

REVISED February 22, 2018

AKRON COUNCIL OF ENGINEERING AND SCIENTIFIC SOCIETIES BYLAWS

ARTICLE I - NAME

The name of the organization shall be the AKRON COUNCIL OF ENGINEERING AND SCIENTIFIC SOCIETIES, hereinafter referred to as ACESS.

ARTICLE II - PURPOSE

Section 1. The purpose of ACESS is to enhance the technical environment in the Akron area through coordination and cooperation with the technical societies, industry and academia by:

- Providing a forum for discussion and a vehicle for action on matters of concern and interest to the technical and scientific communities;
- Serving as a focal point for contact between the business community, academia and society at large with the technical community;
- Promoting inter-society communication, professional interchange of ideas and coordination of society activities;
- Promoting interest in and encouraging careers in the technical professions.

Section 2. ACESS shall be a not-for-profit organization incorporated under the general corporation laws of the State of Ohio.

ARTICLE III - MEMBERSHIP

Section 1. Member Entities of ACESS shall consist of: 1) Member Societies, which are local technical, scientific, engineering, or similarly oriented groups, organized and active in the Akron area and/or active local branches, chapters or sections of national societies; and, 2) Affiliates, which may not be technical in nature.

Section 2. Members in good standing of Member Societies and Affiliates shall be individual members of ACESS, but without vote.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The management and operation of ACESS shall be vested in the Board of Directors. Each member of the Board shall have only one (1) vote on each stated question.

Section 2. Each Member Entity shall select two (2) Representatives to the Board and shall notify the Secretary of ACESS of such selection by written notice [either US mail or electronic delivery (e.g., email)].

Section 3. The full Board shall consist of the four (4) principal officers (President, President-Elect, Secretary, and Treasurer) of ACESS, the immediate Past President (see Article IV, Section 5), and the two (2) Representatives duly selected by each Member Entity.

Section 4. The Board may engage an Executive Director and an Administrator to function under the direction of the President. The Executive Director and the Administrator shall serve the Board with duties and responsibilities as outlined in the Policies and Procedures Manual.

Section 5. On successful completion of his/her term as President, the new immediate Past President shall become a voting member of the Board, for a period of only the one (1) year following his/her year as President. Membership by the immediate Past President in one of the ACESS Member Entities shall not interfere with the normal voting rights of the two (2) Representatives of the same Entity serving on the Board. That is, this person can vote as both the immediate Past President and as an Entity Representative, if that person holds a Representative position in a Member Entity.

ARTICLE V - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be comprised of the four (4) ACESS officers (President, President-Elect, Secretary, and Treasurer) as well as the Executive Director and Administrator.

Section 2. The full Board delegates to the Executive Committee responsibility for the day-to-day operation of ACESS.

Section 3. The Executive Committee shall meet as often as they deem necessary to reach consensus on any matters of strategic and/or urgent importance to ACESS, thereby preparing to give timely input to the full Board at the Board meetings.

ARTICLE VI - DUES

Section 1. Member dues shall be determined annually by the Board, at their first meeting of the fiscal year.

Section 2. Dues shall be delinquent three (3) months after the due date established by the Board.

Section 3. The fiscal year of ACESS shall extend from August 1 through July 31.

ARTICLE VII - OFFICERS

Section 1. The officers of ACESS shall be a President, a President-Elect, a Secretary, and a Treasurer.

Section 2. Only the Member Entities elect the officers of ACESS. Each Member Entity shall have one (1) vote for officers, which may be cast by the Representatives, or a letter ballot signed by a person designated by the Member Entity.

Section 3. The nomination and election of officers shall be according to the procedure outlined in the Policies and Procedures Manual.

Section 4. Any member of a Member Entity shall be eligible to hold any office in ACESS. The term shall be one (1) year or until a successor is elected.

Section 5. An office in ACESS shall be declared vacant due to the death, resignation, or withdrawal of the officer or upon a Member Entity's withdrawal. Such vacancies shall be filled by the Board.

Section 6. The President shall be the presiding officer of ACESS and of the Board. Under the direction of the President, the Executive Director shall ensure that the provisions of the ACESS Bylaws are duly observed and executed. The President shall appoint the Chairs of all committees except as specified in these Bylaws.

Section 7. The President-Elect shall assume and execute the duties of the President during the absence of the President and shall be a member of the Finance Committee.

Section 8. The Secretary shall keep minutes and accurate records of all official meetings of the Board, prepare and send copies as directed, and shall perform such duties normally associated with the office.

Section 9. The Treasurer shall have custody of all ACESS funds and shall report in writing or electronically all transactions at each meeting of the Board. The Treasurer shall prepare an annual statement as of the last day of the fiscal year. The office of Treasurer shall be bonded at the expense of ACESS.

Section 10. Required background for ACESS officers and committee chairs. All ACESS officers and committee chairs must be members of ACESS Member Entities (preferable) or have a technical, science (e.g., archaeology, chemistry, physics, geology, computer, or math), or engineering baccalaureate degree (as a minimum).

ARTICLE VIII - MEETINGS

Section 1. There shall be monthly meetings of the Board from September through June inclusive, with dates, times, and locations to be determined by the Board.

Section 2. The quorum of the Board shall be representatives of one-third (1/3) of the Member Entities of ACESS.

ARTICLE IX - COMMITTEES

Section 1. The Chairs of all committees shall be appointed by the President. Each committee Chair shall appoint at least one (1) member to serve on that committee, unless otherwise specified in these Bylaws.

Section 2. All committees shall be responsible to the Board and shall report on their activities in the manner prescribed and approved by the Board. The Board may at any time, by a majority vote, remove any or all members of any committee.

Section 3. All committees shall conform in composition, duties, and size to those adopted in the Policies and Procedures Manual. All committee members shall assume

their duties when appointed or on August 1 and shall serve until their successors are appointed or until their committee is dissolved by the Board.

ARTICLE X - LIMITATION & DISSOLUTION

Section 1. ACESS shall not engage in partisan political activities or attempt to influence legislation except in the event the proposed legislation jeopardizes the future or welfare of ACESS or one of its Member Entities.

- ACESS may not be held liable for any advice or recommendation made by an individual member or entity to a private, civic, or governmental body.
- ACESS shall not endorse nor criticize any manufacturer or product.
- No Member Entity shall be committed by any ACESS action which may be in conflict with the charter, constitution, or bylaws of said Member Entity, or of its parent entity.

Section 2. In the event and at such time that ACESS may be dissolved, the Board, after payment of all obligations, shall determine the distribution of all remaining net assets in accordance with the Internal Revenue Code [Section 501(c)(3)].

ARTICLE XI - INDEMNIFICATION

Member Entities and their employees, officers, directors, and former employees, officers, and directors shall be indemnified and held harmless against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which the Member Entity is or may be made a party by reason of being or having been a Member Entity, provided it is determined by the Board acting at a meeting at which a quorum consisting of members who are not parties to or threatened with such action, suit or proceeding are present (A) not to have been negligent or guilty of misconduct in the performance of his/her duty to the Entity of which he/she is a member, (B) to have acted in good faith in what he/she reasonably believed to be the best interest of ACESS, and (C) in any matter the subject of a criminal action, suit or proceeding, to have had no reasonable cause to believe that his/her conduct was unlawful; provided, however, no Member Entity which is a party to or threatened with any such action, suit or proceeding, shall be qualified to vote on such matter. Alternately, such determinations shall be made (A) by a court of competent jurisdiction, (B) by the Board at a meeting held for such purpose by the affirmative vote of the Board entitled to exercise a majority of voting power of ACESS on such proposal.

Such indemnification shall not be deemed exclusive of any other rights to which such Member Entity may be entitled including, without limiting the generality of the foregoing, any insurance purchased by ACESS.

Member Entities shall not be disqualified from dealing or contracting with ACESS as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of ACESS shall be void or voidable or in any way affected or invalidated by reason of the fact that any Member Entity, or any firm of which any Member Entity is in any way interested in such transaction or contract or act, except to the extent such action may jeopardize the status of ACESS as an Internal Revenue Code 501(c)(3) organization. No Member Entity shall be accountable or responsible to ACESS for, or in respect to, any transaction or contract or act of ACESS or for any gains or profits directly or indirectly realized by it by reason of the fact that it is interested in said transaction, contract or act; provided that such Member Entity so interested shall have been disclosed or shall have been known to the Board or such member thereof as shall be present at any meeting of the Board which shall authorize or take action in respect to any such contract or transaction or act.

ARTICLE XII - POLICIES AND PROCEDURES MANUAL

The Policies and Procedures Manual necessary to carry out the provisions of these Bylaws shall be adopted by the Board and amended periodically upon recommendation, to assure ACESS's purpose is being fulfilled. Amendments of the Policies and Procedures Manual shall be submitted through the Secretary to the Board for approval and shall become effective upon majority vote.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the proceedings of ACESS in all cases, but subject to the rules set forth in these Bylaws (first) and the Policies and Procedures Manual (second).

ARTICLE XIII - AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed in writing at any time by any Member Entity Representative to the Board or by a special committee of the Board authorized for the purpose.

Section 2. After 30 days written notice to ACESS, a two-thirds (2/3) affirmative ballot vote of at least three quarters (3/4) of the Representatives of the Member Entities shall be required to adopt such amendment(s).

End of Bylaws