

# **By-Laws of the Association**

## **ARTICLE I**

### **NAME AND AUTHORIZATION**

**1.1** The Association of Coastal Engineers (ACE), hereinafter called the Association is a non-profit corporation established under the laws of Virginia.

**1.2** The Association is organized under the General Non-Profit Law of the State of Virginia for educational purposes and in a manner consistent with the Chapters of the General Statutes of Virginia and Section 501 (c)(3) or successor provisions of the Internal Revenue Code.

**1.3** The principal office and registered agent of the Corporation shall be located in Virginia. The Corporation may have such other offices as may be designated by the Board of Directors, or as shall be appropriate or necessary for the conduct of the affairs of the Corporation.

## **ARTICLE II**

### **PURPOSE**

**2.1** The Association shall be a professional organization dedicated to the advancement of excellence in education, research, and the practice of coastal engineering. The Association recognizes Coastal Engineering as the skills, knowledge, expertise, and theory associated with purposeful engineering intervention in the coastal system. Coastal engineering involves the practice of civil engineering with appropriate knowledge of the sciences of oceanography and coastal geology. Coastal Engineering is applied to control erosion; design, construct, and monitor coastal structures; nourish beaches; and design and maintain ports, harbors, and related navigation facilities.

## **ARTICLE III**

### **MEMBERSHIP OF THE ASSOCIATION**

**3.1 General Rights and Powers.** Except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws, the number, classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation, or these bylaws, any right of members to vote and any right, title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for sum due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

**3.2 Membership Categories.** Categories of membership shall be Members, Associate Members, Student Members and Affiliates. The requirements for membership are given below.

**Member:** To be eligible for the grade of Member, you must be a graduate of an accredited engineering program or have a professional engineering license. Eligibility for Member also requires five years of training and/or experience in coastal engineering that has been approved by ACE as meeting the association's requirements for this membership grade. Education in an accredited engineering program may count as one year for a MS or ME degree and one additional year for a Ph.D. or DE degree.

**Associate Member:** To be eligible for the grade of Associate Member, you must be a graduate of an accredited engineering program and have an interest in coastal engineering.

**Student Member:** To be eligible for the grade of Student Member, you must be enrolled in an accredited engineering program and have an interest in coastal engineering.

**Affiliate:** To be eligible for the grade of Affiliate, you must have experience in an area related to the field of coastal engineering such as statistics, mathematics, geology or physics.

**3.3 Honorary Members:** From time to time the Board of Directors may bestow Honorary Membership on a member who has made outstanding contributions to the Association over a period of years. Honorary Members are exempt from paying annual dues and registration fees to the ACE Annual Meeting.

**3.4 Corporate Membership:** An organization is eligible for Corporate Membership in the Association if it has one or more principals who are Full Members in good standing of the Association. The Corporate Member may sponsor its employees as individual members of the Society, provided they apply and are admitted to one of the grades of membership.

### **3.5 Membership Rights and Privileges**

- 3.5.1 Associate Members have all voting rights as noted in Paragraph 7.7, the right to attend all meetings, receive official publications and participate in Association activities.
- 3.5.2 Members have the same rights and privileges as Associate Members and may also be a candidate for Director and Officer of the Association.
- 3.5.3 Affiliate Members have all voting rights as noted in Paragraph 7.7, the right to attend all meetings, receive official publications and participate in Association activities.
- 3.5.4 Student Members have all voting rights as noted in Paragraph 7.7, the right to attend all meetings, receive official publications and participate in Association activities.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

**4.1** The Board of Directors shall conduct the affairs of the Association. The Board shall establish policies and take actions within the framework of the Bylaws, the Articles of Incorporation and any mandates established at membership meetings. In the absence of any such specific guidance, the Board may act as it deems to be in the interests and purposes of the Association.

**4.2** The Board shall determine the eligibility of applicants for membership.

**4.3** The Board shall elect the Officers of the Association, as provided in Article VI.

**4.4** The Board shall control the expenditure of funds and shall carry out the financial policies, as set out in Article IX.

**4.5** Five (5) Directors (excluding ex-officio directors) shall constitute a quorum at any Board meeting.

## **ARTICLE V**

### **MEMBERSHIP OF THE BOARD**

**5.1** The Board shall consist of fifteen (15) Directors who are Association members in good standing. New directors shall be elected by ballot as provided in 5.4. Newly elected Directors shall assume office immediately after the first of the calendar year.

**5.2** Directors shall be elected for terms of three years. The terms shall be staggered so that each year approximately one-third of the Board shall be up for election.

**5.3** For the first Board, five members shall serve one-year terms, five shall serve two-year terms, and five shall serve three-year terms. The members shall draw lots to determine term length.

**5.4** Two (2) months before the annual election of Directors, the Election Monitor shall solicit the membership for nominations for the Directors to replace those Directors whose term will expire at the upcoming annual meeting. All nominations shall be received at least one (1) month prior to the annual election. Three (3) weeks prior to the annual election, the Election Monitor shall distribute ballots to the members for all new director positions; all ballots shall be received at least seven (7) days prior to the annual election. In years when the affiliate director's term will expire, two (2) months before the annual election, the Election Monitor shall solicit the Affiliates for nominations for a new Affiliate Director. Three (3) weeks prior to the annual election, the Election Monitor shall distribute ballots to the Affiliates for the new affiliate director position; all ballots shall be received at least seven (7) days prior to the annual election. The President shall establish the date of the annual election.

**5.5** All Members and Associate Members in good standing shall be given one ballot for the election of all Directors except the Affiliate Director. All Affiliate Members in good standing shall be given one ballot for the election of the Affiliate Director.

**5.6** The President of the Association shall have the authority to fill any vacancy on the Board that occurs in the middle of a term. A Director so appointed shall serve until the end of the unexpired term for which he or she has been appointed.

**5.7** Any Director may be removed at any time by 2/3 vote of the Directors.

**5.8** To benefit from the expertise and experience of past members of the Board, the Board of Directors may appoint a maximum of two past Directors as non-voting Ex-Officio Members of the Board. Terms of Ex-Officio Members shall be for one year and may be renewed by a majority vote of the Board.

**5.9** The Board of Directors may, from time to time, confer the title of President Emeritus to an outgoing or past President of the Association in recognition of outstanding services to the Association. It is the intent of these bylaws that such designation not be bestowed routinely but only on rare occasions for exceptional service and accomplishment. A President Emeritus shall automatically be a non-voting Ex-Officio Member of the Board of Directors.

**5.10** Directors shall receive no compensation for their service although meeting expenses may be reimbursed.

**5.11** The Board of Directors shall meet at least once each year. The President at the request of at least four Directors may schedule additional meetings, with one-week notice.

## **ARTICLE VI OFFICERS**

**6.1** The officers of the Association shall consist of President, Vice President, Secretary, Treasurer, Membership Secretary and such other officers as the Board of Directors shall deem to be desirable. All officers shall perform the duties usual and appropriate thereto, subject, however, to the direction and control of the Board.

**6.2** The term of office shall be one year, except for officers selected to fill vacancies, who shall complete the unexpired terms. Officers shall be elected by the Board of Directors from among the current voting Board members at the first official Board meeting subsequent to the annual election. The President of the Association may fill vacancies at any time.

**6.3** The President shall chair the Annual meeting and meetings of the Board of Directors and shall perform the following duties and responsibilities:

- (a)** appoint the chairpersons of all Board committees and serve as liaison among the Association's Board, and its committees;
- (b)** maintain liaison as needed with foundations supporting the Association and other potential funding sources;

(c) facilitate and coordinate the Board's discharge of its responsibilities as set forth in the bylaws and by Board resolutions; and

(d) such other responsibilities as provided in the Association's bylaws or as may be directed by the Board.

**6.4** The Vice-President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate, provided that the Vice-President shall sit in the stead of the President in his or her absence.

**6.5** The Secretary shall do or oversee the following:

(a) keep minutes of all meetings of the Board of Directors, all votes and resolutions adopted;

(b) record all Association documents and records;

(c) issue notices for the Annual Meeting and for meetings of the Board of Directors; and

(d) file all reports required by governmental authorities.

The Secretary shall have other responsibilities as the Board of Directors may prescribe. In the absence of the Secretary or in the event of his or her death, inability or refusal to act, the Treasurer, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary.

**6.6** The Treasurer shall oversee the custody of all funds, securities, and assets of the Association. The Treasurer shall make to the Board of Directors at each meeting an accurate account of the Association's receipts and disbursements; prepare or cause to be prepared a true statement of the Association's assets and liabilities within a reasonable time after the close of each fiscal year; and, in conjunction with the President, make financial information available to Board members and to the public. The Treasurer shall file all financial reports required by governmental authorities. The Treasurer shall have other responsibilities as the Board of Directors may prescribe. In the absence of the Treasurer, the Secretary shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer.

**6.7** The Membership Secretary shall receive all applications for membership and evaluate each application for completeness. When each application is judged to be complete, the application fee is deposited into the account of the Association and the application is forwarded to the Membership Committee. The Membership Secretary shall serve as an ex-officio member of the Membership Committee and maintain the official registry of membership.

**6.8** Each year, the President shall appoint an Election Monitor from amongst the Directors whose term will expire in the coming year. The Election Monitor shall solicit

nominees for Directors, coordinate a mail or electronic vote for new Directors and count and record the election results.

## **ARTICLE VII**

### **ASSOCIATION MEETINGS AND VOTING**

**7.1** There shall be an annual meeting of the general membership to conduct the general affairs of the Association. The Board of Directors shall schedule this meeting. The Secretary shall publish a notice of the meeting for the membership.

**7.2** The President or the Board of Directors may call Special Meetings of the general membership, providing that the membership is given at least 30 days' written notice and a summary of the agenda.

**7.3** One fifth of the number of members then in good standing present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

**7.4** At any meeting of the members, a member entitled to vote may do so by proxy executed in writing for that meeting. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue.

**7.5** A majority of the votes cast on a matter to be voted upon by the members present or represented by proxy at a duly constituted meeting shall be necessary for the adoption thereof unless a greater proportion is required by law or these bylaws.

**7.6** All members in good standing, except for Student members, shall have voting privileges in the affairs of the Association.

**7.7** Voting units shall be calculated on the following formula:

- (a) Individual Members shall be entitled to one vote each at the meetings and to vote for members to be elected to the Board of Directors.
- (b) Associate Members shall be entitled to one vote each at the meetings and to vote for members to be elected to the Board of Directors.
- (c) Affiliate Members shall be entitled to one vote at the meetings and to vote for the Affiliate Director
- (d) Student Members shall be non-voting.
- (e) Corporate Members shall be non-voting.

**7.8** The current Association dues ledger, as maintained by the Membership Secretary, shall constitute proof of valid membership.

**ARTICLE VIII**  
**COMMITTEES**

**8.1** The President shall appoint such standing and special committees as the President may deem appropriate, and shall define their objectives and duties.

**8.2** The Board of Directors may initiate and establish additional committees, as they may deem appropriate, with members selected from the general Association membership, as desired by the Board.

**8.3** Committees shall make periodic reports as requested by the President.

**ARTICLE IX**  
**FISCAL YEAR, FINANCES, NOTICES**

**9.1** The Fiscal Year of the Association shall be January 1 to December 31.

**9.2** The Board of Directors shall control funds of the Association and establish an annual budget. The Board shall develop and authorize a process for fund disbursements and for revenue collection and management.

**9.3** Through authorization by the Board of Directors, the Association shall conduct business procedures that are normal and in keeping with the Association's purposes as appropriate.

**9.4** All revenue, profit, income and funds received shall be used solely for the purposes of the Association.

**9.5** There shall be an annual audit of the finances of the Association by an independent certified public accountant approved by the Board of Directors.

**9.6** Every person who is or shall have been a director or officer of the Association and his or her personal representatives shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Association or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

**ARTICLE X**  
**AMENDMENTS**

**10.1** These Bylaws may be amended by a two-thirds affirmative vote of the members voting with a minimum of one-fifth of the general membership voting. Amendments may be approved by either of the following methods:

(a) by a vote at the annual membership meeting of the Association.

(b) by a mail or electronic ballot to the membership of the Association.

**10.2** Proposed amendments to Bylaws may be initiated by either of the following methods:

(a) by a vote of the Board of Directors.

(b) by a petition to the Board signed by at least fifteen (15) voting members.

**10.3** In the case of amendments originating from a petition to the Board, the proposers of such amendments shall be required to reimburse the Association for 100% of the cost of notifying the general membership of the proposed amendment. Such costs must be reasonable as in the use of electronic or US Mail ballots.

**10.4** In the case of amendments to be considered at the annual membership meeting, members must be given at least 30 days written notice of the proposed amendment. Such notice shall be given in the official newsletter of the Association, on the Association web site, by a list server, or in a letter delivered by US Mail.

**10.5** In the case of amendments to be considered by mail or electronic ballot, members shall be given 30 days from the date of the mailing to return their ballots to the Association headquarters. Votes shall be tabulated by a Tellers Committee appointed by the Board of Directors or by the Board of Directors itself at the next meeting of the Board.

## **ARTICLE XI**

### **DISSOLUTION**

**11.1** The Association may be dissolved, the voting and initiative for which shall be the same as provided for Amendments under Article X, except that Dissolution shall require a four-fifths vote of the general membership.

**11.2** No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to the Association and to make payments and distributions in furtherance of the purposes set forth herein. The Association may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve, provided that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member, or officer of the Association but shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided, however, that the distribution must be

to another organization exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or to the United States, state or local governments, for a public purpose.

## **ARTICLE XII**

### **ACTIVITIES OF THE ASSOCIATION**

**12.1** No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a Association exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE XIII**

### **CONFLICT OF INTEREST**

**13.1** No contract or other transaction between the Association and one or more of its trustees or officers, or between the Association and any other corporation, firm, association or other entity in which one or more of the trustees or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such trustee or trustees or officer or officers (hereinafter called "interested trustee or trustees") are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless:

(a) The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested trustee or officer even though the disinterested trustees are less than a quorum; or

(b) The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.