

# American Council of Engineering Companies of Idaho

## Operating Policy Manual

Adopted \_\_\_\_\_

### Introduction

*ACEC of Idaho is the only Idaho-wide organization devoted exclusively to the business and advocacy interests of engineering companies.*

This manual has been designed as a reference for staff and the Board of the American Council of Engineering Companies of Idaho (ACEC of Idaho). ACEC of Idaho was founded in 1956 in the State of Idaho as a non-profit corporation. It is a 501(c)(6) according to Internal Revenue Service classifications.

The manual includes both administrative and fiscal policies established by the Board of ACEC of Idaho and polices required by national ACEC.

The administrative policies are necessary for appropriate and coherent management of ACEC of Idaho business by the Board of Directors and the Executive Director. The fiscal procedures are designed to implement those policies and provide simple methods to manage the organization's business affairs.

This manual is composed of four parts: Part A for administration of ACEC of Idaho as a business entity; Part B for policies that affect both the Administration and individual ACEC of Idaho members; Part C contains the job descriptions and responsibilities of the Board and Executive Director; and Part D is the By-Laws of ACEC of Idaho.

To maintain the most current information, the manual will be updated periodically to reflect changes and clarifications in policies and procedures. The Executive Director will establish appropriate procedures to be certain that copies of the manual in use are updated and outdated policies and procedures are removed.



**American Council of Engineering Companies of Idaho**

**2024 POLICY MANUAL**

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POLICY TITLE		A1 ADMINISTRATION AND RESPONSIBILITIES
PURPOSE	Give guidance to current serving ACEC of Idaho Board members and to incoming Boards on ACEC of Idaho.	
SCOPE	Applies to Board and Executive Director.	
DATE ADOPTED		
DATE REVISED		

**ADMINISTRATION**

**A1.01 BOARD OF DIRECTORS**

**A1.02.01 Duty of Care:** It is the duty of all members of the Board to ensure prudent use of all assets, including facility, people, and goodwill.

**A1.02.02 Duty of Loyalty:** It is the duty of all members of the Board to ensure ACEC of Idaho’s activities and transactions are, primarily, advancing its mission. The Board must also recognize and disclose conflicts of interest and make decisions in the best interest of the non-profit corporation.

**A1.02.03 Duty of Obedience:** It is the duty of all members of the Board to ensure that ACEC of Idaho obeys applicable laws and regulations; follows its own bylaws; and that ACEC of Idaho adheres to its stated purpose and mission.

**A1.06: BOARD POSITIONS AND RESPONSIBILITIES**

**A1.06.01 The President:**

- Serves as chair for all Board and Membership meetings.
- Is a member of the Executive Committee.
- Serves as the direct liaison between the Board and the Executive Director.
- Works with the Executive Director to set the monthly Board and Membership meeting agendas.
- Guides the Executive Committee to focus on ACEC of Idaho’s vision, mission, and strategic direction.
- Ex-Officio member of all committees except the Nominating Committee.
- Signatory on all bank accounts.

**A1.06.02 The President-Elect:**

- Responsible for fiscal oversight.
- Is a member of the Executive Committee.
- Works with the Executive Director to plan the Annual Conference and Membership Meeting.
- Works with Executive Director and Treasurer-Secretary in developing and presenting the annual budget.
- Acts as President in the absence of the President.
- Signatory on all bank accounts.

#### **A1.06.03 The Vice President:**

- Works with the Board to execute the goals of ACEC of Idaho.
- Is a member of the Executive Committee.
- Signatory on all bank accounts.

#### **A1.06.04 Secretary-Treasurer**

- Responsible for maintaining the financial systems to ensure ACEC of Idaho's solvency.
- Is a member of the Executive Committee.
- Monitors the annual budget by comparing actual expenses against budgeted expenses.
- Presents monthly financial reports to the Board for review and comment.
- Signatory on all bank accounts.

#### **A1.06.05 Past President**

- Reviews all applications for membership in ACEC of Idaho.
- Annually Reviews the ACEC of Idaho By-Laws for any needed updates to present to Membership.
- Works with the Executive Director to determine the appropriate membership category for the applicant.
- Presents applicant to the Board for review and approval at a regularly scheduled Board meeting.

#### **A1.06.06 National Director**

- The National Director represents ACEC of Idaho and votes on behalf of ACEC of Idaho at ACEC Board of Directors Meetings.
- Is responsible for reporting relevant ACEC information and issues to the Board and membership.
- Attends the ACEC Fall Conference and ACEC Annual Spring Convention.

#### **A1.06.07 Alternate National Director**

- The Alternate National Director may be seated and vote on behalf of ACEC of Idaho at ACEC Board of Directors Meetings when the National Director is absent.
- Works with the National Director to report relevant ACEC information and issues to the Board and membership.
- Attends the ACEC Fall Conference and Annual Spring Convention ACEC.

#### **A1.07 EXECUTIVE DIRECTOR**

The Executive Director is responsible for daily management of ACEC of Idaho. This includes, but is not limited to:

- Communicates with the Board, membership, ACEC, and outside individuals and groups.
- Is a non-voting member of the Executive Committee.
- Organizes monthly membership meetings, the Annual Membership Meeting, and other events, conferences or meetings as directed by the Board.
- Develops and presents the annual budget.
- Assists the Board with implementation of the Strategic Plan.

#### **A1.08 POLICY AND BYLAWS CHANGES**

Additions, deletions, and amendments to this policy manual are to be written and submitted to the Board 7 days before a regularly scheduled Board meeting. Any changes to the policies must be approved by a majority vote of the Board of Directors.

Any proposed changes to ACEC of Idaho Bylaws must be submitted in writing to the ACEC of Idaho Membership at least 30 days before the annual meeting.

POLICY		A2 BOARD COMMITTEE CONDUCT
<b>PURPOSE</b>	Outlines how to conduct Executive Committee meetings.	
<b>SCOPE</b>	Applies to Board..	
<b>DATE ADOPTED</b>		
<b>DATE REVISED</b>		

**A2.01 MEETINGS OF THE BOARD**

Meetings of the Board Committee shall be conducted according to Roberts’ Rules of Order, Revised, unless otherwise provided for in the Bylaws, or under these Rules. Meetings of the Board shall be conducted according to Roberts’ Rules of Order, Revised, unless otherwise provided for in the Bylaws, or under these Rules.

1. The Secretary shall prepare and distribute before each meeting of the Board a proposed agenda and shall furnish documents and other background information materials as appropriate. The Secretary shall prepare and distribute before each meeting of the Board a proposed agenda and shall furnish documents and other background information materials as appropriate.
2. Committee chairs and others with business to conduct may attend meetings, or portions thereof, upon specific invitation of the President.
3. The President or Presiding Officer may declare any session, or any portion thereof, of the Board a closed meeting with appropriate justifications and a vote of the Board.
4. The Executive Director shall keep the minutes of each Board meeting. Draft discussion minutes shall be distributed to all members for approval, following each meeting.
5. A complete compilation of all Board meeting minutes shall be maintained by the Executive Director in the ACEC of Idaho Office and shall be available for inspection by any member.
6. All Committees shall submit progress or status reports to the Board and Membership at the Annual Meeting. A compiled annual report will be made available after the Annual Meeting to all members and posted on the ACEC of Idaho website.
7. All reports and requests from Committees, Member Organizations, Members, or others, which may require Board action in the form of a motion, resolution, or policy statement, or which requires the expenditure of ACEC of Idaho funds, **must** be distributed to the Board no less than seven (7) days in advance of the next regularly scheduled meeting.

POLICY TITLE	A3 FINANCIAL ACCOUNTABILITY
PURPOSE	Establishes accounting principles and requirements for monthly financial statements.
SCOPE	Applies to Board and Executive Director.
DATE ADOPTED	
DATE REVISED	

## FINANCE

### A3.01 GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP)

Except when noted, ACEC of Idaho follows Generally Accepted Accounting Principles (GAAP) for non-profit organizations.

### A3.02 FINANCIAL STATEMENTS

The Board shall receive the following reports each month:

- Balance sheet
- Accounts Receivable
- Revenue and expense report, including the current month and year-to-date amounts with a comparison to budget.
- Annual reports for each event held with a comparison of the previous year's event totals.

The statements are prepared by the Secretary-Treasurer, with assistance from the Executive Director.

The Executive Director has primary responsibility for monitoring the financial statements and alerting the Board to financial choices or problems. The Executive Director is responsible for assuring overall compliance with any grant and contract agreements, and consequently must monitor the financial activity for each grant/contract and take corrective action if problems occur.

The Board may request other financial information and reports they deem necessary for fiscal accountability.

<b>POLICY TITLE</b>	<b>A4 BUDGET</b>
<b>PURPOSE</b>	To identify how the yearly budget is developed and when revisions may be made.
<b>SCOPE</b>	Applies to Board and Executive Director.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

**BUDGET**

**A4.01 BUDGET PREPARATION AND REVISION PROCEDURES**

The Board adopts a comprehensive organization-wide budget each fiscal year. The budget reflects all anticipated revenue sources and all anticipated expenses.

The annual budget shall be prepared in draft form for review by the Board 60 days before the annual meeting.

The Board-approved draft budget shall be sent to the ACEC of Idaho membership for their review 30 days before the annual meeting.

**A4.02 EXECUTIVE DIRECTOR RESPONSIBILITIES**

The Executive Director assists the President-Elect in preparing the annual budget for each fiscal year, by fund, cost center, and line item. The budget is reviewed with the Executive Director and the Board Treasurer, who present it to the full Board for discussion and approval.

**A4.03 BUDGET REVISIONS**

Revisions to the approved annual budget may be made, at the direction of the Board. The Executive Director will assist the President-Elect in preparing the revisions, including the existing budget, the proposed changes, and the revised budget. The changes and proposed revised annual budget will be presented to the Board for approval. The revised annual budget will be presented to the membership at the next scheduled meeting.



POLICY TITLE	A5 RESERVE FUND
<b>PURPOSE</b>	To provide adequate cash reserves that support ACEC of Idaho’s operation during an unforeseen negative economic event.
<b>SCOPE</b>	Applies to Board and Executive Director.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

**A5:01 RESERVE FUND**

As the governing body with fiduciary oversight to ensure the financial sustainability of ACEC of Idaho, the Board has established a budget contingency fund consisting of at least six (6) months of ACEC of Idaho’s operating expenses, based on the approved annual budget.

**A5:02 USE OF RESERVE FUND**

The contingency fund's use will be determined by the Board with the guidance of the Secretary-Treasurer. The use will be voted on and reflected in the minutes from the Board meeting. This information will be available for all ACEC of Idaho Membership to review.

**A5:03 PROCESS FOR REPAYMENT TO THE RESERVE FUND**

The contingency fund's use will be determined by the Board with the guidance of the Secretary-Treasurer. The use will be voted on and reflected in the minutes from the Board meeting. This information will be available for all ACEC of Idaho Membership to review.

<b>POLICY TITLE</b>	<b>A6 GOVERNMENT AFFAIRS ACCOUNT</b>
<b>PURPOSE</b>	General guidelines for management of the Government Affairs Account to support political advocacy on behalf of ACEC of Idaho.
<b>SCOPE</b>	Applies to Board and Executive Director.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

**A6:01 GOVERNMENTAL AFFAIRS ACCOUNT**

The Board has established a Government Affairs Account to support ACEC of Idaho’s political advocacy efforts on behalf of member firms. This advocacy may include donations to political candidates and sponsoring of advocacy related events or organizations.

**A6:02 USE OF GOVERNMENTAL AFFAIRS ACCOUNT**

The use of the Governmental Affairs Account is to be determined by the Board with the guidance of the Chair of the Government Affairs Committee, the National Director, and the lobbyist for ACEC of Idaho. The use will be voted on, and the minutes from the Board meeting will be available for all ACEC of Idaho Membership to review.

- a. For Campaign donations: the Executive Committee is to work with the lobbyist for ACEC of Idaho to determine the level of engagement in the primary elections and the general election. The ACEC Lobbyist shall make a list of suggested candidates and the amount of donation to each candidate for review by the Executive Committee. The Executive Committee shall vote to approve en masse the recommendations, or they may determine by a majority of the Executive Committee to adjust recommended amounts to some or all the political candidates.

<b>POLICY TITLE</b>	<b>A7 CHECK APPROVAL AND SIGNING POLICY</b>
<b>PURPOSE</b>	Protocols for check writing and approval requirements for all ACEC of Idaho checking accounts.
<b>SCOPE</b>	Applies to Executive Director and approved signatories on bank accounts.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

**CHECK APPROVAL**

- A7.01** The Executive Director, President, President-Elect, Vice President, and Secretary-Treasurer are authorized check signers for all ACEC of Idaho checking accounts. However, the Executive Director may only sign checks if one of the other approved signers is not available and written approval (email) authorizing the Executive Director is given by one of the other signers prior to the Executive Director signing the check.
- A7.02** This policy shall apply except under the following circumstances:
  - 1. If the check is for an item approved through the budget process or by prior Board action.
  - 2. If the check is a recurring monthly expense such as the staff salary.
- A7.03** All signers must review the documentation attached to the check prior to signing the check.
- A7.04** All copies of invoices and check stubs must be kept for seven (7) years at the ACEC of Idaho office.

POLICY TITLE	A8 CREDIT AND DEBIT CARD USE
PURPOSE	Use of ACEC of Idaho credit and debit cards.
SCOPE	Applies to President, Secretary-Treasurer, and Executive Director.
DATE ADOPTED	
DATE REVISED	

## CREDIT CARDS

### A8.01 Credit/debit cards

Credit and debit cards will be issued only to the Executive Director for business-related expenditures approved in the annual budget.

### A8.02 Spending Limits

The spending limit on the ACEC of Idaho credit card shall be no more than \$3000.

### A8.03 Card Use

Credit and debit cards will only be used for ACEC of Idaho-related and approved expenditures.

### A8.04 Remittance of credit card receipts

1. Receipts (originals are preferred) for all purchases must be submitted to ACEC of Idaho within ten (10) days of purchase. The credit/debit card receipt must be accompanied by an itemized receipt from the vendor for the items charged.
2. ACEC of Idaho staff will charge the expenditures to the appropriate budget line item in the financial report for reviewed by the Secretary-Treasurer and the Board. Receipts will be retained for three (3) years.
3. ACEC of Idaho staff will reconcile the credit/debit card statements and submit the statements with a reconciliation report to the Secretary-Treasurer for review with the monthly financial report.
4. If the cardholder is unable to produce a receipt for unrecognized charges, the cardholder will be liable for reimbursing ACEC of Idaho for the charge. If the cardholder makes any unauthorized purchase as defined by this policy, credit card access and privileges may be immediately suspended.

POLICY TITLE	A9 TRAVEL POLICY
<b>PURPOSE</b>	Defines travel related expenses eligible for reimbursement for Executive Director and National Directors for travel related to National ACEC events.
<b>SCOPE</b>	Applies to Executive Director, National Director, and Alternate National Director.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

**TRAVEL**

**A9.01 EXECUTIVE DIRECTOR, NATIONAL DIRECTORS TRAVEL, PRESIDENT, AND NEWLY ELECTED BOARD MEMBER**

1. **The Executive Director, National Director, and Alternate National Director** will be reimbursed for travel, lodging, or other approved expenses not to exceed identified yearly budgeted amount for attendance at the ACEC National Spring Convention and Fall Conferences. The Executive Director will also be reimbursed for travel, lodging, or other approved expenses not to exceed identified yearly budgeted amount for attendance at the annual National ACEC Executives (NAECE) meeting. Other travel expenses related to the travel for newly elected Board Members and President’s attendance at the National ACEC Annual Spring Conference will be reimbursed up to an identified amount in the annual budget.

**A9.02 EXPENSE REIMBURSEMENT**

1. Requests for reimbursement shall be submitted to the Executive Director, on the appropriate forms, within two (2) weeks of the meeting's conclusion.
2. Mileage will be reimbursed at the current Federal Reimbursement per mile.
3. All volunteers are expected to make air travel reservations at the most economical fare practicable.
4. Transportation to meetings includes a reasonable, economical means of travel available to and from the airport.
5. Lodging means hotel room and tax charges only; it does not include meals and incidentals.

POLICY TITLE	A10 DISASTER RECOVERY
<b>PURPOSE</b>	In case of a natural disaster, death, or disruption of the ACEC of Idaho offices, ACEC staff and Executive Committee shall protect the key operating documents, such as the IRS Letter of Determination, bylaws, and financial statements.
<b>SCOPE</b>	Applies to Executive Director and Board.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

## DISASTER RECOVERY

**A10.01** To protect the operation and membership of ACEC of Idaho, duplicate notebooks that house documents critical to the operations, finances, and membership of ACEC of Idaho shall be created and maintained. Copies of the same notebook shall be maintained off premises at the Executive Director's home or at the appropriate banking institution, CPA, or with a Board member.

**A.10.02** Documents to be retained are:

1. Articles of Incorporation
2. Bylaws
3. Sales tax license and/or exemption.
4. Current rosters of Board and staff
5. Policy Manual
6. Insurance policies
7. IRS information returns for three (3) years.
8. Form 990
9. IRS Letter of Determination
10. IRS application for exemption (Form 1023 or 1024)
11. Current annual budget and financial statements
12. Back up disc to computers or list of members
13. Software license copies
14. List of passwords (optional)

POLICY TITLE <b>A11 MEMBER EMAIL ADDRESS DISTRIBUTION</b>	
<b>PURPOSE</b>	Information about our members should not be distributed freely, and the following policy dictates how information, particularly emails, should be distributed.
<b>SCOPE</b>	Applies to both sponsors and members.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

**EMAIL DISTRIBUTION**

It is recognized that emails of members to sponsors and/or members is a valuable benefit to those joining/sponsoring our organization. However, our members need to be protected from unwanted emails.

**A11.01** To protect from unwanted emails, anyone receiving a member list containing emails will be required, as a condition of receiving this information, to offer an opt-out option to our members in all emails that are sent to them.

**A11.02** ACEC of Idaho members shall agree to not share the official email membership list outside of their organization or firm.

**A11.03** Any other request for member emails shall be submitted in writing to the ACEC of Idaho Board. Such request shall delineate how the information will be used. The Board shall determine if the list shall be released. The Board has the right to deny release for any reason.

POLICY TITLE		A12 DOCUMENT RETENTION
<b>PURPOSE</b>	Retention of ACEC OF IDAHO document (both paper and electronic) as required by law.	
<b>SCOPE</b>	Applies to Executive Director	
<b>DATE ADOPTED</b>		
<b>DATE REVISED</b>		

## DOCUMENT RETENTION

**A12.01** To eliminate the accidental or innocent destruction of documents (both paper and/or electronic), ACEC of Idaho has established the following document retention policy. Documents not specifically noted below shall be destroyed or discarded every 3 years. Staff members, for historical or work reasons, may retain copies of certain documents.

**A12.02** In accordance with the Sarbanes Oxley Act, ACEC of Idaho shall not knowingly destroy a document with the intent to obstruct or influence an “investigation or proper administration of any matter within the jurisdiction of any department, agency of the United States...or in relation to or contemplation of such matter or case.” If an official investigation is under way or even suspected, document purging must stop to avoid criminal obstruction.

### A12.03 Retention Timeline for Corporate Organization Documents

CORPORATE ORGANIZATION DOCUMENTS	PAPER DOCUMENTS	ELECTRONIC DOCUMENTS
Articles of Incorporation (Association and Foundation)	Permanent	Permanent
Bylaws (Association and Foundation)	Permanent	Permanent
Minutes of Board of Directors meetings	Permanent	Permanent
Documents with continuing legal or tax significance (IRS letter of determination)	Permanent	Permanent

Financial Records		
Financial statements, Annual Audits	Permanent	N/A
Financial statements - monthly	7 years	N/A
General Ledger	Permanent	N/A
Accounts Payable	7 years	7 years
Bank statements, cancelled checks, deposit slips	7 years (actual 3, but filed with other documents)	N/A
Accounts Receivables	7 years	7 years
Employee travel and expense reports	7 years	7 years
Expense invoices	7 years	N/A
Employee time sheets	7 years	7 years (master tracking spreadsheet)
Employee Payroll Authorizations	2 years after deposit stops	N/A
Contracts		
Leases (after termination)	7 years	7 years (if available)



Hotel, speaker, etc. contracts	7 years	7 years (if available)
Grant agreements	10 years	10 years (if available)
Restricted funds documentation	10 years	N/A
Software licenses	3 years after expiration/termination	Keep current list in Disaster Notebook file.

#### A12.06 TAX RETURNS

<b>Tax Returns</b>		
Federal form 990 or 990T and working papers	Permanent	N/A
State information returns and working papers	Permanent	N/A
Payroll tax returns	7 years	N/A
W2 withholding tax statements	7 years	N/A
941, FUTA, State UC, W3's, 1099, misc.	7 years	N/A
Personal property tax	7 years	N/A

#### A12.07 PERSONNEL RECORDS

<b>Personnel Records</b>		
Employment contracts	7 years after termination	7 years after termination
Individual employee records	7 years after termination	7 years after termination
Payroll records	Permanent	N/A
Employee pension and insurance records	6 years after expiration or settlement	N/A
Before employment applications, resumes, etc.	1 year and two months	N/A

#### A12.08 INSURANCE

<b>Insurance</b>		
Claims after settlement	7 years	N/A
Policies-all types	4 years after expiration	N/A
Accident reports	5 years	5 years (if available)

#### A12.09 FIXED ASSETS

<b>Fixed Assets</b>		
Ledger document	Permanent	N/A
Land and buildings	Permanent (N/A)	N/A
Equipment in use	keep on file	Permanent
Equipment traded in on similar asset	keep on file	Permanent
Equipment disposed of	7 years	7 years

**ACEC of Idaho  
Policy Guidelines for  
Members  
And  
Administration**

**SECTION B**

POLICY TITLE		B1 MEMBERSHIP
<b>PURPOSE</b>	To cultivate participation by engineering firms, support businesses or individuals in ACEC of Idaho.	
<b>SCOPE</b>	Applies to Executive Director and all ACEC of Idaho members	
<b>DATE ADOPTED</b>		
<b>DATE REVISED</b>		

**ADMISSION TO MEMBERSHIP**

**B1.01 Application**

1. An organization shall make a written application for membership to ACEC of Idaho. The application shall be referred to the Executive Committee for review and approval for membership.
2. When the application is approved, the applicant shall become one of the following:
  - Member Firm of ACEC of Idaho
  - Individual Membership
  - Associate Member
  - Affiliate Member
  - Lifetime Membership

**B1.02 On Boarding of New Members**

1. When a new member is approved by the Board, acknowledgement of membership will be made at the next membership meeting.
2. The Executive Director shall email or mail a welcoming packet to the new members and inform them of the monthly meetings and any pertinent information at that time.

POLICY TITLE	B2 ANNUAL DUES
<b>PURPOSE</b>	To create a transparent and predictable dues structure for the ongoing support of ACEC and ACEC of Idaho.
<b>SCOPE</b>	Applies to Executive Director and Board
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

## ANNUAL DUES

### B2.01 Determination and Application

Annual dues are determined by the ACEC Council Board of Directors on a multi-year basis. Dues shall be assessed at the beginning of the ACEC’s fiscal year and at the beginning of each quarter (October 1, January 1, and April 1) thereafter.

Dues shall be established based on each Member Firm’s average total of employees (including those based in Home Office, Branch Offices and Subsidiaries) both inside and outside of the United States. Branch offices or subsidiaries whose eligible parent firm is not a Member Firm of a Member Organization, shall determine their dues based on the average total of principals and all employees based in that branch office or subsidiary.

The average number of employees reported to the Council Office during the annual Council certification period is to be based upon the total number of regular hours (non-over time hours) for which all employees (engineering and non-engineering, in the U.S. and abroad) are paid by the Member Firm or on the Member Firm’s behalf on an annual basis divided by 2,080 (the number of hours worked by one full-time employee in a year: 40 hours multiplied by 52 weeks). In the case of full-time salaried employees not paid on an hourly basis, the same number of 2,080 is to be used to represent the total number of hours worked by each full-time salaried employee. Said average shall be the basis upon which the succeeding fiscal year’s dues are set.

**FOR** Member Firm which is an engineering component of a non-engineering company, as defined in Article II(A)(2)(a)(iv) of the ACEC Council Bylaws, the average total under this Article I (B) shall include all licensed design professionals working in the built environment, plus all the Staff that supports them.

### B2.02 Multi-Office Member Firm

In the case of a multi-office Member Firm with locations in more than one state, the firm may, upon written request to the Council:

1. have its Council dues established and collected individually for each branch office, division or operating subsidiary that becomes a Member Firm of a Member Organization; or may:
2. pool its total employee count (as defined in Article I(H)(2) above) for all branch offices, divisions, or operating subsidiaries, both inside and outside the U.S. that are eligible for membership and designate one Member Firm office for billing purposes. In this event, the membership in the Council may be in the name of the parent Member Firm, and any

additional individual branch offices, divisions or operating subsidiaries of the Member Firm that may join a Member Organization will be considered to have prepaid their Council dues.

3. Given the considerable range of corporate and company organizational structures that are possible, the Council Executive Committee by two-thirds vote, if requested by a Member Organization, shall have the authority to set the annual dues for any Member Firm based upon a review of its organization structure. Only those branch offices, divisions, or operating subsidiaries for which annual dues are currently paid shall have access to and receive benefits from Council programs and services.

### **B2.03 Member Firm Dues Adjustments**

Quarterly adjustments to reduce dues payments to reflect changes in a Member Firm's dues, as computed from information reported to the Council Office during the annual Council certification period, shall only be granted based upon the establishment of a "hardship" in accordance with the following requirements:

1. A request for said "hardship" consideration shall be submitted by the Member Firm to its Member Organization. This request should include a written statement explaining the reason for the requested adjustment. ACEC of Idaho shall supplement the request from the Member Firm by including in the request a summary of the Member Organization's action and recommendation. If approved in writing by ACEC of Idaho, the request shall be forwarded to ACEC for final review and disposition, along with the quarterly dues' payment.
2. Said "hardship" test may consider such situations as: the death or disability of a key principle, the dissolution or break up of a Member Firm, the sale of a portion of the Member Firm, significant reductions in personnel or revenues, or other similar circumstances. The Member Organization shall review such circumstances and determine whether such circumstances potentially warrant a dues reduction, and following the Member Organization's review, the ACEC Treasurer shall determine whether the circumstances cited warrant special consideration for dues reductions.
3. Dues adjustments based on "hardship" as submitted by a Member Firm shall not be granted for more than a full calendar year.

### **B2.04 Payment of Dues**

1. Dues of Member Firms and Member Firms-at-Large shall be payable annually or quarterly, in advance.
2. Dues of Fellows shall be payable annually at the beginning of the fiscal year for existing Fellows or beginning with the first quarter following a national meeting at which his/her election is announced.
3. A person or firm elected to Membership in the Council in any one quarter shall pay dues starting with the next following quarter.
4. Payments shall be made by Member Firms, except Member Firms having membership in more than one Member Organization, to the Member Organization to which they belong. Invoices and the listing of Member Firms shall be sent to each Member Organization on the first of each calendar quarter. Member Organizations will collect and forward dues with a statement of account to the Council within thirty (30) days after each quarter's beginning.
5. Payments may be made directly to the Council by Member Firms having membership in more than one Member.

6. All classes of Members shall be liable for the payment of all dues until their membership shall have been terminated unless they shall have been relieved from payment by the Executive Committee.
7. Dues of Council Affiliate Member Firms shall be payable directly to the Council annually at the beginning of the fiscal year for existing Affiliate Member Firms. Dues for new Affiliate Member Firms shall be pro-rated beginning with the first quarter after the Affiliate Member Firm joins the Council.

<b>POLICY TITLE</b>	<b>B3 ACEC OF IDAHO FIVE YEAR STRATEGIC PLAN</b>
<b>PURPOSE</b>	To define and clarify the mission of ACEC of Idaho.
<b>SCOPE</b>	Applies to all ACEC of Idaho members.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

**B3.01 Goal 1**

Advocate for the engineering industry; enhance the industry’s image and bring increasing awareness of engineering firms in Idaho.

1. Educate members about the importance of political engagement.
2. Support and expand effort through networking political involvement fundraising and other methods of outreach.

**B3.02 Goal 2**

Maximize value to membership by leveraging existing strengths.

1. Provide opportunities for networking and development of young engineering professionals.
2. Grow and diversity our membership.
3. Utilize our strong committee structure and engagement to expand value to our members.

**B3.03 Goal 3**

Become the primary resource for the engineering industry to enhance business practices of member firms.

1. Offer superior business professional training.
2. Strengthen ties with ACEC through attendance at spring and fall conferences.

<b>POLICY TITLE</b>	<b>B4 ACEC ENGINEERING EXCELLENCE AWARDS</b>
<b>PURPOSE</b>	To provide guidance for an important annual event for ACEC of Idaho.
<b>SCOPE</b>	Applies to Executive Director, Engineering Excellence Committee.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

**ANNUAL ENGINEERING EXCELLENCE AWARDS**

An annual Engineering Excellence Awards program shall be conducted by ACEC of Idaho.

**B4.01 Objectives**

1. To confer recognition upon consulting engineering firms for professional accomplishments.
2. To provide appropriate public recognition of these accomplishments.
3. To stimulate parallel efforts by ACEC Member Organizations at the state level.

**B4.02 Eligibility**

1. Any firm engaged in the private practice of consulting engineering is eligible to enter the competition.
2. All entries must be submitted to a state or regional competition.
3. No direct submittal of an entry to the ACEC competition without prior judging by a Member Organization will be permitted.
4. Projects submitted must have been completed, substantially completed, or publicly disclosed by the client for whom the project was completed during the year prior to judging.

**B4.03 Entry Procedures**

Entries shall be submitted to ACEC of Idaho in accordance with competition schedules and regulations, provided in detail by the Council before each annual competition.



<b>POLICY TITLE</b>	<b>B5 PROFESSIONAL AND ETHICAL CONDUCT GUIDELINES</b>
<b>PURPOSE</b>	Outlines Professional and Ethical Conduct Expectations for all ACEC of Idaho members.
<b>SCOPE</b>	Applies to all ACEC of Idaho members.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

**PROFESSIONAL AND ETHICAL CONDUCT GUIDELINES**

Consulting engineering is an important and learned profession. The members of the profession recognize that their work has a direct and vital impact on the quality of life for all people. ACEC of Idaho

ACEC of Idaho, executive board, and all members shall follow all Idaho law regarding engineering conduct as well as rules found in IDAPA 24.32.01: Division of Occupational and Professional Licenses, Idaho Board of Licensure for Professional Engineers, and professional land surveyors.

POLICY TITLE	B6 CONFLICT OF INTEREST
<b>PURPOSE</b>	To address any potential transactions or arrangements that may benefit the private interest of an officer, director, employee, or contractor of ACEC OF IDAHO and to protect ACEC OF IDAHO against any appearance of impropriety.
<b>SCOPE</b>	Applies to all Members, Board, Committee Members, Committee Chairs, and Executive Director.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

### CONFLICT OF INTEREST

**B6.01** ACEC of Idaho expects all those acting on its behalf to avoid conflicts of interest between their duties to ACEC of Idaho and their duties to other organizations or entities. A conflict of interest exists when an individual participates in the deliberation and resolution of an issue important to ACEC of Idaho while, at the same time, the individual has other professional, business, or other responsibilities outside ACEC of Idaho that could predispose or bias the individual to a particular view or goal.

ACEC of Idaho officers, directors, and staff are dedicated to serving the industry's interests and in doing so are committed to fulfilling their fiduciary duties. ACEC of Idaho understands that actual or perceived conflicts of interest could potentially damage the organization's reputation and credibility. Through this Policy, ACEC of Idaho Board seeks to address the potential for such actual or perceived conflicts of interest and will address conflicts of interest in one of three ways:

1. An individual with a potential conflict shall take no part in the ACEC of Idaho issue that raises the potential conflict.
2. For less serious potential conflicts, there must be disclosure to the Board and Membership and avoidance of participating in debate and voting on the issue for which there is a potential conflict.
3. For minor potential conflicts, there simply must be full disclosure to ACEC of Idaho Board and Members. It is the Board's prerogative, not that of the individual, to make such determinations regarding conflicts.

ACEC of Idaho believes that it is prudent to avoid even the appearance of a conflict of interest. ACEC has identified several general categories of actual or potential conflicts of interest. They include but are not limited to:

1. Officers and Directors of ACEC acting as official or appointed representatives of ACEC, and members and staff acting on behalf of ACEC, should disclose any situation in which they, or a member of their immediate family, have financial, contractual, or other interests that could interfere with their acting in an unbiased manner on behalf of the ACEC. In such instances, the individual may be asked to recuse themselves from their position or work with ACEC.
2. Officers and Directors of ACEC should be cautious before entering into financial or legal arrangements that could prejudice or bias their conduct or views on issues related to ACEC. If such arrangements exist or are perceived to exist, that individual should disclose these arrangements. Examples of relevant situations would include paid

relationships or financial interests with vendors doing, or seeking to do, business with ACEC.

3. Individuals or members of committees preparing official statements for ACEC should disclose financial relationships or legal obligations that interfere, or could interfere, with the task.

This policy is directed principally at officers of ACEC of Idaho, members, committee members and groups working on behalf of ACEC, or members who speak on behalf of ACEC.

<b>POLICY TITLE</b>	<b>B7 ANTI-TRUST</b>
<b>PURPOSE</b>	Because associations are vehicles for bringing competitors together and conduits for moving information among competitors, associations are closely scrutinized for violations of antitrust laws. This policy establishes a formal policy against violations and minimizes ACEC of Idaho’s exposure to antitrust investigations or lawsuits.
<b>SCOPE</b>	Applies to all ACEC of Idaho members.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

**ANTI-TRUST**

- B7.01** Consistent with ACEC’s non-profit and tax-exempt purposes, ACEC of Idaho during its activities shall not agree with, participate in, or consider any activity, plan, understanding, agreement, or other arrangement that constitutes a violation of any federal or state antitrust laws, including but not limited to actions that would:
1. raise or stabilize prices or fees for specific services,
  2. boycott or refuse to do business with any third parties (other than through ACEC’s bona fide business contractual arrangements),
  3. restrict or interfere with the exercise of free and independent judgment by the members in the management or operation of their respective business,
  4. Or interfere with commerce or free and lawful competition.
- B7.02** ACEC of Idaho membership is open to all interested and eligible parties. Participation in ACEC of Idaho activities is also available on reasonable terms to non-members with a valid interest in such activities. No applicant for membership or party requesting to participate, who otherwise meets the qualifications set forth in the ACEC of Idaho Bylaws or adopted in ACEC of Idaho policy, may be rejected for any anti-competitive purpose.
- B7.03** Participants at ACEC of Idaho-sponsored activities should not discuss, exchange information, or enter into agreements on prices or fees or refuse to purchase, sell to, or otherwise impermissibly deal with competitors, customers, or suppliers.
- B7.04** Any information, materials, or reports of ACEC of Idaho available for the use of its members should be made available to non-members when non-availability of those materials imposes a significant economic disadvantage or cost to non-members that significantly limits their ability to compete against ACEC of Idaho members. Non-members may be charged higher prices than members providing the higher prices are not unreasonable.
- B7.05** Discussions during ACEC meetings should relate solely to the legitimate purposes of the organization. Care should be taken to avoid any discussion of competitively sensitive information, such as prices, rates, or fees; current or potential bids for particular services; terms on which any participants will or will not deal with particular competitors, suppliers, or customers; and matters relating to actual or potential individual suppliers or customers that might have the effect of influencing the business conduct of other companies toward such suppliers or customers.
- B7.06** To avoid even the perception that ACEC meetings could violate this antitrust policy, good meeting practices should be exercised, including: the use of a written agenda; the prompt

preparation of brief minutes summarizing the matters discussed and conclusions reached; and the retention and distribution of only final approved minutes.

**B7.07** Even informal discussions must comply with the principles and prohibitions of this policy.

**B7.08** A copy of this policy shall be provided to the Executive Committee members, and all ACEC of Idaho Committees. Member Organizations shall receive a copy as a “model policy.” The policy shall also be included for public viewing on the ACEC website. Each ACEC member and each participant in ACEC activities, by virtue of their membership or participation, shall be deemed to have notice of the policy and agree to abide by it.

POLICY TITLE    B8 RED FLAG RULES	
<b>PURPOSE</b>	ACEC OF IDAHO follows all federal and state laws identified by ACEC National regarding identity theft, including federal “Red Flags” Rule which governs how ACEC OF IDAHO will (1) identify, (2) detect, and (3) respond to “red flags.” A “red flag” is defined as a pattern, practice, or specific account or record activity that indicates possible identity theft.
<b>SCOPE</b>	Applies to all ACEC of Idaho members.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

## RED FLAG RULES

ACEC of Idaho complies with all federal and state laws and reporting requirements regarding identity theft, including the federal Red Flags Rule, which implements Section 114 of the Fair and Accurate Credit Transactions Act of 23.

### 38.01 Policy

The American Council of Engineering Companies (“ACEC”) complies with all federal and state laws and reporting requirements regarding identity theft, including the federal Red Flags Rule, which implements Section 114 of the Fair and Accurate Credit Transactions Act of 2003. This policy outlines ACEC’s Identity Theft Prevention Program (“Program”), which is mandated by the Red Flags Rule and governs how ACEC will (1) identify, (2) detect, and (3) respond to “red flags.” A “red flag” is defined as a pattern, practice, or specific account or record activity that indicates possible identity theft. The Program has been approved by the ACEC Executive Committee as of October 29, 2009, and the Program will be reviewed and updated by the ACEC staff at least once a year to ensure that the Program keeps current with identity theft risks. In doing so, the staff will consider ACEC’s experiences with identity theft situations and similar experiences for other entities in the association community; changes in identity theft methods; changes in identity theft detection and prevention methods; and changes in ACEC’s business arrangements with other entities. ACEC will ensure that it is using adequate and sufficient technology to protect credit card information. It is ACEC’s policy that the Vice President, Operations, is assigned the responsibility of overseeing, developing, implementing, and administering the Program. ACEC is committed to ensuring that this individual, who will act as ACEC’s “privacy official” for purposes of this policy, be provided with sufficient resources and authority to fulfill these duties. ACEC requires that its business vendors be contractually bound to protect sensitive client information to the same degree as set forth in this policy. Business vendors of ACEC who violate their agreement will be dealt with first by an attempt to address the problem, and if that fails by termination of the agreement and discontinuation of services by the business vendors.

ACEC’s work force must be trained in the policies and procedures governing compliance with the Red Flags Rule, and new workforce members are required to receive training in these matters within a reasonable amount of time after they have been hired. Should any policy or procedure related to the Red Flags Rule materially change, ACEC shall provide further training within a reasonable amount of time after the policy

or procedure materially changes. All training sessions are to be documented, indicating participants, date, and subject matter.

### **B8.01 IDENTIFY RED FLAGS**

While providing educational and association services to members, customers, and others, ACEC of Idaho may encounter inconsistent or suspicious documents, information, or activity that suggests the possibility of identity theft. The following are identified as potential red flags:

1. Notice from a member or customer, a victim of identity theft, a law enforcement agency, or someone else that an account has been opened or used fraudulently.
2. A dispute of a bill by a member or customer who claims to be the victim of any type of identity theft.
3. Suspicious documents, such as paperwork that appears altered or forged, and information on the identification that is inconsistent with other information, like a signature card or recent check.
4. Suspicious personal identifying information, such as inconsistencies with what is already known and in the information the member or customer has already provided.
5. Suspicious account activity, such as an account that is used in a way inconsistent with established patterns, an account that has been inactive for a long time that is suddenly used again, and information that the customer is not receiving their account statements in the mail.

### **B8.02 DETECT RED FLAGS**

ACEC will be alert for discrepancies in documents and member or customer information that suggests the risk of identity theft or fraud. ACEC staff will verify member or customer identity and address before educational or association services are provided and billed. Specifically, the procedures for detecting red flags are as follows:

1. When someone notifies ACEC that an account has been opened or used fraudulently, employees are required to report such notifications to their immediate supervisor and the designated privacy official. If reported to a supervisor, that supervisor should relay the information to the privacy official.
2. Regarding existing accounts, ACEC staff are expected to verify the identification of members or customers if they request information and verify the validity of change-of-address requests and changes in banking information given for billing purposes.
3. In general, ACEC staff should be alert for the possibility of identity theft in the following situations:
  - a) Identifying information submitted by the member or customer appears to be altered or forged.
  - b) Information on one form of identification the member or customer has submitted is inconsistent with information on another form of identification or with information already in the records kept by ACEC.
  - c) An address or telephone number is discovered to be incorrect, non-existent, or fictitious.
  - d) The member or customer fails to provide identifying information or documents.
  - e) The member or customer signature does not match a signature in the member or customer's records.

- f) Any photo identification submitted by the member or customer does not resemble the member or customer, such as on-site at an educational program.

### **B8.03 Respond to Red Flags**

1. If any employee of ACEC detects fraudulent activity or if a member or customer claims to be a victim of identity theft, ACEC will respond to and investigate the situation. If potentially fraudulent activity (a red flag) is detected by an employee of ACEC:
2. The employee should gather all documentation and report the incident to his or her immediate supervisor and the designated privacy official. If reported to a supervisor, that supervisor should relay the information to the privacy official.
3. The privacy official will determine whether the activity is fraudulent or authentic.3. If the activity is determined to be fraudulent, then ACEC should take immediate action, which may include:
  - a) Canceling the transaction.
  - b) Closing an existing membership or customer account.
  - c) Reopening an account with a new account number.
  - d) Not opening a new account.
  - e) Notifying appropriate law enforcement.
  - f) Notifying the affected member or customer; and
  - g) Changing any passwords or other security devices that permit access to accounts.

If a member or customer claims to be a victim of identity theft:

1. The member or customer should be encouraged to file a police report for identity theft if the member or customer has not done so already.
2. The member or customer should be encouraged to complete the ID Theft Affidavit developed by the Federal Trade Commission, along with supporting documentation.
3. ACEC will compare the member or customer documentation with personal information in the member or customer records.
4. If, following investigation, it appears that the member or customer has been a victim of identity theft, ACEC will promptly consider what further remedial act/notifications may be needed under the circumstances.
5. If, following an investigation, it does not appear that the member or customer has been a victim of identity theft, ACEC will take whatever action it deems appropriate.



<b>POLICY TITLE</b>	<b>B9 DIVERSITY, EQUITY, AND INCLUSION POLICY</b>
<b>PURPOSE</b>	To support ACEC’s effort in providing equitable opportunities within the engineering profession.
<b>SCOPE</b>	Applies to Board and Executive Director.
<b>DATE ADOPTED</b>	
<b>DATE REVISED</b>	

**DIVERSITY, EQUITY, AND INCLUSION**

The engineering profession is grounded in integrity, fairness, and service to the community. Engineers build communities. We create space and by extension, we create social experience. Therefore:

1. We support equality and respect for all mankind.
2. We believe in providing equitable opportunities within our workforce, equitable representation in contracting, and equitable access within the communities we serve.
3. ACEC of Idaho provides equitable membership opportunity for all firms and will not engage in unlawful discrimination, harassment, nor retaliation.