

# **BYLAWS**

## **The Academy of Coastal, Ocean, Port & Navigation Engineers (ACOPNE)**

of Civil Engineering Certification, Inc.



January 2019

This document contains confidential and proprietary information  
belonging exclusively to the Civil Engineering Certification, Inc.

# TABLE OF CONTENTS

|   | Page |
|---|------|
| Article 1. Name .....   | 1    |
| Article 2. Definitions .....                                  | 1    |
| Article 3. Objectives of the Academy .....                    | 2    |
| Article 4. General Organization .....                         | 2    |
| Article 5. Certification .....                                | 2    |
| Section 5.1. Specialty Fields .....                           | 2    |
| Section 5.2. Certification Classes .....                      | 3    |
| Article 6. Board of Trustees .....                            | 3    |
| Section 6.1. Powers and Duties of the Board of Trustees ..... | 3    |
| Section 6.2. Composition of the Board of Trustees .....       | 3    |
| Section 6.3. Terms of Office .....                            | 4    |
| Section 6.4. Nominations and Elections .....                  | 4    |
| Section 6.5. Officers of the Academy .....                    | 4    |
| Section 6.6. Meetings of the Board of Trustees .....          | 5    |
| Article 7. Fees .....   | 5    |
| Article 8. Certification .....                                | 5    |
| Section 8.1. Application Procedure .....                      | 6    |
| Section 8.2. Requirements for Certification .....             | 6    |
| Section 8.3. Application Process .....                        | 6    |
| Section 8.4. Certification by Eminence .....                  | 6    |
| Section 8.5. Honorary Certification .....                     | 6    |
| Section 8.6. Denial of Certification .....                    | 7    |
| Section 8.7. Issuance of Certificates .....                   | 7    |
| Section 8.8. Certification Renewal .....                      | 7    |
| Section 8.9. Suspension .....                                 | 7    |
| Section 8.10. Revocation of Certificates .....                | 8    |
| Article 9. Finance .....                                      | 9    |
| Section 9.1. Fiscal Year .....                                | 9    |
| Section 9.2. Assets .....                                     | 9    |
| Section 9.3. Fiscal responsibility .....                      | 9    |
| Section 9.4. Academy Budget .....                             | 9    |
| Section 9.5. Records .....                                    | 9    |
| Section 9.6. Reporting .....                                  | 9    |
| Section 9.7. Review of Books .....                            | 9    |

Article 10. Committees ..... 9

    Section 10.1. Admissions Committee ..... 10

    Section 10.2. Executive Committee ..... 10

    Section 10.3. Nominations and Elections Committee ..... 10

    Section 10.4. Bylaws Committee ..... 11

Article 11. Administration ..... 10

    Section 11.1. Parliamentary Authority ..... 10

    Section 11.2. Conflicts of Interest ..... 11

    Section 11.3. Indemnification ..... 11

    Section 11.4. Resignations ..... 11

    Section 11.5. Removal ..... 11

    Section 11.6. Vacancies ..... 11

Article 12. Amendments ..... 11

# BYLAWS

## Article 1. Name

The name of the academy shall be the Academy of Coastal, Ocean, Port & Navigation Engineers (ACOPNE, hereinafter called the Academy) of Civil Engineering Certification, Inc. (CEC), which is a separately incorporated and wholly-owned subsidiary of the American Society of Civil Engineers (ASCE).

## Article 2. Definitions

**COPNE-Profession.** The COPNE-Profession comprises the individuals and professional organizations that are engaged in the sustainable development and protection of coastal, ocean, port, and navigation environments for the benefit of society. The Academy has in part been created to complement the Coasts, Oceans, Ports, and Rivers Institute (COPRI) and provides recognition to those individuals who have excelled in one or more of the disciplines embraced by COPRI. In this regard, the Academy has defined the following specialty fields of expertise consistent with the disciplines contained in COPRI.

**Coastal Engineering.** Coastal engineering involves the practice of civil engineering, as well as the sciences of oceanography, meteorology and coastal geology concerned with the interactions between water and land, including environmentally sustainable shorelines, bays, lakes, estuaries, inlets, river mouths, and harbors, and the structures within these environments.

**Ocean Engineering.** Ocean engineering involves the practice of civil engineering and the sciences of oceanography and meteorology concerned with the design, analysis, operation, and planning of systems that operate in the oceanic environment.

**Port Engineering.** Port Engineering involves the practice of civil, structural, mechanical and environmental engineering concerned with the planning, design, construction, maintenance, operation, environmental protection, and technical functioning of dock and shoreside facilities and systems used to handle or convey people or product.

**Navigation Engineering.** Navigation Engineering involves the planning, design, construction and maintenance of harbors, marinas and waterways by employing works such as dredging, breakwaters, locks and dams, ice and sedimentation control contrivances, and flow training structures in an environmentally sensitive manner to facilitate the safe and efficient operation of vessels in transit or at berth, especially considering the behavior and performance of vessels subject to environmental forces, sediment related issues, traffic movement and vessel handling.

**Additional Fields.** The Board of Trustees, in the name of and on behalf of the Academy, may in its sole discretion identify and define additional suitable specialty fields. Such identification and definition of the specialty fields shall include amendment in accordance with Article 12 and shall be approved by a three-quarters majority vote of the Board of Trustees.

### Article 3. Objectives of the Academy

The objectives of the Academy shall be to improve the practice, elevate the standards, and advance the COPNE-Profession for the benefit of the public by:

- Identifying and granting board certification to individuals with specialized knowledge.
- Recognizing the ethical practice.
- Enhancing the technical practice.
- Supporting and promoting positions on professional issues important to the public health, safety, and welfare.
- Encouraging life-long learning and continued professional development.

### Article 4. General Organization

The Academy is organized under the auspices of CEC. As such, the Academy is responsible directly to the Directors of CEC. All policies and activities of the Academy shall be consistent with and subject to:

- The Articles of Incorporation, Bylaws, and Rules of Policy and Procedure of CEC.
- All applicable federal, state, and local laws, regulations, and legal requirements.
- All requirements to maintain the status of CEC as a not-for-profit organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the laws of the Commonwealth of Virginia.
- All requirements imposed by the relevant jurisdiction for maintenance by CEC of any license, permit, or authority it may hold to conduct activities and do business as a foreign, not-for-profit corporation within that jurisdiction.
- All other policies and procedures as are authorized under these documents.

### Article 5. Certification

#### Section 5.1. Specialty Fields

The Academy shall grant certification to individuals who have achieved and maintain the requirements of Article 8 in the specialty fields listed below and defined in Article 2.

| <u>Specialty Field</u> | <u>Certification</u>                     |
|------------------------|--|
| Coastal Engineering    | Diplomate, Coastal Engineering (D.CE)    |
| Ocean Engineering      | Diplomate, Ocean Engineering (D.OE)      |
| Port Engineering       | Diplomate, Port Engineering (D.PE)       |
| Navigation Engineering | Diplomate, Navigation Engineering (D.NE) |

Honorary Diplomates shall add the prefix Hon. before the certification credential, e.g. Hon.D.PE. for Honorary Diplomate in Port Engineering. All Diplomates shall hold and enjoy equal rights and privileges, except as may be otherwise set forth by these Bylaws.

## **Section 5.2. Certification Classes**

The following certification classes are established:

- **Diplomate.** A professional engineer, who actively practices in one or more of the specialty fields defined in Article 2, satisfies all requirements for certification, holds a current license to practice professional engineering, adheres to the Academy's Code of Ethics, and complies with the requirements for continuing professional development.
- **Diplomate Emeritus.** A professional engineer who has been a Diplomate in good standing for a minimum of two years, adheres to the Academy's Code of Ethics, and has retired from active practice.
- **Honorary Diplomate.** Any person who has been granted certification pursuant to Section 8.4.

## **Article 6. Board of Trustees**

### **Section 6.1. Powers and Duties of the Board of Trustees**

The Board of Trustees shall manage the affairs of the Academy in accordance with the laws under which the Academy is organized. The Board of Trustees shall have fiduciary and strategic responsibilities to:

- Focus on continuous strategic planning.
- Determine desired outcomes.
- Develop and approve appropriate policies, rules, and operating procedures.
- Guide operations.
- Monitor the Academy's work toward meeting its objectives.
- Monitor and manage the financial transactions of the Academy.
- Adopt positions on issues on professional practice.

### **Section 6.2. Composition of the Board of Trustees**

The affairs, activities, and business of the Academy shall be under the direction of the Board of Trustees. The Board of Trustees shall include the following:

- President
- President-Elect
- Immediate Past President
- Treasurer
- Four Trustees, one from each specialty discipline defined in Article 2
- Public Trustee
- International Trustee
- President of COPRI, ex-officio and non-voting
- Secretary, non-voting.

The Secretary shall be an employee of ASCE and as such shall be hired or terminated by ASCE's Executive Director following consultation with the Board of Trustees. Certification shall not preclude employment as the Secretary, but the Secretary shall not be required to be a Diplomate. The Public Trustee shall be an individual who is neither a Diplomate of the Academy nor qualified to apply for any Academy certification. The Public Trustee shall represent the interests of the general public.

### **Section 6.3. Terms of Office**

Trustees shall be elected to staggered three-year terms. These terms will be abbreviated if elected to serve as President-Elect prior to completion of the three years of service as a Trustee. The President-Elect shall serve a term of one year; after which, shall serve as President for a term of one year, and then serve as Immediate Past President for a term of one year. The Secretary shall serve a term of one year and may be reappointed. The Treasurer shall serve a term of one year and may be reappointed. The Public Trustee shall serve a term of three years and may be reappointed.

### **Section 6.4. Nominations and Elections**

No later than 60 days prior to end of the fiscal year or 30 days before the last meeting of the Board of Trustees in the fiscal year, the Nominations and Elections Committee shall identify the next President-Elect and at least one nominee for each pending trustee vacancy from among the current Diplomates of the Academy. Also, at this time, in years when the Public Trustee's term is about to expire, the President shall nominate one person for that position. The President-Elect shall nominate the Treasurer to serve during their presidential year. All nominations shall be ratified by the Board of Trustees by a majority vote.

Suitable background information shall be obtained for all nominees and shall be submitted to the Secretary for distribution to the Board of Trustees prior to the meeting of the Board of Trustees.

The Secretary shall announce the election results prior to the first day of October through the Academy publications and/or ASCE publications.

### **Section 6.5. Officers of the Academy**

The Officers of the Academy shall be the President, President-Elect, Immediate Past President, Treasurer, and Secretary. Except for the Secretary, the Officers shall be Diplomates in good standing of the Academy.

The President shall have general supervision over all the affairs and operations of the Academy and shall:

- Preside at all meetings of the Board of Trustees and the Executive Committee defined in Section 10.2.
- Represent the Academy in all official matters.
- Sign, execute, and acknowledge, in the name of the Academy, agreements and other instruments as authorized by the Board of Trustees.
- Appoint members and chairs to those committees deemed necessary for the effective operation of the Academy, subject to approval by the Board of Trustees.
- Perform other duties incident to the office, or that may be assigned by the Board of Trustees.

The President-Elect shall:

- Preside at all meetings of the Board of Trustees in the absence of the President.
- Represent the Academy in all official matters as designated by the President.
- Assist the President in performing the duties of that office.
- Perform other duties as assigned by the President or the Board of Trustees.

The Immediate Past President shall:

- Serve as Chair of the Nominations and Elections Committee.

- Perform other duties as assigned by the President or the Board of Trustees.

The Treasurer shall:

- Act as advisor to the Board of Trustees for the Academy's fiscal matters.
- Perform other duties as assigned by the President or the Board of Trustees.

The Secretary shall:

- Be responsible for all correspondence of the Board of Trustees.
- Be responsible for all financial matters of the Academy.
- Give proper notice of, attend, and keep minutes of all meetings of the Board of Trustees, unless specifically excused by the Board of Trustees.
- Maintain custody of the official minutes and other documents of the Academy.
- Notify applicants who have been newly certified by the Academy.
- Maintain and publish annually a roster of the Diplomates in good standing. The form and format of the roster shall be approved by the Board of Trustees.
- Perform other duties as assigned by the President or the Board of Trustees.

### **Section 6.6. Meetings of the Board of Trustees**

The Board of Trustees shall meet at least annually to conduct any business that may properly come before it. The President shall set the date, time, place, and agenda of the meeting. All members of the Board of Trustees shall be given at least thirty days prior notice of all meetings. Additional scheduled meetings of the Board of Trustees may be held each year, at times and locations designated by the President, including conference calls. Notice shall include an agenda.

A simple majority of Trustees shall constitute a quorum for the transaction of all business at any meeting of the Board of Trustees. An act of a simple majority of the Trustees present shall be the act of the Board of Trustees, except as may be otherwise specifically provided by the Bylaws or other applicable instrument or law. If at any meeting there is less than a quorum present, the President shall adjourn the meeting immediately after designating another time, no sooner than thirty days later, and the place of the next meeting. Proxy voting in any form shall not be permitted.

The agenda of the meetings shall include the confirming election of trustees and officers, approval of the annual financial statement, and any other business deemed necessary by the Board of Trustees.

## **Article 7. Fees**

The Academy's Board of Trustees shall establish all fees.

## **Article 8. Certification**

### **Section 8.1. Application Procedure**

Applications for certification within the specialty fields identified in Article 2 shall be made on forms provided by the Secretary and shall be wholly completed and fully documented as required therein.

### **Section 8.2. Requirements for Certification**



The Board of Trustees, upon the affirmative vote of three-quarters majority at a duly constituted meeting of the Board of Trustees, or by written or electronic vote, may certify an applicant, provided the applicant meets the qualifications for certification. Provided further, all certification approvals by written or electronic ballot shall be reviewed and approved by the Board of Trustees at its next meeting. To meet the requirements for certification, an applicant shall:

- Be of good moral character and high ethical standing.
- Have attained the ACOPNE Body of Knowledge specific to the applicant's area of practice.
- Be actively engaged in professional practice.
- Possess a baccalaureate degree or higher from an engineering program accredited by ABET, Inc. or equivalent, acceptable to the Board of Trustees. The applicant shall have successfully completed at least 30 semester credits, or equivalent, of acceptable graduate-level, or upper-level undergraduate courses, beyond the baccalaureate degree, acceptable to the Board of Trustees.
- Possess a valid license to practice professional engineering recognized by a State, District, or Territory of the United States or certificate of registration/charter from a foreign country acceptable to the Board of Trustees.
- Possess a minimum of twelve years of qualifying professional experience in one or more of the specialty fields identified in Article 2. Further, such work shall include active participation in responsible planning, design, analysis, construction, operation, management, regulation, research, or teaching. In the case of teaching, the work experience shall be at a recognized engineering program acceptable to the Board of Trustees.
- Agree in writing to adhere to Academy's Code of Ethics.
- Be required to defend their application by examination in a manner specified by the Board of Trustees. The requirement for an examination may be waived by the Admissions Committee only when the written application clearly demonstrates that the applicant meets all the requirements specified in this Section and has mastered the requisite body of knowledge at the expert level in a manner and form acceptable to the Board of Trustees.
- All candidates who received a P.E. license or foreign equivalent prior to December 31, 1985, with a Baccalaureate degree acceptable to the Board of Trustees and meet all other requirements of the ACOPNE Body of Knowledge, satisfy the educational requirements for certification.

The Board of Trustees may certify an applicant and waive one or more of the certification requirements of this Section, provided that the applicant fulfills the appropriate Body of Knowledge. Additionally, applicants must be of good moral character/ethical standing and must agree in writing to adhere to the Academy's Code of Ethics.

### **Section 8.3. Application Process**

The applicant shall submit a complete application, together with all fees and supporting documentation as required, including written recommendations endorsing the application from three of their peers who possess a valid license to practice professional engineering recognized by a State, Territory, or District of the United States or certificate of registration/charter from a foreign country.

A candidate does not become a Diplomat of the Academy until that individual has been approved by the Academy's Board of Trustees, and has been notified in writing by the Secretary, all as prescribed by the Board of Trustees.

### **Section 8.4. Certification by Eminence**

Under this article, the Board of Trustees may certify COPN engineers by eminence. The eminence applicant shall have a minimum of twenty-five years of professional experience in one or more of the specialty fields identified in Article 2, and normally meet all the requirements of a Diplomate. No examination shall be required.

#### **Section 8.5. Requirements for Honorary Certification**

Upon affirmative vote of three-quarters majority of the Trustees at a duly constituted meeting of the Board of Trustees, honorary certification may be granted for contributions to the profession to an outstanding individual who meets one or more of the criteria listed below.

- Attained a level of prominent recognition in one or more of the specialty fields identified in Article 2.
- Made noteworthy achievement or sustained noteworthy contributions to the advancement of the profession.
- Rendered outstanding service over a sustained period to the Academy.

An individual granted Honorary Diplomate status will not be required to submit documentation of their professional experience or pass an examination and will not be required to pay certification fees.

#### **Section 8.6. Denial of Certification**

When an applicant for certification is recommended for denial, because the applicant does not meet one or more of the requirements set forth in the Bylaws, the applicant will be informed in writing of the areas of deficiency in the application by the Secretary. If the applicant chooses to appeal and supplement their application within 60 days, the additional information will be considered by the Admissions Committee before making a recommendation to the Board of Trustees. Following review and consideration of the applicant's additional information, the Admissions Committee shall submit a recommendation to the Board of Trustees, who shall make the final determination. The Secretary shall inform the applicant in writing of the Board of Trustees' decision. Where the ruling is unfavorable to the applicant, reasons for the ruling will be given. The ruling of the Board of Trustees shall be final.

#### **Section 8.7. Issuance of Certificates**

Upon satisfactorily meeting all the applicable requirements for certification, the Board of Trustees shall issue a suitable certificate of certification in the appropriate specialty field to the successful applicant. The certificate shall be signed by the appropriate Officers of the Academy and have the seal of the Academy affixed thereto. The effective date of the certificate shall be the date when the applicant was certified and shall be noted on the certificate when issued. The person to whom the certificate is issued is entitled to its possession unless and until it is revoked.

#### **Section 8.8. Certification Renewal**

All Diplomates, except Distinguished Diplomates, shall be required to renew their certification annually by paying a renewal fee as determined by the Board of Trustees. In addition, all Diplomates, except those in Distinguished or Emeritus status, shall be required to complete a minimum of 40 professional development hours in the previous two years, including ethics and sustainability, as specified by the Academy. Each Diplomate shall also provide satisfactory proof of current professional engineer license status.

#### **Section 8.9. Suspension**

The failure of a Diplomate to pay the required renewal fee, to provide satisfactory proof of the required continuing professional development hours, or to provide satisfactory proof of current possession of a professional engineer license by March 31st of the year for which the fee and proof are due may result in

the suspension of the individual's certification, pending action of the Board of Trustees. A former Diplomate, whose certification was suspended for any of these three reasons, may be reinstated by the Secretary upon recommendation of the Admissions Committee, providing all the following conditions are satisfied:

- All fees in arrears are paid in full.
- Satisfactory proof of all required continuing professional development hours is provided.
- Satisfactory proof of current professional engineer license status is provided.
- A reapplication fee, as determined by the Board of Trustees, is paid.

### **Section 8.10. Revocation of Certificates**

A certificate may be revoked for the following reasons:

- Conduct in violation of the Academy's Bylaws or the Academy's Code of Ethics, conduct which results in disciplinary action by any professional engineer licensure board, or for conduct which, in the opinion of the Board of Trustees, is improper or prejudicial to the best interests of the Academy.
- Failure to maintain a valid license to practice professional engineering as required, except those in Honorary or Emeritus status.
- Sufficient evidence of fraud or dishonesty, misrepresentation or concealment of facts on the application, or conviction of a crime involving moral turpitude.

The following procedure shall govern Board of Trustees actions for the revocation of certification:

1. A written complaint shall be filed first with the Board of Trustees.
2. The Secretary shall acknowledge receipt of the complaint in writing.
3. The Secretary shall review the complaint and request any further information that may be required.
4. The Secretary, at the direction of the Board of Trustees, shall do one or more of the following:
  - a) Dismiss the complaint in writing.
  - b) Refer the complaint to the appropriate professional engineer licensing board and advise the complainant.
  - c) Contact the subject of the complaint in writing, with a complete description of the complaint and a request for a response. If no response is received within thirty days, then a second notice shall be issued in writing. If no response is received within fifteen days, then a final notice shall be issued by certified or registered mail. Following receipt of the response or after fifteen days from the date of the final notice, the entire matter shall be referred to the Board of Trustees for consideration.
5. After due consideration and review of the complaint and the response, if any, the Board of Trustees shall take one or more of the following actions, as appropriate:
  - a) Dismiss the complaint.
  - b) Defer the decision with a request for more information.
  - c) Refer the matter to the appropriate professional engineer licensing board.
  - d) Recommend revocation.

Upon recommendation from the ACOPNE Board to revoke, the Secretary shall inform all parties in writing by certified or registered mail of the decision and of the right of the Diplomate to appeal the decision to the Board of Trustees. If no response is received within 30 days, the decision shall be considered final. If the Diplomate appeals the decision, the Diplomate shall be given a fair hearing at an official meeting of the Board of Trustees. Revocation shall occur following the hearing, with an affirmative vote of a three-quarters majority of the voting members of the Board of Trustees. Decisions of the Board of Trustees following said hearing shall not be subject to further appeal. The rulings of the Board of Trustees in all appeal matters shall be final. For all appeals, the President of COPRI shall preside at the meeting of the Board of Trustees but have no vote.

## **Article 9. Finance**

### **Section 9.1. Fiscal Year**

The fiscal year of the Academy shall be the same as CEC.

### **Section 9.2. Assets**

All assets held by or for the Academy are vested in CEC and shall be handled in accordance with its fiscal policies.

### **Section 9.3. Fiscal Responsibility**

The Board of Trustees shall oversee the funds and assets of the Academy and shall direct their management by the Secretary. No Academy Officer, Trustee, Diplomate, or representative thereof shall have any authority, as such, to contract debts for, pledge the credit of, or in any way to financially bind CEC. The Board of Trustees shall provide annual financial statements to the CEC Board and administer the funds and assets in accordance with CEC direction.

### **Section 9.4. Academy Budget**

A budget for the Academy shall be prepared annually by the Treasurer and submitted to the Board of Trustees for their approval.

### **Section 9.5. Records**

The Secretary shall keep the financial books and accounts of the Academy.

### **Section 9.6. Reporting**

Within ninety days after the close of each fiscal year, the Treasurer in conjunction with the Secretary shall provide a preliminary statement of the affairs of the Academy, including a balance sheet and fiscal statement of operations for the preceding year.

### **Section 9.7. Review of Books**

The Secretary shall procure annually an external review of the books and records of the Academy. Such review may be performed in conjunction with the annual audit of CEC.

## **Article 10. Committees**

The Board of Trustees may by resolution and at its discretion define, establish, and discharge organizational elements such as councils or committees as necessary or desirable to conduct the affairs of the Academy. Unless otherwise provided by the Bylaws, committee members are nominated by the President with confirmation by the Board of Trustees to a term of three years and shall be eligible for

reappointment. Unless otherwise provided by the Bylaws, committee chairs are nominated by the President of the Board of Trustees, with the confirmation of the Board of Trustees, to a term of three years and shall be eligible for reappointment.

All appointees serve at the pleasure of the Board of Trustees. The President, at any time and with the confirmation of the Board of Trustees, may replace a committee member for inadequate performance. The organization and operation of the committees shall conform to the policies and procedures established by the committees and approved by the Board of Trustees. All committee members and chairs shall be Diplomates in good standing of the Academy.

#### **Section 10.1. Admissions Committee**

The Admissions Committee for each discipline shall consist of a chair and at least two other Diplomates of the Academy. The chair of each committee shall serve as a member and as liaison to the Board of Trustees. The committee shall:

- Review all applications and determine the eligibility of each applicant for certification.
- Determine whether an examination may be waived in accordance with Article 8.2.
- Conduct and evaluate the results of the examination of each applicant.
- Make recommendations to the Board of Trustees to issue or not issue certifications.

#### **Section 10.2. Executive Committee**

The Executive Committee shall consist of the President, President-Elect, Treasurer, and Secretary. The President shall preside as chair and act as liaison to the Board of Trustees. The committee shall:

- Exercise the powers of the Board of Trustees between meetings of the Board of Trustees, in matters which, in the judgment of the Executive Committee, must be acted upon before the next regular meeting of the Board of Trustees. All actions taken by the Executive Committee shall be in accordance with the general policies of the Board of Trustees and shall be reported to the Board.
- Gather, evaluate, and pass judgment on information furnished by all parties when a complaint is made against a Diplomate. Render a decision on the action to be taken regarding a complaint.

#### **Section 10.3. Nominations and Elections Committee**

The Nominations and Elections Committee shall consist of the Immediate Past President, who shall preside as chair and act as liaison to the Board of Trustees, and two Diplomates of the Academy appointed by the President. The committee shall guide the nominations and elections of the Academy in accordance with Section 6.4 of these Bylaws.

All three members of the Nominations and Elections Committee must be Diplomates in good standing. The appointed members may not be sitting Trustees. No member of the Nominations and Elections Committee may be nominated for offices under consideration.

#### **Section 10.4. Bylaws Committee**

The Bylaws Committee shall consist of the Immediate Past President, who shall preside as chair and act as liaison to the Board of Trustees, and two past or present trustees appointed by the President. The committee shall consider and propose potential amendments to the bylaws, as directed by the Board of Trustees.

### **Article 11. Administration**

### **Section 11.1. Parliamentary Authority**

All meetings of the Academy shall be conducted in accordance with Robert's Rules of Order, newly revised, in all cases in which the rules are not inconsistent with applicable laws, rules, or procedures. The Secretary shall serve as Parliamentarian at all meetings of the Academy.

### **Section 11.2. Conflicts of Interest**

A conflict of interest shall be defined as any activity, transaction, relationship, service, or consideration that is, or appears to be, contrary to the best interests of the Academy or in which the interests of an individual or another organization has the potential to be placed ahead of the interests of the Academy. Any interested party, Officer, Trustee, or Diplomat must disclose to the Academy the existence of any actual or potential conflict of interest with all material facts. Action to address the conflict of interest may be taken by the interested party, the Academy, or both.

### **Section 11.3. Indemnification**

CEC shall indemnify the Academy's Officers, Trustees, and employees against claims for liability arising from the individual's duly authorized duties for or on behalf of the Academy, and further provided that the performance by the party was not or is not illegal. The right accruing to any person under the foregoing provision shall not exclude any other right to which the individual may be entitled lawfully, nor shall anything herein contained restrict the right of the Academy to indemnify or reimburse such individual in any proper case to the extent permitted by law even though not specifically herein provided. The Academy, its Officers, Trustees, and employees, shall be protected fully in taking any action or making any payment under this Article or in refusing to do so.

### **Section 11.4. Resignations**

Any Officer or Trustee may resign at any time by giving written notice to either the President or to the Secretary. Any such resignation shall become effective immediately upon the date of such notice, or at any later date specified therein. Specific Board of Trustees' acceptance of such resignations shall not be necessary.

### **Section 11.5. Removal**

Any Officer, Trustee, or committee member may be removed from office either with or without cause by a three-quarters majority vote of the Board of Trustees, whenever in the considered opinion of the Board of Trustees such removal is in the best interest of the Academy. In all cases, the decision of the Board of Trustees shall be final.

### **Section 11.6. Vacancies**

If the Immediate Past President fails to complete a term, then the President shall perform the duties of the Immediate Past President for the remainder of the term. If the President fails to complete a term, the President-Elect shall perform the duties of the President for the remainder of the term. If the President-Elect fails to complete a term, the President and Immediate Past-President shall jointly submit a nomination for consideration and elevation of a new President-Elect, by a simple majority vote of the Board of Trustees. The new President-Elect shall assume office immediately upon such election. If a Trustee fails to complete a term, the Nominations and Elections Committee may submit a nomination for consideration and elevation of a new Trustee. Election would be by a simple majority vote of the Board of Trustees. The new Trustee shall assume office immediately upon such election.

## **Article 12. Amendments**

The Bylaws may be amended at a duly constituted meeting of the Board of Trustees by an affirmative vote of a three-quarters majority of the Trustees; provided, however, that the amendment is initiated by the Bylaws Committee and the precise text of the proposed amendment or amendments has been included in the notice of the meeting at which the voting takes place. No change to the Bylaws becomes effective until the change is approved by CEC.

\* \* \*