

**AMERICAN COUNCIL OF ENGINEERING
COMPANIES OF RHODE ISLAND, INC.
(ACEC-RI)**

BYLAWS

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**BY-LAWS OF AMERICAN COUNCIL OF ENGINEERING COMPANIES
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ARTICLE I

NAME, PURPOSE & OBJECTIVES, LOCATION

Section 1. NAME

American Council of Engineering Companies – Rhode Island (ACEC-RI) is a statewide organization representing individuals or firms providing engineering services to the public. ACEC- RI is a Member Organization (MO) of the American Council of Engineering Companies (ACEC).

Section 2. PURPOSE & OBJECTIVES

PURPOSE:

The purpose of the organization shall be to consider and act in management, business and professional matters pertaining to consulting engineering firms, with the goals of assisting members in achieving higher professional, business and economic standards, thus enabling them to provide appropriate consulting engineering services in the interest of their clients.

OBJECTIVES:

The following objectives are particularly included:

- A. To ensure that ethical, professional, and business standards of practicing consulting engineers are maintained.
- B. To enhance the ability of consulting engineers to serve the public.
- C. To inform the public concerning the work of consulting engineers.
- D. To promote harmony, cooperation, and mutual understanding among consulting engineers engaged in the practice of engineering.
- E. To promote the professional and business welfare of its member firms.
- F. To act as an information center on all matters of mutual interest to its member firms.
- G. To monitor legislation and governmental regulatory activity, and provide information to its members, legislative bodies, and the public concerning legislation of interest to the practice of consulting engineering.
- H. To increase cooperation within the engineering profession.

Section 3. LOCATION

The Headquarter Office shall be located as determined by the Executive Board.

ARTICLE II

MEMBERSHIP

Section 1. DEFINITIONS

A Member firm is a consulting engineering firm that belongs to the ACEC-RI. A Member is an employee of a member firm.

An Affiliate member firm of ACEC-RI is an individual or firm that has applied and was approved as such. Such members of ACEC-RI are not members of ACEC. ACEC-RI Affiliate members wishing to become Affiliate members of ACEC must apply through a separate ACEC process.

A Non-Resident member firm is a consulting engineering firm that meets the qualifications of a Member Firm as defined in Article II, Section 2 of ACEC-RI Bylaws, except that the firm does not maintain an established office in Rhode Island for the practice of consulting engineering or land surveying services. The Non-Resident member firm must be a full member of ACEC National and a full member of their state Member Organization. They can participate on a committee, they do not have voting rights, and they are not eligible for service on the Board of Directors. A Non- Resident member firm shall pay a flat dues set by the Board of Directors, regardless of the size of the firm.

A Representative is an individual designated by a member firm to represent it in ACEC-RI.

Consulting Engineer. A consulting engineer is a practicing professional engineer who performs one or more of the disciplines of professional engineering services for clients on a fee basis. Consulting engineers are qualified by education, ability and experience to provide competent engineering services and must be registered as professional engineers in each state where they practice.

Land Surveyor. A land surveyor is a practicing professional who performs land surveying for clients on a fee basis. Land surveyors are qualified by education, ability and experience to provide competent land surveying services and must be registered in each state where they practice.

Wherever the words “consulting engineer” or “consulting engineering” appear herein it is intended that the words “land surveyor” or “land surveying” may be substituted.

Principal. A principal, as defined herein, is an individual designated by a member firm, who is a firm officer, partner, or manager: (a) having an ownership interest, and/or (b) exercising management responsibility for technical or business decisions.

Retired Member. A Retired Member is a fully retired former employee of a member firm.

Section 2. QUALIFICATIONS

A. Member firms shall be limited to those whose individual firms, parent firms, branch offices, divisions, or subsidiaries that have principals who furnish consulting engineering services, and are authorized to do business by the Rhode Island Secretary of State and shall

1. maintain established offices for the practice of consulting engineering, as(i)sole proprietorships; (ii) partnerships; (iii) limited liability corporations, (iv) limited liability partnerships or (v) corporations, divisions or subsidiaries furnishing consulting engineering services provided that their officers act for them on professional policies and activities;

2. have one or more engineers or land surveyors registered or licensed professionally in accordance with the laws of the State of Rhode Island and who are in direct control or in responsible charge for the professional services that are performed in that state;
 3. belong to ACEC;
 4. practice consulting engineering in accordance with ACEC Professional and Ethical Conduct Guidelines;
 5. practice under an organizational arrangement that does not involve a conflict of interest or that does not subordinate independent professional judgment to other considerations. Firms or corporations wholly or partially owned by commercial, construction contracting, manufacturing, sales, public utility, holding company or other similar organizations which function as service organizations for the controlling company, shall not be eligible for membership if such ownership arrangements prejudice or subordinate the professional or ethical judgment of the consulting engineers.
- B. A Member firm shall maintain an office in Rhode Island for the practice of consulting engineering or land surveying and be authorized to do business by the Rhode Island Secretary of State.
- C. The principal or principals who are registered professionals shall have final control within the firm with respect to professional policies and activities. A Member firm shall have a minimum of one Professional Engineer or Land Surveyor regularly assigned to the staff of each member office.
- D. All employees of a Member firm shall automatically be members.
- E. An Affiliate member shall be a professional services firm including (but not restricted to) architectural or landscape architectural firms (or an individual providing such services), an environmental science firm and not otherwise engaged in the practice of consulting engineering or land surveying, a services firm or vendor firm with a client base among ACEC-RI Member firms and other professionals in the areas including, but not limited to, accounting, MIS consulting, insurance, marketing and communications, construction, construction management, and business management. An Affiliate member firm shall not be engaged in the practice of consulting engineering or land surveying.
- F. Affiliate members together shall not comprise more than forty percent (40%) of the total member firms of ACEC-RI. Affiliate members may be subject to annual review and approval by the Board of Directors and membership may be terminated at the sole discretion of the Board of Directors, by affirmative vote of two-thirds of the Board of Directors present at a formal (quorum) meeting.
- G. A Non-Resident Member Firm shall meet all the criteria for Member Firm, except that the firm does not have an office in Rhode Island.

Section 3. APPLICATION FOR MEMBERSHIP IN ACEC-RI

An application to become a Member firm, an Affiliate member, a Non-Resident member, or a Retired member shall be made on such application form as is from time to time prescribed by ACEC-RI. The application shall be submitted to the Membership Committee of ACEC-RI, which shall review the applicant and forward the application together with the Committee's recommendation to the Board of Directors. If an applicant is a subsidiary of a non-engineering firm, the application must include a written statement verifying the independence of the subsidiary in the practice of consulting engineering. An applicant shall

become a Member firm only upon the affirmative vote of two-thirds of the Board of Directors present at a formal (quorum) meeting, and upon payment of an application fee as determined by the Board of Directors.

Section 4. REPRESENTATIVES OF MEMBER FIRMS AND NON-RESIDENT MEMBER FIRMS

Each Member firm and each Non-Resident member firm shall designate one individual to serve as its official representative to ACEC-RI. The representative shall be a principal of the Member firm or Non-Resident member firm.

Section 5. REPRESENTATIVES OF AFFILIATE MEMBERS

An Affiliate member firm shall be permitted one representative to ACEC-RI. The representative may not serve as an ACEC-RI Officer or Director. The representative may serve as the chair or co-chair of a Committee or Task Force. The representative may attend and participate in all ACEC-RI activities. Affiliate member firm representatives shall serve without voting capacity, as an advisor only.

Section 6. SEPARATION AND REINSTATEMENT OF MEMBERS

A Member firm, a Non-Resident member firm or an Affiliate member firm will automatically lose its standing if it fails to pay its dues or assessments within 90 days of the date when they are payable. A Member firm not in good standing shall lose voting rights. A Member firm, a Non-Resident member firm, or an Affiliate member firm shall not be entitled to any other rights or privileges of membership in ACEC-RI. If the Board of Directors determines that a Member firm, a Non-Resident member firm, an Affiliate Member Firm or a Retired Member ceases to fulfill the qualifications for membership set forth in Section 2 of this Article, or if the firm does not pay its dues or other assessments within six (6) months from the date on which the dues or other assessments are payable, the Board of Directors may, by a 2/3 vote of the Board of Directors at a formal (quorum) meeting, terminate the firm's membership in ACEC-RI.

Any Member, Affiliate Member or Non-Resident Member may resign from ACEC-RI upon written notice to ACEC-RI. Resignation shall be effective upon fulfillment of all obligations to the date of resignation.

If a firm rejoins within two years from the date membership was terminated, it shall be required to pay any dues owed at the time of termination and shall not be eligible for any new member incentive programs that are effect.

Disciplinary action may be instituted against Member firms, Non-Resident Member firms, or Affiliate member firms charged with violations of the ACEC Professional and Ethical Conduct Guidelines adopted by ACEC-RI. Disciplinary action including separation and reinstatement shall be in accordance with the rules of Policy and Procedure of ACEC-RI. Actions shall be taken by a 2/3 vote of the Board of Directors at a formal (quorum) meeting.

Section 7. RETIRED MEMBERS

- A. An individual who was active in ACEC-RI for at least five (5) years and a Principal of a Member Firm that has been a Member Firm of ACEC-RI or Rhode Island Consultant Engineers (RICE) for at least ten (10) years can become a Retired Member of ACEC-RI without payment of dues. The individual must be fully retired from the Member Firm and not re-employed by another firm that is either a member or eligible to be a member. The Member Firm must be a member of ACEC-RI within one year of the applicant submitting their application for Retired Member.
- B. The individual shall make a request in writing for Retired Member status to the Membership Committee of ACEC-RI.

- C. A Retired Member, other than the Past President, shall not hold office or have a vote, but may be a chair, co-chair or be a member of a committee, or may be appointed or nominated by ACEC-RI to represent ACEC-RI on certain public Boards or Commissions.
- D. A Retired Member shall receive all ACEC-RI mailings and shall be eligible to participate in all ACEC-RI activities at Member firm rates.

ARTICLE III

BOARD OF DIRECTORS

Section 1. BOARD MEMBERSHIP

The Board of Directors of ACEC-RI shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Past President, a National Director, and seven Directors, all of whom shall be elected by the member firm representatives, or shall accede to office by virtue of the office held during the preceding year, in accordance with Section 3 of this article.

Section 2. ELECTION

Prior to each annual meeting, the slate of the Board of Directors (Article III, Section 1) shall be elected in accordance with the procedures set forth in Article VII of these Bylaws. Each Director shall hold office for a two (2) year term unless emergency or unforeseen conditions exists, as determined at the discretion of the Board of Directors, which may require an extension of that term. The terms of office shall overlap so that a minimum of three (3) and maximum of four (4) Directors shall be elected at each annual meeting of the membership. The term of service of elected Directors for the Board shall begin on July 1 of the election year and end on June 30 at the conclusion of their respective two-year terms or until their successors are duly elected. In the case of any emergency or unforeseen conditions, the Board of Directors shall be authorized to change the dates of the term of service.

Section 3. TERMS OF OFFICE

The term of office shall be one (1) year for President, Vice President, Secretary, Treasurer, and Past President and three years for the National Director. If the member serving as Treasurer or National Director desires to extend beyond the terms identified, the extension is to be approved by the Board and voted by the membership. Directors may be elected to two (2) consecutive two-year (2-year) terms. One (1) year following the end of a Director's second term, the member regains eligibility to serve again as Director.

Section 4. POWERS

The Board of Directors shall have full power to conduct the business of ACEC-RI except as limited by law, the Articles of Organization, or these Bylaws. The Board of Directors shall have full power to adopt rules of policy and procedure, which shall supplement the Bylaws and Articles of Organization of ACEC-RI.

Section 5. BOARD MEETINGS

All meetings of the Board of Directors shall be at the call of the President, or, in his or her absence, the Vice-President, on five days' written notice. Such notice may be waived upon ratification by two thirds of the members of the Board of Directors. A meeting of the Board of Directors shall be called upon the concurrent written request of any two of its members to the President, or, in his or her absence, the Vice-President.

Section 6. QUORUM

A quorum of the Board of Directors shall consist of a simple majority (seven) of its directors. A quorum is necessary to hold a duly constituted meeting of the Board of Directors.

Section 7. VOTING

At any duly constituted meeting of the Board of Directors the vote of a majority of those Directors present shall decide any matter except as otherwise provided by law, the Articles of Organization, or these Bylaws.

Section 8. PARLIAMENTARY PROCEDURE

All proceedings and meetings of the Board of Directors shall be conducted under and pursuant to Robert's Rules of Order, except as may be otherwise provided by these Bylaws. Robert's Rules of Order may be waived by the presiding officer if no objection is voiced.

Section 9. PUBLICATION OF MINUTES

The Secretary shall be responsible for recording (or having someone else record) minutes of each meeting of the Board of Directors and for distributing (or having someone else distribute) copies to all members of the Board of Directors prior to the date of the next meeting.

Section 10. PROFESSIONAL STAFF / EXECUTIVE DIRECTOR

The Board of Directors may, within budget limitations, engage professional and support staff to carry out such actions as the Board may direct. The Executive Director of ACEC-RI shall be appointed by and serve at the pleasure of the Board of Directors. Under the direction of the Board of Directors, the Executive Director shall be the chief staff executive of ACEC-RI; attend all meetings of the Board of Directors and Executive Committee; be responsible for preparing Annual Report and such other reports as may be prescribed by the Board of Directors or Executive Committee; conduct and maintain full records of the correspondence of the Association; carry out the directives issued by the Board of Directors and the Executive Committee. Any compensation to the Executive Director shall be determined by the Board of Directors.

Section 11. REMOVAL OF BOARD MEMBERS

A Director or Officer may be removed from the Board by a three-fourths vote of all Board members, provided that the Director or Officer has been notified in writing that the Board is considering such action and is given the opportunity to appear before the Board to argue against such action. Reasons for considering removal may include, but not be limited to, failure to attend three consecutive Board meetings or half of the Board meetings held that year, unethical conduct, and termination of membership in ACEC-RI by the firm that employs the Director or Officer.

Section 12. INDEMNIFICATION

ACEC-RI shall, defend, indemnify and hold harmless all of its current or former Officers, Directors, staff, and committee members against any action, suit, or proceeding, in which they or any of them are parties, 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 willful misconduct in the performance of duty and to matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or willful misconduct. ACEC-RI shall maintain a Directors

and Officers Insurance Policy covering all former and current Officers, Director, staff and committee members.

ARTICLE IV

OFFICERS

Section 1. OFFICERS

The Officers of ACEC-RI shall be a President, Past President, Vice President, Secretary, and Treasurer, who each shall be elected (or who shall accede to office by virtue of the office that they held during the preceding year) in accordance with the terms of Article VII of these Bylaws.

Section 2. PRESIDENT

The President shall preside at meetings of ACEC-RI and of the Board of Directors, shall supervise all ACEC-RI activities and affairs, shall appoint the Chair of each committee, and shall be an ex officio member of each committee except as otherwise provided for in these Bylaws.

Section 3. VICE PRESIDENT

The Vice President shall carry out such duties as are assigned by the President. In the absence of the President, the Vice President shall assume the duties of the President. The Vice President position may be filled by the Treasurer with a majority vote of the Board of Directors.

Section 4. SECRETARY

The Secretary shall be responsible for performing (or having someone else perform) all the usual duties of a secretary, including making and filing an accurate record of all official meetings of the Board of Directors; maintaining an accurate list of members; mailing notices of all meetings, elections, and balloting; and preparing an agenda and making arrangements for meetings. The Secretary shall also have full voting rights of a Director.

Section 5. TREASURER

The Treasurer shall be responsible for performing (or having someone else perform) all the usual duties of a treasurer, including receiving and disbursing all funds of ACEC-RI; keeping all funds on deposit in an institution approved by the Board of Directors; keeping an accurate account of all funds, expenditures, and receipts; and submitting an annual report/budget to ACEC-RI prior to the annual meeting and at such times as requested by the Board of Directors or by a majority of the membership. The Treasurer shall obtain approval of the Board of Directors before payment of bills for items or amounts not specified in the approved annual budget. The Treasurer shall sign all checks, or in the Treasurer's absence, the President shall sign the checks. The Treasurer shall also have full voting rights of a Director.

Section 6. PAST PRESIDENT

The Past President shall carry out such duties as are assigned by the President. The Past President shall also have full voting rights of a Director.

Section 7. NATIONAL DIRECTOR

The National Director shall be a Member in good standing and shall serve a three-year term. The National Director is a voting member of the ACEC-RI Board of Directors. The National Director is responsible for reporting relevant local issues to the Council, and for reporting issues of national importance to the ACEC-

RI Officers and Board of Directors. The National Director shall make every effort to attend the Fall and Annual Conferences of ACEC National. All expenses for attending conferences will be supplemented by ACEC-RI. The active membership of ACEC-RI shall have the power to advise and direct the National Director in all matters at any time.

Upon the removal or resignation of the National Director for any reason, any unexpired portion of the National Director's term shall be filled by an Alternate Director assigned by the ACEC-RI Executive Board. It is desirable to have the National Director serve on a Council Committee (see <http://www.acec.org/committees/> for a list of committees) during his or her term.

If the ACEC-RI National Director does not attend an ACEC National Board meeting, upon written notice to the Secretary of the Council, ACEC-RI may seat another officer, chosen by the ACEC-RI Executive Board, or our Executive Director as an Alternate Director and the official voting Director for ACEC-RI for the applicable meeting of the ACEC National Board.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING

The annual meeting of ACEC-RI shall be held no later than June 30 of each calendar year unless otherwise determined by the Board of Directors. Notice of the Annual Meeting shall be posted to the members no less than 30 days prior to the meeting.

Section 2. OTHER REGULAR MEETINGS

A minimum of four regular meetings/programs of the Council in addition to the Annual meeting shall be held annually unless emergency or unforeseen conditions exists and as determined at the discretion of the Board of Directors

Section 3. SPECIAL MEETINGS

Special meetings may be called by the President or by a majority of the members of the Board of Directors.

Section 4. NOTICE OF MEETINGS

All Member firms, Non-Resident member firms, and Affiliate member firms shall be notified by mail, email or website posting by the Secretary, or someone designated by the Secretary, minimum of one week prior to each meeting. Such notice shall include the place, day, and hour of the meeting, and a brief description of the business to be transacted. Matters concerning termination of Membership, Affiliate Membership, or Non-Resident Membership special assessments, election of officers or directors shall not be voted upon at any meeting unless specifically mentioned in the notice of such meeting.

Section 5. PARLIAMENTARY PROCEDURE

All proceedings and meetings of the ACEC-RI shall be conducted under and pursuant to Robert's Rules of Order.

Section 6. QUORUM

A majority of ACEC-RI Member firm representatives attending a membership meeting or participating in a mail/email ballot shall constitute a quorum for the transaction of business.

Section 7. VOTING

Except as otherwise provided by law or by these Bylaws, all questions shall be determined by a majority of the votes cast. Each Member firm shall be entitled to one vote.

ARTICLE VI COMMITTEES

Section 1. STANDING COMMITTEES

The standing committees of ACEC-RI may include: Executive, Membership and Nominating and any additional committees approved by the Board.

The standing committees are the permanent committees of ACEC-RI. Each committee shall consist of at least three individuals. The Chair and Co-Chair of each committee shall be selected by the members of each respective committee.

Section 2. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary and Past President. It shall be responsible for carrying on routine business of ACEC-RI between meetings of the Board of Directors. Individual members of the Executive Committee, as assigned by the President, shall act as liaison between all standing committees and the Board of Directors.

Section 3. MEMBERSHIP COMMITTEE

The Membership Committee shall be responsible for increasing membership and for retaining members in ACEC-RI. It shall review all applications for membership and make recommendations to the Board of Directors for action.

Section 4. NOMINATING COMMITTEE

The Past President is responsible for forming a committee for nominating a slate of individuals for the Board of Directors including replacement Directors of the Executive Committee.

Section 5. ADDITIONAL COMMITTEES

Additional committees and task forces may be established by the Board of Directors in order to conduct specific items of business and to work towards strategic goals of ACEC-RI. Each committee shall consist of at least three individuals with one being a Member of the Board of Directors whose role is to act as the liaison with ACEC-RI Board of Directors. The Chair and Co-Chair of each committee shall be selected by the members of each respective committee.

ARTICLE VII

ELECTIONS AND BALLOTING

Section 1. NOMINATING COMMITTEE

In addition to preparing the annual slate as described in Article VI, Section 4, the Nominating Committee shall also nominate a candidate for the position of National Director every three years. The Nominating Committee shall be responsible for making nominations to fill vacancies that may occur between annual elections.

Section 2. BALLOTING FOR OFFICERS AND DIRECTORS

The Nominating Committee must approve the slate of nominees before it is submitted to the Member firms' representatives. The Officers and Directors to be elected by the membership shall be elected at the annual membership meeting or via email ballot as determined by a vote of the Board of Directors.

Section 3. NO MULTIPLE OFFICES

The Directors shall not be eligible to hold any office provided for in Article IV, Section 1, and the officers provided for in Article IV, Section 1 shall not be eligible to hold office as a Director. No more than one representative from a member firm shall serve at any one time as Officer or Director unless there is an issue of filling a position and is approved by the Board. However, the Vice President and Treasurer positions may be combined into one (1) position with a 2/3 majority vote of the Board of Directors.

Section 4. ELIGIBILITY FOR OFFICE

Only principals of member firms in good standing as defined in Article II, Section 2, shall be eligible to hold office as an Officer or Director of ACEC-RI.

Section 5. VACANCIES

Vacancies on the Board of Directors shall be filled by an election held as soon as practicable after the vacancy occurs. Nomination to fill a vacancy shall follow the same general procedure as prescribed in this article. Election to fill a vacancy shall be by majority vote of the Board of Directors. Persons elected to fill vacancies shall serve only to the end of the unexpired term of the vacant position, and will be eligible for election to a regular term in the same position upon completion of the unexpired term.

Section 6. BALLOTING FOR MATTERS OTHER THAN ELECTIONS

Mail or email ballots may be used for voting on assessments, and other matters deemed necessary by the Board of Directors.

ARTICLE VIII

AMENDMENTS

Section 1. PROCEDURE

Amendments to the Bylaws may be proposed to the Board of Directors by petition of five (5) Members or to the Members by the committee for that purpose. Amendments submitted to the Board of Directors shall be duly and carefully considered by them and upon affirmative vote of 2/3 of the Directors, shall be

submitted to the Membership at a regular meeting, special meeting called for such purpose or by mail/facsimile/email. Proposed amendments shall be provided by the Secretary to all members at least 30 days before such meeting. All amendments shall require a two-thirds (2/3) majority for adoption.

ARTICLE IX

EFFECTIVE DATE AND ORIGINAL ORGANIZATION

Section 1. EFFECTIVE DATE

The Bylaws, and any amendments thereof, shall become effective immediately upon the affirmative vote of the Board of Directors.

Section 2. ORIGINAL ORGANIZATION

Officers and Directors in office at the time of adoption of the Bylaws and any amendments thereof shall continue to hold office until their terms expire.

ARTICLE X

FISCAL YEAR, BUDGET, DUES AND ASSESSMENTS

Section 1. FISCAL YEAR

The fiscal year shall be from July 1 to the following June 30 unless otherwise approved by the Board of Directors.

Section 2. BUDGET

The Treasurer shall prepare a proposed budget and submit it to the Board of Directors for approval at the first regularly scheduled meeting each year. Budget approval, shall occur upon the affirmative vote of two-thirds of the members of the Board of Directors present and voting at a duly constituted meeting of the Board.

Section 3. DUES

A. Annual Dues: The dues for Member firms, Non-Resident member firms, and Affiliate members shall be presented by the Treasurer and approved by the Board of Directors annually. Apportionment of the dues shall be determined by schedule adopted by affirmative vote of three-quarters of the members of the Board of Directors present and voting at a duly constituted meeting of the Board. Dues for new members shall be pro-rated on a quarterly basis starting with the quarter commencing next after the date of approval of the application for membership.

Dues notices shall be mailed to all Member firms, Non-Resident member firms, and Affiliate members by the Treasurer within thirty (30) days after adoption of the dues schedule.

Dues shall be payable within thirty (30) days after the date of the dues notice. Extension of payments can only be approved by the Board of Directors. Nonpayment of dues after two (2) written notices will result in loss of membership.

- B. Member Firm Dues Adjustments. Adjustments for reduced dues payments to reflect changes in a member firm's dues shall only be granted based upon the establishment of a "hardship" in accordance with the following requirements:
1. A request for said "hardship" consideration shall be submitted by the member firm to ACEC-RI. This request shall include a written statement explaining the reason for the requested adjustment. The request shall be reviewed by the Executive Committee of ACEC-RI who shall recommend to the ACEC-RI Board of Directors that the request be approved or denied. Upon a majority vote of the ACEC-RI Board of Directors that the request is approved, ACEC-RI shall forward the request to ACEC, along with their written recommendation and the quarterly dues payment, for final review and disposition.
 2. Said "hardship" test may take into account such situations as: the death or disability of a key principal, the dissolution or break-up of a member firm, the sale of a portion of the firm, significant reductions in personnel or revenues, or other similar circumstances deemed by ACEC-RI, and The Council Treasurer to warrant special consideration for dues reductions.
 3. Dues adjustments based on "hardship" as submitted by a member firm, shall not be granted for more than the current and immediate previous calendar quarter, and in no case shall it reduce the dues paid by more than 50 percent from the dues owed in any given fiscal year.

Section 4. SPECIAL ASSESSMENTS

Special assessments may be levied from time-to-time in the same manner as dues, and must be approved by a 2/3 vote of the Board of Directors present at the meeting.

ARTICLE XI

ASSOCIATION WITH OTHER SECTIONS

Section 1. OPTION

The Board of Directors, by an affirmative vote, may become associated with such non-profit technical or professional societies or organizations as may be determined by a majority vote of members.

Section 2. DELEGATES

Delegates chosen to represent the Council in other societies or organizations shall be elected by an affirmative vote of the Board of Directors.

ARTICLE XII

MISCELLANEOUS

Section 1. USE OF ACEC-RI NAME AND EMBLEM

Members of all classes shall be authorized to use the name of the Council or its approved abbreviation (ACEC-RI) after their names, and also to use the official Council emblem, name, or abbreviation on stationary, business cards, brochures, job signs, and as otherwise prescribed by the Council. The Council

name, abbreviation, or emblem shall not be imprinted upon drawings, reports, specifications, calculations or other instruments of service prepared or used by Members. Any use of the Council name, abbreviation or emblem shall only be made to signify affiliation with the Council and shall not be made in any manner that could reasonably suggest that the member necessarily represents, or is the Council.

END