

## **American Council of Engineering Companies of North Carolina**

### **Bylaws of the Junior Board of Directors** (Final Version w/ Amendment 1\_3/27/2023)

*Mission Statement: To promote and develop diverse industry involvement and leadership within ACEC/NC from a broad range of demographics, disciplines, and geographies within the engineering community, specifically focusing on developing professionals.*

#### **I) The Association**

##### **A) Name**

American Council of Engineering Companies of North Carolina (ACEC/NC) Junior Board of Directors (Junior Board)

##### **B) Purpose**

The purpose of the Junior Board is as follows:

- 1) Promote involvement and awareness of the engineering industry and ACEC/NC programs, events, and membership in younger generations.
- 2) Provide feedback and fresh perspectives to the ACEC/NC Board of Directors (Board of Directors) on the execution of the strategic plan and guide the mission of ACEC/NC.
- 3) Professionally develop the next generation of industry leaders.

#### **II) Organization**

##### **A) Membership**

Membership of the Junior Board is open to the following:

- 1) Full or part-time employees of ACEC/NC member firms (member firm) considered to be in good standing.
- 2) Each member must have between 5 to 15 years of experience at the time of application.
- 3) No member firm shall have more than one representative serving on the Junior Board at one time.
- 4) Each member of the Junior Board is considered to be a voting member.

- 5) A member or past member of the Board of Directors cannot serve on the Junior Board.
- 6) A member or past member of the Junior Board may not serve another full term on the Junior Board without the prior approval of the Board of Directors.
- 7) Compensation – Members shall not be entitled to receive a salary or financial compensation for serving on the Junior Board.
- 8) Junior Board members are expected to regularly engage and participate in ACEC/NC programming. In the event a member is not regularly participating, the Junior Board reserves the right to refer to Article VII.

**B) Term of Service**

- 1) Each Member shall serve two consecutive fiscal years on the Junior Board (term). For definition of “Fiscal Year”, refer to Article VIII, B.

**C) Number**

- 1) The Junior Board shall be comprised of thirteen (13) members, following years one and two of the inaugural board, at which time membership will be nine (9) and fifteen (15) members, respectively.
- 2) Members shall begin their terms within the same nomination cycle in which they are selected and confirmed by the nominating committee (as described in Article IV, A, 1).
- 3) After the first inaugural year, members will be selected to alternating six (6) or seven (7) position induction classes, corresponding to the even or odd year of their nominations, respectively.

**D) Officers and Executive Committee**

- 1) The Officers of the Junior Board shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer.
- 2) Duties of the Officers:
  - A. Chair – The Chair shall preside over all meetings of the Junior Board. The Chair shall provide feedback and ideas to the Board of Directors and attend each meeting as an ex-officio member of the Board of Directors. Co-chairs are allowed at the discretion of the Junior Board with the Board of Directors’ concurrence.
  - B. Vice Chair – The Vice Chair shall perform the duties of the Chair during the absence or disability of the Chair. If both the Chair and Vice Chair are absent from a meeting, the members present shall choose a chair pro

tempore. The Vice Chair will be responsible for overseeing and coordinating the programming of the Junior Board, including coordinating with the Treasurer.

- C. Secretary – The Secretary shall keep complete records of the proceedings of all meetings and post/distribute those minutes to each member organization. Should the Secretary be absent from any meeting, the Chair shall choose a Secretary pro tempore. The Secretary shall keep a current roster of the membership.
- D. Treasurer - The Treasurer shall track expenditures of the Junior Board budget and report the status of the budget to the Junior Board and the Board of Directors in coordination with the ACEC/NC Staff as outlined in Article VIII.

3) Term of Office

- A. Officers of the Junior Board shall serve a single year, corresponding to the second year of their membership on the Junior Board.

4) Executive Committee

- A. Composition - The Executive Committee shall be composed of the Officers.
- B. Authority - The Executive Committee shall have the authority to act between Junior Board meetings, except to revise the budget or make modifications to the Junior Board Bylaws. Actions taken by the executive committee shall be communicated to the at-large Junior Board members and Executive Committee of the Board of Directors.
- C. Quorum – A majority of the members of the Executive Committee shall constitute a quorum.

**III) Meetings**

**A) Number and Time of Meetings**

The Junior Board shall hold at least six meetings each one-year term. Special meetings shall be called by the Chair or by written or electronic petition, signed by not less than five members. In-person attendance of three (3) regularly occurring meetings is required. While a preference is placed on in-person attendance, all meetings will be held in-person with a virtual option available.

- 1) The annual meeting shall be held during the annual summer conference of ACEC/NC and shall serve as the first meeting of the current year.

- 2) Regularly occurring meetings may be held during the events or conferences of ACEC/NC, or at a time and location agreed upon by the Junior Board.
- 3) In the instance a special meeting needs to be scheduled, the time, schedule, and specific location of will be determined by the Chair. The Junior Board will be notified of all meetings by written notice either postmarked or electronically a minimum of 14 days prior to the meeting date.

#### **B) Quorum**

Junior Board meetings shall have a quorum when a minimum of sixty-seven (67) percent of the membership is in attendance, with the Chair representing a tiebreak vote should one be needed.

- 1) Votes on issues or nominations will be conducted at meetings. Should, for reasons beyond the Junior Board control, a vote be necessary on an issue or nomination outside of a meeting, that vote may be conducted electronically with the results official when a quorum of the membership has voted.
- 2) Proxies must be in writing, must state who authorized the proxy, and must state who is authorized to use the proxy. Proxies must be introduced at the time of roll call for the meeting. A copy, hand-written or electronic, must be produced to be collected by the Secretary.

#### **IV) Committees**

##### **A) Standing Committees on the Junior Board shall be:**

- 1) Nominating – The Nominating Committee shall be chaired by the immediate past three (3) Junior Board chairs and the immediate two past presidents of the Board of Directors. No Junior Board member will be eligible to be on this committee while serving as an active member of the Junior Board. This committee will first take effect for the selection of the 2025-2026 term. The Nominating Committee will be responsible for recommending new Junior Board members to the Board of Directors. For the 2023-2024 and 2024-2025 terms, the nominating committee shall consist of members of the Board of Directors or their designees.
- 2) Executive – The Executive Committee as constituted under Article II, D, 4 shall also be a standing committee of the Junior Board.

##### **B) Placeholder for Future Development**

#### **V) Nominations and Elections**

- A) A nominee to the Junior Board can be recommended by an existing member firm in good standing or can be self-nominated through the application process. New

members will be selected under the Nominating Committee defined in Article IV, A, 1.

- 1) The Nominating Committee will submit to the Board of Directors, in writing or electronically, a slate of nominees for the following year's first-year Junior Board members by mail or electronic means no later than May 1<sup>st</sup> of each year. The slate of nominees will correspond to the number of upcoming positions available in the new year.
- 2) Members of the Nominating Committee shall be required to abstain from voting on potential candidates for which a reasonable conflict of interest can be substantiated.

B) With the exception of the 2022-2024 Executive Committee, election of the Executive Committee for the new year shall be determined prior to the penultimate Board of Directors meeting.

- 1) The second-year Junior Board members will be responsible for recommending the Executive Committee with the approval of the Board of Directors.
- 2) The first-year members will express interest in being on the Executive Committee by February of each year.
- 3) Newly elected officers shall take office beginning the new year on July 1.

#### **VI) Vacancy**

A) Whenever a vacancy occurs in the Junior Board Executive Committee, that vacancy shall be filled by an election. The remaining second year Junior Board shall recommend a suitable candidate to the membership to the Board of Directors for approval no later than 30 days after the vacancy occurs. The person elected shall hold office for the balance of the unexpired term.

B) Whenever a vacancy occurs on the Junior Board, that vacancy shall be filled by the Nominating Committee as soon as practical. The person shall fill the position for the balance of the unexpired term.

#### **VII) Removal**

Any officer or member may be removed by the Junior Board with or without cause whenever in the best interests of the Organization will be served thereby. A vote to remove an Officer or member requires seventy-five (75) percent of eligible voting members to vote in the affirmative and approval of the Board of Directors.

#### **VIII) Finance**

- a. Budget – The annual budget will be established by the following procedure:
  - i. The Junior Board Treasurer shall work with ACEC/NC staff and the Board of Directors for budgeting and expenditures.

- b. Fiscal Year – The Junior Board fiscal year shall commence on July 1 and conclude on June 30. The incoming and outgoing Treasurer shall review the financial books jointly at fiscal year-end with the outgoing Treasurer drafting a letter outlining the Junior Board financial status. The document shall be provided to the new Junior Board Officers.

**IX) Approval of Revisions and Amendments**

Approval of revisions and/or amendments to the Bylaws of the Junior Board shall be recommended to the Board of Directors for confirmation and enactment provided a Quorum of the members of the Junior Board with voting privileges exists and seventy-five (75) percent of the votes cast are approved of the revision and/or amendment.

**X) Adoption**

These Bylaws are duly approved by the ACEC/NC Junior Board of Directors membership and on the 27<sup>th</sup> day of March 2023.

**SIGNATURES**

DocuSigned by: <i>John F. Watson</i> 3E75153344AA4A6...	DocuSigned by: <i>Will Larsen</i> 9E9139A4FDF742F...	Chair & Co-Chair
DocuSigned by: <i>Lauren Trierbert</i> 2A53D71008FA404...		Vice Chair
DocuSigned by: <i>Sarah Mfong</i> 566758C140C9432...		Secretary
DocuSigned by: <i>Farnell Nicholson</i> 3B24B02684514D3...		Treasurer

These Bylaws are duly approved by the ACEC/NC Board of Directors and on the 27<sup>th</sup> day of March 2023.

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DocuSigned by: <i>Robert Henderson</i> DF79FFB705BF424...	
DocuSigned by: <i>[Signature]</i> 89174577FLAE495...	
DocuSigned by: <i>[Signature]</i> EA6ED470764646B...	