

**BYLAWS  
OF  
ASSOCIATION OF CONSERVATION ENGINEERS  
October 2018**

**1. NAME AND OFFICES OF ORGANIZATION**

- a. **Name:** The name of the corporation shall be “Association of Conservation Engineers”, hereinafter referred to as the Association.
- b. **Business Office:** The principal office of the Association shall be located within the State of Missouri as shall be determined by the Board of Directors. The Association may, at its discretion, change the location of the principal office at any time.
- c. **Registered Office:** The Association shall maintain a registered office within the State of Missouri and shall have a registered agent whose address is identical with the address of such registered office, in accordance with requirements of the Nonprofit Corporation under Missouri Chapter 355 RSMo, hereafter referred to as the “Act.” The registered agent and address of the registered office may be changed by a resolution of the Board of Directors.

**2. OBJECTIVES OF THIS ASSOCIATION**

- a. **Nonprofit Corporation:** The Association shall be organized and shall at all times operate under the Act and within the limitation of section 501(c)(3) of the Internal Revenue Code as amended, hereafter referred to as the “Code”. The Association is not organized and shall not be operated for the pecuniary gain or profit, incidental or otherwise, of any private individual.
- b. **Governing Instruments:** The Association shall be governed by its Articles of Incorporation filed with the State of Missouri and these Bylaws and shall be subject to the limitations of and have all powers conferred by the Act and section 501(c)(3) of the Code.
- c. To encourage and broaden the educational, social and economic interests of engineering practices.
- d. To promote the recognition of the importance of sound engineering practices in fish, wildlife and recreation development.
- e. To enable each member to utilize the experiences of other members.
- f. To generally take all such proper action that may be necessary to further the cause of fish, wildlife and recreational developments.

**3. MEMBERSHIPS**

- a. Active Member - An Active Member shall have the right to participate in all activities of the Association, including the rights to vote, hold office and serve on committees. Active members shall be those persons who are, or have been, engaged in projects which are of benefit to natural or cultural resources, or which improve outdoor recreation opportunities. Among these are projects which benefit fish, wildlife, forests and wetlands, either directly or by improving the overall condition of the environment. Active member's involvement with these projects shall be directly related to engineering planning, design, construction and development.
- b. Associate Member - An Associate Member shall have the right to participate in all activities of the Association except the right to vote and hold office. Eligibility shall be limited to those persons who believe in the objectives of the Association but are otherwise ineligible to become an Active Member.
- c. Life Member - A life member shall have the same rights as an Active Member. Any Active Member who has retired from regular employment due to age or health and has been a member in good standing for not less than fifteen years, or who has received the Eugene Baker Award, shall be eligible. The Board of Directors shall grant Life Membership upon receipt of proof of qualification.
- d. Honorary Member - An Honorary Member shall have the same rights as an Associate Member. The Association, by unanimous action by the Board of Directors, may elect as an Honorary Member a person who has rendered distinguished service in the field represented by the Association.
- e. Student Member - A person enrolled as a full-time student at an accredited college or university in a program leading to a degree in engineering or engineering technology. Persons enrolled in programs leading to other degrees may also be eligible if documentation is provided that they intend to work in the field of Conservation Engineering. Student members shall have the right to participate in all activities of the Association except the right to vote and hold office.

#### **4. APPLICATION FOR MEMBERSHIP**

An application can be obtained and submitted online at the Association's website. The application, together with one year's dues, shall be submitted for review and approval. The Board of Directors shall ascertain that the application is complete and that the applicant meets the Association's qualifications for the

type of membership for which the applicant has applied. The list of applicants shall be reviewed and acted on by the Board of Directors a minimum of annually. Applications and dues payments can also be accepted and then approved by simple majority vote at the annual meeting.

## **5. DUES, CHANGE OF MEMBERSHIP STATUS AND REGISTRATION FEES**

- a. All members except Honorary and Life Members shall pay annual dues in the amount established by the Board of Directors for the calendar year or part thereof, payable online by March 1 of each calendar year. Applications for new memberships received after October 1 shall apply as dues for the following year.
- b. If a member fails to keep their dues current, he or she shall cease to be a member of the Association. If reinstatement is desired, it may be obtained by payment of current years dues and the membership date will be made to coincide with said current year (continuous membership service will be forfeited).
- c. The Board of Directors may assess each Active, Life, Honorary, Associate and Student Member attending the regular meeting a registration fee, such registration fee to be used for financing the operation of the Association. Such registration fee shall be paid to the Treasurer of the Association and distributed by him in payment of obligations, as authorized by the Board of Directors of the Association.

## **6. OFFICERS, BOARD OF DIRECTORS AND ELECTION OF OFFICERS**

- a. Officers of the Association. Officers of the Association shall be the President, the President-Elect, the Secretary, the Treasurer, the two immediate Past Presidents and the two Directors At Large.
- b. The Board of Directors. The Board of Directors shall be composed of the eight (8) officers of the Association. Meetings of the Board of Directors may be held at any time on the call of the President. Should a majority of the members of the Board of Directors request a meeting, such a meeting shall be called by the President.
- c. Term of Office. The terms of office for elected officials shall be as follows:
  1. The President shall serve one year as President, and thereafter serve two years on the Board of Directors.

2. The President-Elect shall serve one year and automatically advance to the office of the presidency the following year.
3. The Secretary and the Treasurer may serve, at the discretion of the Board of Directors, more than one year.
4. The immediate past two presidents shall serve on the Board of Directors two years following their terms of office.
5. Directors at Large. Two Directors at Large shall serve one year.

Vacancies occurring between annual meetings shall be filled by the Board of Directors.

- d. The Nominating Committee. The nominating Committee shall be composed of three members in good standing selected from attendees at the Annual Meeting. If possible, All shall be Past Presidents. They shall be appointed during the first business session at the Annual meeting. The Committee shall set a time and place for receiving names of prospective officers from the members present. Only the names presented during this time frame shall be considered for office. All candidates must be active members in good standing.

The nominating Committee shall screen those names to determine their qualifications to serve in the prospective office. The committee shall contact the qualified nominees to determine their willingness to stand for election and to serve the Association if elected.

After all nominees have been screened, the Nominating Committee shall present the names of all candidates for each office to the members at the appropriate business meeting for election.

- e. The Election of Officers. Only active members in good standing present at the Annual Meeting shall be able to vote in the election. Officers shall be elected by a simple majority. If more than one candidate is presented for a single office, then that office shall be filled by secret written ballot. Should a tie develop, then a runoff election of the tied candidates shall be held by secret ballot. A single candidate for an office may be elected by a voice vote.

## **7. DUTIES OF OFFICERS**

- a. The President shall preside at all meetings of the Association and Board of Directors and shall have general charge and supervision over affairs of

the Association and shall appoint standing committees and may appoint special committees.

- b. The President-Elect shall succeed to the presidency at the end of the incumbent's term, or before if the President is unable to complete a term. In the latter case, the President-Elect shall also serve the following year as President.
- c. The Secretary shall keep minutes of the Association and the Board of Directors in a proper electronic format, shall issue signed certificates of membership to recognize terms of membership equal to and exceeding ten (10) years (in five (5) year intervals), oversee the maintenance of an up-to-date roster of current paid members, prepare and oversee the posting on the Association website of the conference proceedings, and shall in general perform all the duties incidental to the office of Secretary.
- d. The Treasurer shall oversee the collection of dues, the completion and emailing of an annual notice for collection of annual dues, shall have care and custody of all funds of the Association that may come into the Treasurer's hands, and shall deposit such funds in a bank or credit union approved by the Board of Directors where such funds shall be subject only to checks drawn by the Treasurer for the payment of bills and accounts incurred by the Association.

## **8. PENALTIES**

Any improper conduct on the part of any member likely to endanger the welfare, interest or character of the Association shall be investigated by the Board of Directors, and if in their judgment found at fault, said member shall be reprimanded, suspended or expelled.

## **9. ORDER OF BUSINESS**

All business meetings of the Association shall be conducted in accordance with Roberts Rules of Order. The following items shall be the order of business at all meetings, but may be called up for consideration in any order desired by the presiding officer after the formal call to order:

1. Call to order by the President.
2. Roll call of members.
3. Reading and approving of the minutes of the previous meeting.
4. Report of the President.
5. Report of the Secretary.
6. Report of the Treasurer.

7. Report of the Committees.
8. Applications for new memberships.
9. Presentation of papers and discussion (all papers to be presented in manuscript form for publication).
10. Election of Officers.
11. Other business.
12. Installation of newly elected officers.
13. Adjournment.

## **10. AMENDMENT OF BYLAWS**

The Bylaws may be altered, amended or added to by a majority vote at any regular meeting of the association, providing written notice of proposed changes has gone to all voting members at least thirty days in advance of the meeting and the Board of Directors has approved the proposed changes prior to circulating them to the membership. Members unable to attend the regular meeting shall have the right to vote by written proxy ballot on Bylaws changes. The President shall receive and cast the proxy ballot in accordance with the members written instructions. To be counted the proxy must be received by the President no later than the call to order of the regular meeting.

The Bylaws may also be altered, amended or added to by unanimous consent at regular meetings provided written notice is given to the membership in attendance prior to the vote.

## **11. RECOGNITION OF ACHIEVEMENT**

- a. Eugene Baker Award. The Eugene Baker Award, established in honor of Eugene Baker, founder of the Association, may be awarded annually to one individual who has made a significant and outstanding contribution in the field of conservation engineering. The recipient need not be an engineer or member of the Association, but must be unmistakably identified with conservation engineering and in keeping with the Association objectives.
- b. President's Award. The President's Award may be awarded annually to one member of the Association who has made a significant and outstanding contribution in the development, operation or promotion of the Association. No officer of the Association is eligible for this award if the nomination is based on the performance of the duties of the officer's position.

- c. Carl V. Anderson Conservation Project Engineering Awards. Established in honor of Carl V. Anderson who championed the need for recognizing superior projects within the field of Conservation Engineering, these awards are given annually as recognition to those members and/or their departments whose work, as judged by their peers and associates, best exhibits the goals and objectives of The Association of Conservation Engineers. Three award levels are made annually: The Award of Excellence, the Award of Merit, and the Award of Honor. At the annual conference, the award-winning projects are displayed and the recipients provide a brief verbal synopsis to the membership.

The Awards Committee shall make recommendations to the Board of Directors for the above awards supported by written, detailed nominations presented by the membership no later than sixty days prior to the annual meeting. Awards shall be presented at the annual meeting.

Active Member recipients of the Eugene Baker Award shall become Life Members. Non-member recipients of the Eugene Baker Award shall become Honorary Members. Each award recipient shall receive an appropriately inscribed plaque or token as prescribed by the Board of Directors.

## **12. JAMES SCHALK MEMORIAL ASSOCIATION OF CONSERVATION ENGINEERING SCHOLARSHIP**

James (Jim) Schalk Memorial Association of Conservation Engineers Scholarship. The purpose of this program is to promote the Association of Conservation Engineers (ACE) and the continued study and learning required for the conservation of our natural and renewable resources in the areas of preservation and recreation.

The Scholarship Committee shall make recommendations to the Board of Directors for the above scholarship(s) supported by written, detailed nominations presented by the membership no later than sixty days prior to the annual meeting. Awards shall be presented at the annual meeting.

## **12. COMMITTEES**

There shall be an Awards Committee and such other standing and special committees as deemed necessary by the Board of Directors. Appointments shall be made by the President in a manner that will assure continuity from year to year.

**13. DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The plan of distribution shall be adopted by two-thirds (2/3) affirmative vote of the administrative Board of Directors.

**BYLAWS CERTIFICATE**

The undersigned certifies that [s]he is the Secretary of the Association of Conservation Engineers, a Missouri nonprofit corporation, and that, as such, [s]he is authorized to execute this certificate on behalf of said Association, and further certifies that the foregoing Bylaws, consisting of six (6) pages, including this page, constitute the Bylaws of the Association, duly adopted by the members of the Association.

Secretary \_\_\_\_\_ Date: \_\_\_\_\_  
                                 Print Name                                Sign Name