacting ACECH business on behalf of the membership.

Section 2. Annual Meetings

The ACECH Annual Meeting shall be the regular meeting held within 30 days prior to the annual ACECH Board of Directors meeting. The installation of the newly elected ACECH officers and directors may take place following the regular business session of the Annual Meeting.

The presence or proxy of representatives of a majority of the total member votes of ACECH or a minimum of 15 member firms shall constitute a quorum.

If a quorum is not present and the membership was given two weeks' notice of the Annual Meeting, the Board of Directors shall be empowered to conduct the Annual Meeting and make all decisions necessary for transacting ACECH business on behalf of the membership.

Section 3. Special Meetings

Special meetings may be called by the Board of Directors at its own discretion at any time, or by written petition submitted to them by 10 percent of the total number of votes of the membership, which shall represent at least three member firms. Two weeks advance notice shall be given.

If voting is required on any issue associated with the Special Meeting, the presence or proxy of representatives of a majority of the total member votes of ACECH or a minimum of 15 member firms shall constitute a quorum.

Section 4. Board of Directors Meetings

Board of Directors meetings shall be held as provided in the ACECH Bylaws.

Five members of the Board of Directors shall constitute a quorum for the purpose of transacting ACECH business.

ARTICLE V AMENDMENTS

Section 1. Constitution

The Constitution may only be amended by an affirmative majority of at least two-thirds of the total member votes present at any meeting provided that the general membership was been advised, at least two weeks in advance of the meeting, of the proposed Constitutional amendment.

Section 2. Bylaws

The ACECH Bylaws may be amended by a simple majority of the votes present at any meeting provided the general membership has been advised, at least two weeks in advance of the meeting, of the proposed amendment. If a quorum is not present, the Board of Directors shall be empowered to act on the proposed amendment on behalf of the membership.

American Council of Engineering Companies of Hawaii (ACECH)

BYLAWS

Proposed April 2024

ARTICLE 1

MEETINGS

Section 1. Board of Directors

The Board of Directors shall meet regularly once a month, at the call of the President, or at such time as the Board may designate. Special meetings may be called at the request of the President, President-Elect, or any two other members of the Board of Directors. At least 24 hours' notice shall be given before any special meeting.

Section 2. ACECH Meetings

Regular ACECH membership meetings shall normally be held monthly at a venue, day and time determined by the Board of Directors, subject to at least 2 weeks' notice to the ACECH membership. The Board of Directors is empowered to dispense with no more than three meetings per year as it deems appropriate, or more if the Board of Directors determines that extenuating circumstances exist.

Section 3. Procedures

The procedures for the meeting shall be as established by the Board of Directors. In the absence of specific ACECH/ACEC Bylaws or written procedure, Robert's Rules of Order will govern.

ARTICLE II

DUES AND VOTING STRENGTH

Section 1. Annual Dues

The annual dues, payable in advance as determined by the Board of Directors, shall be established by the general membership at the Annual Meeting each year.

Each General and Affiliate member shall receive dues billing which shows the ACECH dues and/or the ACEC dues, as applicable, and the total dues amount. Each General member's dues shall be in accordance with an Index number. Index numbers shall be computed by the same method utilized by ACEC.

Section 2. Reinstatement Fee

Any member failing to pay dues within 30 days from the due date may be dropped from the membership roll at the direction of the Board of Directors. Reinstatement within the same fiscal year shall be made upon payment of back dues. Reapplication for membership in any succeeding year will be granted upon payment of back dues owed.

Section 3. Special Assessment

Special assessments may be levied for unbudgeted items by the simple majority of the votes present at any meeting, provided that the general membership has been advised, at least two weeks in advance of the meeting of the proposed assessment. If a quorum is not present, the Board of Directors shall be empowered to act on the proposed special assessment on behalf of the membership.

Section 4. Voting Power

Voting power shall be in accordance with the same method specified by the ACEC Bylaws.

ARTICLE III COMMITTEES

Section 1. Regular Committees

The President shall appoint all chairpersons and members of regular committees with the approval of the Board of Directors. The President shall include some or all of the following, as determined by the Board: Engineering Excellence Awards, Legislative, Government Agency Liaisons, Risk Management, Membership, Nominating, **Emerging Leaders, Education/Scholarship, Symposium**, Business Practices, and Public Relations/**Events**. A member of the Board of Directors shall be assigned by the President to serve as a liaison on each committee to advance the purpose of ACECH and facilitate interaction between the BOD and the committee.

Section 2. Special Committees

A Special Committees may be created by majority vote of the Board of Directors for special projects. The President shall appoint the chairpersons and members of such committees.

**ARTICLE IV
PROCEDURES OF DISCIPLINARY ACTION**

Section 1. Member Agreement

Members shall be required to file with ACECH a statement signed by a principal of the member firm, or an individual, in the case of individual members, stating:

- a. That they have read the ACEC Rules of Policy & Procedure, Bylaws, and Professional and Ethical Conduct Guidelines and the ACECH Constitution, Bylaws, and Code of Ethics.
- b. That they agree to abide by the provisions thereof.
- c. That the payment of annual dues will, in effect, be reaffirmation of that agreement; and
- d. That they understand that ACECH has a legitimate interest in maintaining high standards of ethics of the profession, and that they agree that they shall not bring suit against ACECH or any component, committee or officer or employee thereof, with respect to any statement germane to the inquiry taken in connection with the enforcement of the Procedures for Disciplinary Action, Article IV of the ACECH Bylaws of ACECH.

Section 2. Board of Directors

In order to encourage a high degree of ethical conduct and professional performance, the Board of Directors shall adopt such codes, guides, or rules, as it may deem appropriate to govern the practice and conduct of its members. As used within the Procedures for Disciplinary Action, "member" refers to member firms as well as individuals employed member firms.

Section 3. Authority of the American Council of Engineering Companies of Hawaii

ACECH BOD shall have the authority to take disciplinary action against members when a member or the Board of Directors requests such action or when ACEC requests such action.

Section 4. Disciplinary Procedures

All proceedings related to disciplinary procedures shall be held confidential until final action has been taken.

A member may be expelled from membership, suspended for not more than two (2) years, or censured if the member violates these Bylaws, violates ACEC's Professional and Ethical Conduct Guidelines, ACECH's Code of Conduct, or commits an act bringing discredit to the profession, or is found by a court of law to have committed fraud or any other crime involving moral turpitude.

The ACECH BOD shall ~~engage the Professional Conduct~~ create an Ad Hoc Committee to investigate causes for disciplining any member. The committee shall consider all complaints made against such member (within the authority granted in Section 2) that involve possible cause for discipline, and may initiate an inquiry on its own motion.

The ~~Professional Conduct Ad Hoc~~ Committee shall make such investigation as it deems appropriate to gather the facts and report to the Hearing Board.

The charges stated by the ~~Professional Conduct Ad Hoc Committee~~ shall be promptly referred to the Hearing Board which consists of the Board of Directors and other members, with at least five (5) but not more than eight (8) persons as augmented to insure the charged member of a Hearing Board which is free of persons with conflict of interest. The Board of Directors shall determine the composition of the Hearing Board and appoint additional members as necessary. The Hearing Board may dismiss the complaint, or by a majority vote of its members, may censure the charged member orally or in writing without publishing it to its members. No disciplinary action shall be taken unless the charged member has an opportunity to present the member's side of the case. If a majority of the Hearing Board is of the opinion that there is sufficient reason to believe that the member should be expelled, suspended or publicly censured, the Board shall conduct a hearing.

The Hearing 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 of ACECH shall mail to the member notice of the time and place of the hearing and the charges to be adjudicated.

The notice shall be deemed properly served via certified mail, postage prepaid, to the charged member at the address shown on ACECH's records.

The Hearing Board shall conduct a hearing in such a manner as it may determine. The ~~Professional Conduct Ad Hoc~~ Committee shall present the facts and supporting data. The technical rules of evidence applied in the courts of law need not be followed, but the rights of the charged member shall be reasonably protected to the extent possible. A record of the Hearing Board's proceedings shall be kept. The charged member may offer such evidence as may be pertinent, but failure to appear or offer evidence shall not affect the propriety of the hearing. The charged member may be accompanied by counsel of his/her choosing. The ~~Professional Conduct Ad Hoc~~ Committee may, at its discretion, present facts and supporting data through legal counsel.

After hearing the evidence, the Hearing Board by majority vote of its members except in the case of expulsion, shall take one (1) or more of the following actions subject to the procedures on right to appeal:

- a. Dismissal of charges
- b. Unpublished censure with recommended corrective measures
- c. Suspension for a specified time of not more than two (2) years
- d. Expulsion (requires a two-thirds [2/3] vote of the members of the Hearing Board)

The charged member shall have the right, within thirty (30) days after the receipt of the decision of the Hearing Board, to appeal any decision for suspension or expulsion to the general membership of ACECH. Such appeal shall be addressed by the charged member to the Secretary of ACECH and shall be accompanied by a memorandum setting forth its objections and reasons to the decision reached by the Hearing Board.

The President shall, upon receipt of the appeal request, schedule a meeting of the general membership within thirty (30) days, with due notice to the membership. A quorum for this meeting shall consist of at least fifteen (15) member firms, with attendance from each firm limited to its ACECH index number. The appeal shall be presented by the member charged or member firm's counsel at this meeting. The Hearing Board shall present its case through one of its members or counsel selected by the President.

After the appeal hearing, which shall be conducted by the President, the general membership shall cast a secret ballot by index number to be counted by tellers appointed by the President. A vote of guilty by two-thirds (2/3) majority of the votes present shall be required for expulsion and a majority for suspension. The members present may, by a majority vote, decide on imposing a lesser disciplinary action in lieu of expulsion or suspension.

Up to the time a charged member elects to appeal the Hearing Board's decision, the charges and information provided the Hearing Board shall remain confidential available only to the charged member, accuser and members of the Hearing Board and ~~Committee on Professional Conduct~~ the Ad Hoc Committee.

The Board of Directors shall implement the action of the Hearing Board or the final action of the general membership with respect to an appeal. The Secretary of ACECH shall notify the member of the decision by registered mail postage paid prepaid and to the member at the address shown in ACECH records. When not specified by the Hearing Board, the Board of Directors shall decide, by a majority vote, whether a statement should be published disclosing the nature of the case, and discipline imposed, and whether the statement to be published shall disclose the name of the member involved.

ARTICLE VI INDEMNIFICATION

ACECH may, by resolution of the Board of Directors, provide for indemnification by ACECH of any and all of its current or former officers, 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 party, by reason of having been an officer, 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.