

**NORTH DAKOTA ASSOCIATION OF COUNTY ENGINEERS
CONSTITUTION AND BY-LAWS**

(Last update 1/26/17)

With Amendments through January 26, 2017.

PREAMBLE

We, the County Engineers and County Road/Highway Superintendents of the State of North Dakota, in order to provide better service to our Counties, State and Nation and to promote the welfare of one another and the traveling public, do deem it advisable and necessary to unite ourselves into an organization for these purposes.

ARTICLE I

Name of Association

The name of this organization shall be The North Dakota Association of County Engineers (NDACE).

ARTICLE II

Purpose of the Association

The purpose of the NDACE shall be the interchange and dissemination of helpful ideas and information, and to seek ways and means by which we may be more useful and efficient to those whom we serve and to promote the welfare of one another and the traveling public.

ARTICLE III

Membership in the Organization

Section 1. Any person who is acting as a County Engineer, Assistant County Engineer, Engineer Intern, or Engineering Technician, in any County in the State of North Dakota, and whose appointment has been properly and legally made, may be admitted as a full member of the NDACE. This shall include consulting engineers who do engineering work in connection with road and bridge location, design or construction supervision for a county, and Department of Transportation personnel dealing directly with the above mentioned individuals.

Section 2. Any person who is serving in the capacity of County Road/Highway Superintendent, Supervisor or Foreman, may be admitted to full membership.

Section 3. Associate Membership shall consist of Administrative or Supervisory Assistants from County Road/Highway Departments, County Commissioners and Administrative employees of the Department of Transportation whose official capacity brings them into working relation with County Road/Highway Departments.

Section 4. Candidates for Membership shall make application on a form to be provided by NDACE and all the information called for thereon shall be furnished by the candidate. Each application shall be referred to the Executive Committee for review and approval.

Section 5. The NDACE Executive Committee shall confer upon any retired person who has met the requirements of Section 1 or 2 of Article III for a period of 20 or more years, the title of "Honorary Life Member". NDACE may also confer upon any retired person that does not meet the requirements of Section 1 or 2 of Article III for a period of 20 years, but has been a member in good standing, the title of "Honorary Life Member" by two-third majority vote of the total membership present at the Annual Meeting. Honorary Life Members shall not be required to pay annual membership dues, however they shall be required to pay any other fees or assessments established by NDACE.

Section 6. All members as defined above shall be permitted to attend regular meetings of the NDACE and take part in all discussions. Only Full Members shall vote or hold office. Each Full member shall have one vote.

ARTICLE IV Dues and Assessment

Section 1. Annual dues for Full Members, and Associate Members shall become due the first day of January and shall be paid to NDACE. Changes to the Annual Dues and conference fees shall be determined by the Executive Committee.

Section 2. Members (who has met the requirements of Section 1 or 2 of Article III), who have let their membership lapse for one year or more, may be reinstated upon payment of the local share of all lapse back dues as well as Annual dues for the current year.

Section 3. The NDACE may at any Annual Meeting, by a majority vote of the members present at that meeting, vote an assessment (beyond the Annual dues) for any purpose in the amount as determined by the Executive Committee.

ARTICLE V Executive Committee's Officers

Section 1. The Officers of the NDACE shall be as follows: President, Vice President and Secretary-Treasurer. They shall perform the usual duties pertaining to these offices. Only paid up members of good standing shall be eligible to hold such offices.

ARTICLE VI Executive Committee

Section 1. The Executive Committee shall consist of seven members, the President, Vice President, Secretary-Treasurer, immediate Past President and three directors.

Section 2. The President shall be the Chairman of the Executive Committee.

Section 3. The Executive Committee shall arrange the program for the Annual Institute and Meeting, bind the NDACE to pay the expenses of the Annual Meeting and in general conduct the business affairs of the NDACE. Between regular meetings they shall be vested with the necessary power to conduct such business as may be requested by a majority vote of the membership, and such other business having to do with the welfare of the membership as they shall deem necessary or advisable. They shall have the power to fill vacancies on any Committee where a vacancy may occur during the year.

ARTICLE VII

Executive Committee Duties

Section 1. The Executive Committee shall appoint such Committees as may be deemed necessary from time to time to attend to the affairs and business of the NDACE. These Committees shall perform the necessary duties assigned to them and shall serve until the next Annual Meeting or until dismissed by the Executive Committee.

Section 2. At the Annual Meeting, each of the Executive Committee members shall move up one position with the immediate Past President leaving the Executive Committee. The Nominating Committee shall nominate a new director to fill the vacant position on the Executive Committee. The President shall not recognize a motion to cease nominations for the new director until all nominations from the floor are complete. The new Director will be elected with a majority of the votes cast at the Annual Meeting.

Section 3. Each of the Executive Committee officers shall have the following responsibilities:

- a) The President will be responsible to prepare agendas and conduct the Board meetings and the annual meeting. They will also be required to sign all agreements and checks, and represent NDACE at other meetings and to other organizations.
- b) The Vice President will have overall responsibility for all aspects of the annual conference, including the conference agenda, and perform any other duties assigned to them by the President.
- c) The Secretary/Treasurer will be responsible to record minutes at Board meetings and the Annual meeting and perform any other duties assigned to them by the President.
- d) Past President will perform any other duties assigned to them by the President.
- e) Directors will perform any other duties assigned to them by the President.

Section 4. The Executive Directors duties (if employed by NDACE) shall be as follows:

- a) Receive all NDACE mail and determined what, if any, action is required.
- b) Review all bills and prepare checks on a monthly basis.
- c) Meet (or confer over the phone) with the President about current activities on a monthly basis.

- d) Assist the Vice President in developing all aspects of the annual conference.
- e) Prepare and present an Executive Director's report at any NDACE Board Meeting and at the Annual NDACE meeting. The report shall include a financial report, a summary of correspondence, and other information that the Board needs to act upon.
- f) Other duties assigned to them by the President.

Section 5. A State (National) Director shall be nominated by the Nominating Committee and/or from the floor at the Annual Meeting to serve a three-year term. Any voting member of this chapter is eligible to serve as the State Director.

Section 6. A representative to the North Dakota Association of Counties (NDACo) Board shall be nominated by the Nominating Committee and/or from the floor at the Annual Meeting to serve a four-year term. Two delegates to the NDACo Board (Delegate Council) shall also be nominated by the Nominating Committee and/or from the floor at the Annual Meeting to serve two-year alternating terms.

Section 7. Any member of the Executive Committee, State (National) Director, or NDACo Board member (representing NDACE) may be removed from their position, for dereliction of duty or actions unbecoming of a NDACE member, by two thirds (2/3) vote of the Executive Committee or two thirds (2/3) vote of the membership present at the Annual Meeting.

Section 8. Any vacancies on the Executive Committee, State (National) Director, or NDACo Board member (representing NDACE) may be filled by an appointment of the Executive Committee, and shall perform the necessary duties assigned to them until the next Annual Meeting.

ARTICLE VIII Annual Meeting

An "Annual Meeting" shall be held each year (once) at a time and place to be designated by the Executive Committee. At this Annual Meeting, such matters of business and discussions shall be presented as will best promote the interest of the membership.

ARTICLE IX Compensation

No compensation will be allowed to any Officer or Committee Member of the NDACE for any duties performed thereon. Necessary expenses incurred by Officers or Committee Members in connection with duties for the NDACE may be allowed on presentation of claims for such necessary expenses to the Executive Committee.

ARTICLE X
Meetings

One or more meetings other than the Annual Meeting may be held each year. The time, date and location of these meetings shall be determined by the Executive Committee.

ARTICLE XI
Amendments to Constitution & By-Laws

This Constitution and By-Laws may be amended at any Annual Meeting by a two-thirds majority of the members present at the meeting.

ARTICLE XII
Rules of Business

- A. At least twenty-five percent of full members shall constitute a quorum to transact business at any Special Meeting or at the "Annual Meeting".
- B. A majority of any Committee shall constitute a quorum.
- C. "Robert's Rule of Order" shall govern at each meeting of the NDACE. The same shall apply to the meetings of all Committees.
- D. The Executive Committee shall determine the order of business.

ARTICLE XIII
COMMITTEES

- A. The standing committees of the NDACE shall be:
 - Constitution and By-Laws
 - Legislative and Liaison Relations Committee
 - Membership Committee
 - Nominating and Awards Committee
 - Audit Committee
 - Historical Committee
 - Scholarship Committee
 - Website Committee
- B. The Nominating Committee and/or the floor will appoint (at the Annual Meeting) one member to serve on each of the following standing committees for three years.
 - Legislative and Liaison Relations Committee
 - Nominating and Awards Committee
 - Audit Committee

Scholarship Committee
Website Committee

- C. The Executive Committee may appoint such other committees as may be desirable for the conduct of the business of the NDACE.
- D. Each standing or special Committee shall report to the membership at the Annual Meeting.

COMMITTEES DUTIES

I. Constitution and By-Laws Committee

The Constitution and By-Laws Committee shall consist of the Executive Committee Members and its duties shall be as follows:

1. To maintain a continuing study of the constitution and by-laws of the NDACE and the application of the provisions thereof.
2. To receive and initiate proposed amendments to the constitution and by-laws of the NDACE.
3. To study carefully all suggestions for revisions of the constitution and by-laws.
4. To study the constitution and by-laws of the NACE and make recommendations to the General Membership when variance is found with the constitution and by-laws of the NDACE.

II. Legislative and Liaison Relations Committee

This committee shall consist of three members made up of Engineers, Road/Highway Superintendents, County Commissioners and other governmental members and its duties shall be as follows:

1. To draft, initiate and sponsor any state legislation desired by the NDACE and in accordance with the approval of the Executive Committee.
2. To confer with other organizations and enlist mutual interest or concern. To study any national and state legislation affecting the NDACE and advise the Executive Committee thereon, and to take appropriate action in accordance with the directions of policies of the Executive Committee.

3. To make the necessary arrangements for members or others to appear before the committees of the Legislature on behalf of bills sponsored by, or in the interest of the NDACE.
4. To explore the necessary principles of harmonious relations with:
 - a. County Boards
 - b. State Department of Transportation
 - c. Other governmental departments
 - d. Other organizations of mutual concern
 - e. The general public

III. Membership Committee

The Membership Committee shall consist of the President, Vice President, Secretary-Treasurer and its duties shall be as follows:

1. To receive applications for membership, investigate said applicants and recommend for approval or disapproval all candidates by the NDACE Executive Committee.

IV. Nominating and Awards Committee

The Nominating and Awards Committee shall consist of at least three members. The members should have been previously presented with Superintendent/Engineer of the Year by NDACE. Its duties shall be as follows:

1. To select a qualified member for the presentation of the Superintendent/Engineer of the Year award.
2. To select qualified members to be nominated for the National Association of County Engineers (NACE) - County Engineer of the Year award and North Dakota Association of Counties (NDACo) - County Official of the year award.

V. Audit Committee

The Audit Committee shall consist of at least three members, none of which are members of the Executive Committee. Its duty shall be as follows:

1. To annually audit the Treasurer's books at the Annual Meeting.

VI. Historical Committee

The Historical Committee shall consist of two members. The chair of the committee shall be appointed by the Executive Committee to a three year term. The other member of the Historical Committee shall be a member of the Membership Committee. The duties of the Historical Committee shall be as follows:

1. Maintain a roster of lifetime members and the current membership list.
2. See to the recording, preservation, and safe keeping of all records and events.

VII. Scholarship Committee

The Scholarship Committee shall consist of at least three members, one of which is on the Executive Committee. Its duties shall be as follows:

1. To solicit contributions for the scholarship fund from members and friends of the NDACE.
2. To oversee the administration of the scholarship funds.
3. Annually determine the amount of available earnings, and the number of scholarships to be given and recommended to the Executive Committee.
4. To solicit state colleges for worthy engineering students that meet the minimum criteria.
5. To select and present the recipient or recipients with the scholarship at the Annual Meeting.

VIII. Website Committee

The Website Committee shall consist of at least three members, one of which is on the Executive Committee. Its duties shall be as follows:

1. Review the website and provide updates to include all current members of the NDACE.
2. Provide photographs to the website of the Annual Institute and other items of interest.
3. Keep current all forms and information included on the website.

4. Provide recommendations to the Executive Committee regarding maintenance and updating of the website.