

**BYLAWS OF  
ACEC-CA-LA  
AMERICAN COUNCIL OF ENGINEERING  
COMPANIES OF CALIFORNIA  
LOS ANGELES COUNTY CHAPTER**

**REVISED NOVEMBER 28, 2011**

## ARTICLE I. PURPOSE

The purpose of the American Council of Engineering Companies of California-Los Angeles County Chapter (ACEC-CA-LA) is the protection of the public interest and the general advancement of the professions of consulting engineering and land surveying.

## ARTICLE II. OFFICES

The principle office of the Chapter for the transaction of its business shall be located in Los Angeles County unless otherwise designated by the Board of Directors of the Chapter.

## ARTICLE III. DEFINITIONS

- A. Academy.** The term "Academy" shall mean a sub-organization within ACEC-CA created by the ACEC-CA Board of Directors to provide special services to members with special interests in specific disciplines and market areas.
- B. ACEC.** The term "ACEC" means the American Council of Engineering Companies.
- C. ACEC-CA.** The term "ACEC-CA" means the American Council of Engineering Companies of California.
- D. ACEC-CA-LA.** The term "ACEC-CA-LA" means the American Council of Engineering Companies of California-Los Angeles County Chapter.
- E. Board.** The term "Board" or "Board of Directors" means the Board of Directors of ACEC-CA-LA.
- F. Chapter.** The term "Chapter" means the American Council of Engineering Companies of California Los Angeles County Chapter established in accordance with the ACEC-CA Bylaws and these bylaws.
- G. Chapter Matter.** The term "Chapter Matter" means issues affecting a Chapter, including but not limited to the ratification of Chapter bylaws, ratification of ACEC-CA bylaws, the election of Chapter Officers, the election of Chapter Directors and the election of State Directors.
- H. Corporations Code.** The term "Corporations Code" means the Corporation Code of the State of California.
- I. Corporate Matter.** The term "Corporate Matter" means actions to amend or repeal the ACEC-CA-LA Bylaws or Articles of Incorporation, actions to merge or dissolve ACEC-CA-LA, actions to sell or distribute substantially all of the assets of ACEC-CA-LA and any other action which the Corporation Code requires be submitted to the members of a non-profit mutual benefit corporation for a vote.
- J. Director.** The term "Director" means an Individual Member of ACEC-CA-LA elected to Board member position of Director on the Board of Directors of ACEC-CA-LA.
- K. Firm.** The term "Firm" shall include any association, business corporation, company, corporation, corporation sole, domestic corporation, estate, foreign business corporation, sole proprietorship, joint stock company, joint venture, mutual benefit corporation or partnership.
- L. Membership.** The terms "Member Firm", "Other Member", "Individual Member", "Life Member", and "Chapter Created Membership Categories" only include members of the Chapter who meet

each of the respective membership categories as defined in Article IV, Sections C and D of these Bylaws.

- M. Officer.** The term “Officer” means an Individual Member of ACEC-CA-LA elected to the Board member position of either Past President, President, Vice President, Secretary or Treasurer on the Board of Directors of ACEC-CA-LA.
- N. State Director.** The term “State Director” means an Individual Member of ACEC-CA-LA elected to the ACEC-CA Board of Directors and to the Board member position of State Director on the Board of Directors of ACEC-CA-LA.
- O. Written or In Writing.** Shall include all current and future means of written or electronic communication.

#### **ARTICLE IV. MEMBERSHIP**

- A. ACEC-CA Membership.** ACEC-CA-LA shall be a chapter member of ACEC-CA and shall subscribe to the Articles of Incorporation and Bylaws of ACEC-CA.
- B. Membership Types.** There shall be two types of members within ACEC-CA-LA:
  - 1. Member Firms which are defined in Section C below. They vote on Chapter and corporate matters.
  - 2. Other Members which are defined in Section D below. They do not vote on either chapter or corporate matters except as noted in said Section D.
- C. Member Firm.**
  - 1. Definition. A Member Firm of the Chapter shall be an individual firm, parent firm, branch office, division or subsidiary which meets all of the following criteria:
    - a. The firm provides independent consulting engineering or land surveying services for clients on a fee basis, and
    - b. The firm has one or more Individual Members who is a Registered Professional Engineer or Licensed Land Surveyor in the State of California, and
    - c. The firm does not have any commercial affiliations or alliances which would create a conflict of interest with the practice of consulting engineering or land surveying, except that a firm may be a subsidiary of a parent or holding company, providing the firm is independently managed by a Registered Professional Engineer or Licensed Land Surveyor, and
    - d. The firm maintains an established office or offices for the practice of consulting engineering or land surveying within the boundary of the Chapter. However, if a firm’s office is located outside the boundary of the Chapter, that firm may nevertheless be a Member Firm of the Chapter provided that the firm’s membership in the Chapter is approved by both the Chapter and the other state chapter in which the office is located.
  - 2. Voting. When a vote is held within the Chapter on a Chapter matter or to determine how the Chapter will vote on a corporate matter, only Member Firms shall have the right to vote and each Member Firm shall have only one vote.

- a. Branch Offices. If a Member Firm has more than one office located within the boundary of the Chapter, all of those branch offices taken together shall have one vote.
- b. Designated Voter. Each Member Firm shall designate one Individual Member to cast the Member Firm's vote on Chapter and Corporate Matters.

**D. Other Members.** Except when serving as a Designated Voter or as an Officer/Director/State Director at Board meetings or as a State Director at ACEC-CA Board of Director meetings, Other Members shall not vote but may serve on committees or as a chair of a committee. There are three types of Other Members:

1. Individual Member. An Individual Member of the Chapter shall be a management designated employee of a Member Firm.
2. Life Member. A Life Member shall be retired from the active practice of engineering and land surveying and shall have been an Individual Member for a total of at least ten non-concurrent years in ACEC-CA or one of its predecessor organizations.
  - a. A Life Member may not be an Officer, Director, or a State Director of the Chapter.
  - b. If a Life Member reverts to the active practice of consulting engineering or land surveying, his or her Life Membership status will terminate.
3. Chapter Created Membership Categories. The Chapter by a majority vote of the Board of Directors may create one or more other membership categories. Any person or firm accepted as a member in such a Chapter created membership category must not otherwise be eligible to join ACEC-CA-LA. Any person or firm accepted as a member in a Chapter Created Membership Category shall not become a member of ACEC-CA or ACEC by holding said membership. They shall not vote on a Chapter or Corporate Matters and may not hold a position on the Board of Directors or the position of State Director.

**E. New Members.** The Chapter may accept new Member Firms, new Individual Members, new Life Members, and new members under Chapter Created Membership Categories which otherwise qualify under and subscribe to the Articles of Incorporation and Bylaws of the Chapter and ACEC-CA. Requests for membership shall be initiated by the prospective member by completing the Membership Application. Membership shall be awarded by approval of the Board after membership requirements have been met. A Member Firm, Individual Member, and Life Member of the Chapter shall automatically become a member of the same type in ACEC-CA and ACEC.

**F. Miscellaneous.**

1. Assignment. No membership of any type shall be assigned either voluntarily or by operation of law.
2. Membership Certificates. The Chapter may issue membership certificates for any type of membership the Board deems appropriate.
3. Termination. Any Member Firm, Individual Member, Life Member or member under Chapter Created Membership Categories may withdraw or resign from the Chapter and upon such resignation all future liability of such member to the Chapter shall cease. Liabilities to the Chapter, which exist at the time of a resignation or expulsion of any type of member from the Chapter, shall continue in full force and effect. Upon resignation or expulsion of any type of member from the Chapter, said member shall forfeit all rights and interests, if any, in the Chapter. Upon resignation or expulsion from the Chapter, a Member Firm, its Individual Members, and its employees may no longer participate in any group insurance plan

sponsored by ACEC-CA, by the Chapter or by any trust affiliated with ACEC-CA or the Chapter.

**ARTICLE V. FEES AND DUES**

**A. Application Fees.** The Board may require that new Member Firms, new Life Members, and new members under Chapter Created Membership Categories pay a one-time application fee.

**B. Dues.**

1. Member Firms. The Chapter dues of a Member Firm for the fiscal year shall be based on a six tier system as follows:

FTE Employee Value	Annual Dues
1-5	\$ 195.00
6-15	\$ 600.00
16-30	\$ 1,125.00
31-50	\$ 1,500.00
51-100	\$ 2,400.00
101 and above	\$ 3,300.00

The Member Firm’s full time equivalent employee value (FTE Employee Value) is that reported annually to ACEC-CA in accordance with the ACEC-CA bylaws. The Board of Directors may adopt a policy to encourage new members by providing a discount to the above annual dues for that portion of the annual dues remaining within the fiscal year that a firm joins and for the next fiscal year. Full annual dues shall be required thereafter.

- a. Payments. Dues shall be paid annually in advance by July 1, except that a Member Firm at its option may pay its annual dues in four equal installments at the start of each quarter. Unpaid dues shall be considered delinquent 60 days after they are due.
- b. New Member Firm. The dues obligation of a new Member Firm shall be prorated based on the month within the fiscal year they join for the remaining portion of that fiscal year and adjusted according to any discounts established by the Board.
- c. Branch Offices. If a Member Firm has more than one office located within the boundary of the Chapter, the dues of that Member Firm shall be based on all of those branch offices.

Any change to the existing Member Firms dues structure shall be subject to the same approval requirements as an amendment to these Bylaws.

- 2. Individual Members. Individual Members do not pay dues. Their involvement in the Chapter is covered by the dues paid by the Member Firms.
- 3. Life Members. The Board shall determine the dues, if any, of Life Members.
- 4. Chapter Created Membership Categories. The Board shall determine the dues of Chapter Created Membership Categories.
- 5. Rounding. All dues shall be rounded to the nearest dollar.
- 6. Dues Collection. The Board may request that the ACEC-CA office collect Chapter dues on behalf of the Chapter. Chapter dues for any type of membership not collected by ACEC-CA

shall be collected by the Chapter at the beginning of each fiscal year and shall be considered delinquent 60 days after they are due.

7. ACEC-CA and ACEC dues. Members of the Chapter of any type shall pay such dues as are required in the ACEC-CA and ACEC Bylaws. These dues shall be paid directly to the respective organizations and non-payment shall impact the status of a member's Chapter membership.

**C. Assessments and Contributions.** The Board, by a 2/3 vote of Board members present and voting, may levy assessments upon the Member Firms which the Board deems necessary to carry on the business purposes of the Chapter. The Board of Directors may accept contributions on behalf of the Chapter.

## **ARTICLE VI. EXPULSION AND SUSPENSION**

- A. Conduct.** The Board, by a 2/3 vote of those Board members present and voting, may expel or suspend any member of any type from the Chapter for conduct inimical to the best interests of the Chapter or ACEC-CA as determined by the Board, including, without limitation, violation of any provision of these Bylaws or the ACEC-CA Bylaws or failure to satisfy membership qualifications of the Chapter or ACEC-CA.
- B. Non-payments.** The Board shall by majority vote adopt a policy providing for the expulsion or suspension of any member of any type from the Chapter for non-payment of fees, dues or assessments, which policy shall specify when the procedure stated in Subsection C below shall commence.
- C. Procedure.** The Procedure specified in this subsection applies to expulsions which are made pursuant to either Section A or B above.
1. At least 15 days prior to an expulsion or suspension taking effect, the Chapter shall give the member of any type who is the subject of the proposed action written notice of the proposed expulsion or suspension, by first class mail, postage prepaid, addressed to the last address shown on the Chapter membership records.
  2. The notice shall state the reasons for the proposed action and shall also state the member has an opportunity to submit a written statement in opposition to the proposed action.
  3. Such written statement must be received by the Chapter not less than five days prior to the effective date of the proposed expulsion or suspension.
  4. Prior to the effective date of the proposed action, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed expulsion or suspension.
- D. Voting Rights and Dues.** A Member Firm whose membership is suspended by the Chapter shall not be entitled to exercise any voting rights set forth in these Bylaws. An expelled member of any type shall be entitled to the return of the expelled member's unused, prorated dues as of the effective date of the expulsion, minus all financial obligations which the member has to the Chapter, ACEC-CA or ACEC.

## **E. Concurrent Expulsions and Suspensions.**

1. If ACEC-CA suspends or expels a member of any type, that suspension or expulsion shall automatically also apply to any membership in the Chapter which the expelled or suspended member may have.
2. If ACEC-CA or the Chapter suspends or expels a Member Firm, that suspension or expulsion shall automatically also apply to each Individual Member in that Member Firm.

## **ARTICLE VII. BOARD OF DIRECTORS**

### **A. Board of Directors.**

1. The Chapter shall be governed by an elected, unless otherwise stated in these Bylaws, Board of Directors which shall include Directors, Officers and State Directors.
2. Qualifications. Only Individual Members of the Chapter may serve as a Director, as an Officer or as a State Director.
3. Number of Board Members.
  - a. Directors. There shall be at least seven, but not more than 20 Directors of this Chapter. At least fifty percent (50%) of the Individual Members holding the position of Director shall comprise a group holding either a Professional Engineer's registration, a Professional Land Surveyor's license or a Geologist's registration in the State of California.
  - b. Officers. There shall be a Past President, President, Vice President, Secretary and Treasurer. The Past President shall be the previous year President and is not subject to election. To hold the position of an Officer, the Individual Member must have served on the Board in the year preceding his/her election as an Officer. At least fifty percent (50%) of the Individual Members holding the position of Officer shall comprise a group holding either a Professional Engineer's registration, a Professional Land Surveyor's license or a Geologist's registration in the State of California.
  - c. State Directors. The number of State Directors on the Chapter Board shall be the number that a Chapter may have in accordance with the ACEC-CA Bylaws. At least fifty percent (50%) of the Individual Members holding the position of State Director shall comprise a group holding either a Professional Engineer's registration, a Professional Land Surveyor's license or a Geologist's registration in the State of California.
4. Terms of Office. The term of office of each Director shall be two years, with one-half of the Directors selected each year. The term of office of each Officer shall be one year. The term of office of each State Director shall be three years (except as otherwise provided in the ACEC-CA Bylaws). Directors and Officers are not limited to the number of consecutive terms that they can serve. State Directors are limited to two consecutive terms.
5. In the event that a Director, Officer or State Director resigns, or that a Director, Officer or State Director ceases to be an Individual Member of the Chapter for any reason, or that Director, Officer or State Director is removed from office in accordance with the provisions of 7221, 7222 and 7223 of the Corporation Code, the Board of Directors shall appoint an

Individual Member to serve the remaining term of office. The Board will first attempt to obtain an Individual Member from the Member Firm represented by the leaving Board Member but if unsuccessful may chose an Individual Member from any other Member Firm in the Chapter.

## **B. Election Procedures.**

1. Nominations. The Board of Directors shall appoint a Nominating Committee of five members, of which no more than three shall be currently serving on the Board of Directors. The current Past President shall be the Chairman of the Nominating Committee, and shall be a voting member of the Nominating Committee. The Nominating Committee shall have the duty to nominate Individual Members to serve as Directors, Officers and State Directors. The nominations shall be made with due regard to the professional distribution of the members.

Additional nominations for any vacancy to be filled may be made by petition of any five Member Firms, provided that such petition is accompanied by an acceptance statement from the prospective nominee should he or she be nominated, and provided it is filed with the Chairman of the Nominating Committee before ballots are delivered to the Member Firms.

2. Election. The Chapter's Directors, Officers and State Directors shall be elected by a majority vote of the Member Firms casting votes by one of the following methods:
  - a. Present in person, or by proxy, and voting at the Chapter's annual membership meeting, provided a quorum is present, or, if no quorum is present, at the next succeeding regular or special meeting at which a quorum is present.
  - b. Responding to a written ballot, which ballot was delivered to all Member Firms no less than 30 days prior to the annual meeting and returned no less than 5 days prior to the annual meeting. For this method to be valid, the number of firms voting in the election must meet the same number of firms needed to make a quorum at the annual membership meeting. Counting of the ballots shall be done by the current Past President and confirmed by the Chapter Secretary.

The elected Board members shall assume office on the 1<sup>st</sup> day of July following the elections.

## **C. Board Powers.**

Subject to the limitations of these Bylaws and of the Corporations code relating to action required to be approved by the members or by a majority of the members of a nonprofit mutual benefit corporation, the activities and affairs of the Chapter shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. As provided in Corporations Code 7210, the Board may delegate the management of the activities of the Chapter to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Chapter shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

1. Staff and Contractual Services. The Board shall have the power to retain on behalf of and at the expense of the Chapter such staff employees and contractual services, including attorneys at law or other professional or expert assistants, as the Board deems appropriate to further the purposes of the Chapter.



2. Indemnification. To the extent permitted by law the Board of Directors may provide for indemnification by the Chapter of any and all of its current or former Officers, Directors, State 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 an Officer, Director, State 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.

#### **D. Board Members' Duties.**

1. Past President. The Past President shall be the previous year President of the Chapter. The Past President shall act in an advisory role to the current President and shall chair the nominating committee.
2. President. The President shall be the chief executive officer of the Chapter and has, subject to the control of the Board, general supervision, direction and control of the business of the Chapter. The President has the duty to preside at all meetings of the Chapter and shall perform all duties incident to the office of the President, including such duties as may be required by law, by presiding over all general and special meetings and shall appoint and dissolve (with the ratification of the Board) such committees as he or she may deem necessary to expedite matters affecting the organization.
3. Vice President. In the absence of the President or in the event of his or her disability, inability or refusal to act, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned to him or her by the President or by the Board.
4. Secretary. The Secretary shall give, or cause to be given, due notice of all Chapter meetings, including meetings of the Board and Chapter committees. The Secretary shall keep minutes of such meetings, including the names of those present at the meetings and shall keep such records and account books as the Board of Directors may require. He or she shall also handle the Chapter's general correspondence.
5. Treasurer. The Treasurer is the chief financial officer of the Chapter, and such shall have custody of the funds and securities of the Chapter, shall prepare and keep accurate accounts or receipts and disbursements as the President and Board may require, and shall deposit all monies and other valuables in the name and to the credit of the Chapter. The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, whenever they may request it, but not less than semi-annually, an account of all financial condition of the Chapter, and shall have such other powers and perform such other duties as may be prescribed by the Board.
6. Directors. The Directors shall attend Board meetings and vote on Chapter and Corporate Matters. They shall chair committees and perform specific tasks necessary for the successful operations of the Chapter.
7. State Directors. The State Directors shall attend Board meetings and vote on Chapter and Corporate Matters. State Directors shall serve on the ACEC-CA Board of Directors, attend meetings of the ACEC-CA Board of Directors, inform the ACEC-CA Board of Directors of the Chapter's views on matters before the ACEC-CA Board of Directors, keep the Chapter

membership well informed about the business and decisions of the ACEC-CA Board of Directors and foster mutual cooperation between the Chapter and the ACEC-CA Board of Directors.

**E. Transactions with the Chapter.**

The Chapter shall not make any loan of money or property to or guarantee the obligation of any person.

**F. Board of Directors Meetings.**

1. Annual Board Meeting. There shall be an annual meeting of the Board of Directors. At this meeting the Board of Directors shall convene, install incoming Board members, transact all necessary business, adopt the annual budget and provide for such delegations of authority and responsibility as the Board shall determine.
2. Other Meetings. The Board shall meet at other times each year as the Board may decide. The Board shall also meet at the call of the President, Past President or at the request of 25% of the Board members. Notice of each meeting shall be delivered in writing or by telephone to each Board member at least four days before the time of said meeting.
3. Quorum. A quorum shall consist of 50% of the total Board members excluding the Past President.
4. Voting. Each Board member shall have one vote. Matters shall be passed by the majority of those present and voting, except as otherwise provided in these Bylaws. The President shall vote only to break a tie even if they hold another Board position. At the direction of the President, voting may be by simple voice vote or by a show of hands. Voting by e-mail may be done between regularly scheduled Board meetings for issues that cannot wait until the next meeting. Business by e-mail shall not replace the use of regularly scheduled meetings and any issue that can wait until the next meeting shall be held over for that meeting. When voting by e-mail the following procedure shall be followed:
  - a. The President shall have the e-mail sent to the Board members in the form of a motion ready to be voted on. The President shall arrange for a member to make the motion and for another member to second the motion before the e-mail is sent. The e-mail will state which member made the motion and which member seconded the motion.
  - b. The Board members will have twenty four hours to comment on the motion in a return e-mail to the President. Comments shall address the pros and cons of the motion. No amendments to the motion are allowed. The President shall insure that all comments are shared with all Board members.
  - c. During the second twenty four hour period the Board members will vote by e-mail on the motion. The President will report the results of the voting to all Board members. The results will be included in the minutes of the next scheduled Board meeting.
  - d. If a Board member does not use e-mail, they shall be included in the process by some other form of communication.
5. Rules of Order. Except as may be otherwise stated in these Bylaws, Robert's Rules of Order (Revised) shall govern the conduct of meetings and business of the Chapter.

**G. Fees and Compensation.** Directors, Officers and State Directors shall serve the Chapter without compensation for their services. The Board may wholly or partially reimburse Directors, Officers and

State Directors for their reasonable travel and related expenses incurred in the course of carrying out their duties.

## **ARTICLE VIII. MEMBERSHIP MEETINGS**

- A. Membership Meetings.** The Chapter shall hold general meetings of the membership as determined by the Board or at the call of the President or the Past President. At a minimum the Board shall arrange for an annual meeting of the members near the time of the start of the fiscal year.
1. Notice. Whenever members are required or permitted to take any action at a meeting, notice of the meeting shall be delivered in writing not less than ten or more than 90 days before the date of the meeting. The notice shall specify the place, date and time of the meeting, and those matters the Board intends to present for action by the members.
  2. Quorum. Ten percent of the Member Firms shall constitute a quorum. In the absence of a quorum, no business may be transacted, and the only motion which may be entertained is a motion to adjourn. If a quorum is present at a meeting but the number present falls below a quorum, the Member Firms present may still conduct business provided that at least a majority of a quorum approves the actions taken. No action may be taken on any matter that is not Noticed in accordance with Article VIII, Section A (1).
  3. Voting. Voting at membership meetings shall be by voice vote, unless the Board specifies a written ballot. Matters shall be passed by a majority of those Member Firms present and voting, or voting by proxy.
  4. Rules of Order. Meetings shall be governed by the most current version Robert's Rules of Order.
- B. Committees.** The Board may create such standing and special committees as it deems necessary. The Chapter may participate in local and regional liaison activities, with ACEC-CA state committees, and with statewide academies which have been created by ACEC-CA in accordance with the ACEC-CA Bylaws.

## **ARTICLE IX. FINANCIAL MATTERS**

- A. Annual Financial Report.** Not later than 120 days after the close of the fiscal year, this corporation shall prepare an annual financial report containing a balance sheet as of the end of the fiscal year for which the report is prepared, an income statement, a statement of changes in financial position for such year, a statement of the place where the names and addresses of the current members may be found, and if applicable, a statement required by Section 8322 (a) of the California Nonprofit Mutual Benefit Corporation Law relating to insider transactions. The report may be accompanied by any report on it by an independent accountant, but if there is no such report, the certificate of an authorized officer of the corporation that the statement was prepared without audit from the books and records of the corporation shall be included. Each year a copy of the annual audit report shall be sent to each Board member. The Chapter shall notify its entire membership of the right to receive such report upon written request, and if so requested shall cause the most recent annual report to be sent to that member.

- B. Bonded Officers and Employees.** The Board may require that any officer or employee handling money on account of the Chapter shall be bonded in such amount as may be determined by the Board at the expense of the Chapter.
- C. Fiscal Year.** The Chapter's fiscal year shall be from July 1 to the following June 30.
- D. Dissolution.** In the event of the dissolution of the Chapter, all assets, gains or reserves thereof, shall be transferred to the ACEC-CA chapter absorbing the current Chapter's region or to ACEC-CA if no local Chapter exists.

## **ARTICLE X. NAME AND EMBLEM**

Members Firms, Individual Members, and Life Members in good standing may use the Chapter's name and emblem on their stationary, cards, advertising matter, office doors, firm's signs and equipment for the purpose of displaying their membership in the Chapter. The name, abbreviation or emblem of the Chapter or of any group or organization affiliated with the Chapter may not be imprinted upon drawings, reports, specifications, calculations, or other instruments of service prepared or used by a member of any type. Any use of the name, abbreviation or emblem of the Chapter or of any group or organization affiliated with the Chapter may only be used to signify membership in the Chapter or in a group or organization affiliated with the Chapter and may not be used in any manner that could reasonably suggest that the member in any way represents or is the Chapter.

## **ARTICLE XI. BYLAWS AMENDMENTS**

### **A. ACEC-CA Bylaws**

1. Proposed Amendments. Proposed amendments to the ACEC-CA Bylaws when received from the ACEC-CA Board of Directors shall be scheduled for review by the Board of Directors. The Board will vote, by the majority of those present and voting, to determine whether to recommend to the Chapter membership approval or disapproval of the proposed amendments. The Board will then cause this recommendation along with a copy of the proposed amendment to be sent to the Chapter membership for ratification or denial. The Board will also submit to the membership at the same time the necessary adjustments to the ACEC-CA-LA Bylaws for ratification. The Board will insure that the time for their action and the time for Chapter member ratification will comply with the timeframes set forth in the ACEC-CA Bylaws.
2. Ratification Requirements. Proposed amendments to the ACEC-CA Bylaws and the corresponding changes to the ACEC-CA-LA Bylaws shall be ratified by 60% of those Member Firms responding to a written ballot. The ballot may be delivered by mail, e-mail or any other method of delivery that insures that all Member Firms receive the ballot. For this ratification to be valid, the number of firms voting in the ratification must meet the same number of firms needed to make a quorum at the annual membership meeting. Counting of the ballots shall be done by the current Past President and confirmed by the Chapter Secretary. The results will be included in the minutes of the next scheduled Board meeting.
3. Transmittal to ACEC-CA. The Secretary shall submit the results of the Chapter action to the ACEC-CA office.

### **B. ACEC-CA-LA Bylaws**

1. Proposed Amendments. Proposed amendments to these Bylaws can be made by the Board of Directors or by any Member Firm.

A Member Firm can submit proposed bylaw amendments to the Board for consideration by submitting a petition containing the specific changes signed by at least ten percent (10%) of the current Member Firms. When received, the petition shall be scheduled for review by the Board of Directors. The Board will vote, by the majority of those present and voting, to determine whether to recommend to the Chapter membership approval or disapproval of the proposed amendments. The Board will then cause this recommendation along with a copy of the proposed amendment to be sent to the Chapter membership for ratification or denial.

The Board at any time can review the Bylaws and submit proposed amendments to the membership. To put Board generated proposed amendments before the membership for ratification requires a majority vote of those Board members present and voting. Upon approval by the Board, the proposed amendments will be sent to the Chapter membership for ratification or denial.

2. Ratification Requirements. Proposed amendments to the ACEC-CA-LA Bylaws shall be ratified by 60% of those Member Firms responding to a written ballot. The ballot may be delivered by mail, e-mail or any other method of delivery that insures that all Member Firms receive the ballot. For this ratification to be valid, the number of firms voting in the ratification must meet the same number of firms needed to make a quorum at the annual membership meeting. Counting of the ballots shall be done by the current Past President and confirmed by the Chapter Secretary. The results will be included in the minutes of the next scheduled Board meeting.
3. Transmittal to ACEC-CA. The Secretary shall transmit to the ACEC-CA office a copy of the Chapter Bylaws and any approved amendments to these Bylaws.