

BY-LAWS**National Council of Acoustical Consultants****ARTICLE I****NAME, PURPOSE, AND LOCATION**

Section A. Name - The name of the organization is the “National Council of Acoustical Consultants,” and shall hereinafter in these bylaws be referred to as the “NCAC” or the “Council.”

Section B. Purpose - The purposes for which the council is organized are:

- Establish and encourage adherence to the highest standards of professional ethics and business practices;
- Inform the public of the existence of acoustical consultants and the service which they provide;
- Provide members with a forum for discussion and exchange of information on matters of common interest;
- Cooperate with representatives of other organizations on matters of mutual interest and concern;
- Preserve and protect the public welfare by encouraging accurate and proven representations concerning acoustical products, materials and services;
- Participate in the development of performance and measurement standards, and regulations;
- Encourage and promote continuing growth and education in the profession; and
- Comment on public matters related to acoustics as a benefit to the public and to NCAC members and prepare positions on these matters for public dissemination.

Section C. Location - Headquarters offices of the Council shall be selected by the Board of Directors

ARTICLE II**MEMBERSHIP AND INDIVIDUAL RECOGNITION**

Section A. Membership and Individual Recognition – Voting membership in the Council is held by Firm Members through their designated Firm Representatives and by an individual designated as the Individual Member Representative. The Council may also recognize and confer titles and honors on individuals, but these individuals do not have a vote except those designated as the Firm Representative or Individual Member Representative.

Section B. Firm Membership - Firm Membership is available to any individual proprietorship, firm, or subdivision thereof which meets and maintains the membership requirements.

1. Membership Requirements – Applicants and elected Firm Members shall meet the following requirements:
 - a. Acoustical Consulting – The Firm Member shall include a person or group of people whose primary job function is to provide acoustical consulting services to the public. Consulting services are defined as measurements, analysis, recommendations, advice, designs or opinions provided for a fee, independent of the sale of any product and without bias introduced by association with a product. Acoustical consulting services are those involving application of the science of sound as the major component of the work. Work involving vibration control or sound reinforcement and reproduction systems is considered part of acoustical consulting.
 - b. Acoustical Consulting Leadership – The technical and the financial management of the acoustical consulting activity of each Firm Member must be under the direction of people who are providing acoustical consulting services. Multiple individuals may split technical and financial management. At least one person providing acoustical consulting services must be involved in financial management. Technical management includes recruiting, training, and supervision of competent staff and assuring the firm uses proper methods for calculations and measurements to yield appropriate guidance to clients. Financial management includes managing resources and recruiting business to assure that the Firm

Member is financially successful. The Firm Member shall identify to the Council all such leaders and designate whether such persons have technical or financial management responsibilities or both. Larger firms will normally report multiple leaders who may report to one person. Additional persons involved in financial management who do not provide acoustical consulting services need not be reported. The qualification of the Firm Member for membership is dependent on the technical qualifications, experience, leadership, and ethics of these leaders as demonstrated by materials provided in the application and letters of reference. These identified leaders shall be known within NCAC as “NCAC Principals” as further defined and meeting all requirements imposed in Section II.C. Upon any removal or addition of persons who should be recognized as NCAC Principals from the staff of the Firm Member, the Firm Member shall immediately notify the Executive Director and submit the name and credentials of any new proposed NCAC Principal. The Executive Director will notify the Membership Vice President of such action and note any concerns regarding whether the person is qualified to be a NCAC Principal and thus whether the Firm Member is qualified to continue as a Firm Member of NCAC. The Membership Committee and Board will take action as appropriate.

- c. Independence – Firm members shall avoid influence due to association with a product and shall not be dependent on a single source for a majority of its income.

To assure unbiased product recommendations, the Firm Member, its owners, principals, and employees shall not be associated with the manufacture or sale of any product if such association could jeopardize, tend to jeopardize, or give the impression of jeopardizing an ability to render an independent, unbiased decision regarding product specification or related matters. If, through a secondary business interest or otherwise, a Firm Member, its owners, principals, or employees have a financial interest in the manufacture or sale of any such product, this interest shall be reported to NCAC, and shall be disclosed to all clients for whom the product might be recommended at the time services are offered to such

client. If accepted for membership, such Firm Member shall abide by any requirements related to such product involvement imposed by the Board for continued membership.

To assure that a Firm Member's acoustical consulting work is independent of influence by a single client, or that the Member Firm does not give the appearance that their opinions could be influenced by an association with a single client, the Firm Member shall not derive, on average, more than 50% of its income from a single client over a 2-year period. The Firm-designated NCAC Principals are solely responsible for assuring compliance with this requirement at the time a membership application is submitted, and each year thereafter should the firm be approved for membership. If at any time the Firm Member cannot meet this requirement, then the NCAC business office must be notified so the NCAC Board can re-consider the status of the Firm Member.

- d. Membership Stability - To help assure stability of the membership, the NCAC membership, applicant firms must have been in business for at least one year at the time they become members, unless at least one identified NCAC Principal of the firm was a NCAC Principal of another Firm Member.
- e. Identification of Firm Member – Firm Members shall provide to the Council the name by which they are to be known as members of the Council. This may be the name of a larger organization that includes the acoustical consulting staff, provided such larger organization does not also include other acoustical consulting staff that is not part of the NCAC membership. In such cases, the name must be specific to the staff accepted for NCAC membership.
- f. Reporting of Staff Size – The Firm Member shall, on initial application and annually thereafter upon request, report the total size of the acoustical consulting staff within ranges established by NCAC. This will include all staff who provide acoustical consulting services and all staff in support of those providing such services. This information will be used in setting dues and may be reported to the public by NCAC as an indication of the size of the acoustical consulting staff of the Firm Member.

- g. Compliance with NCAC Ethics, Rules, and Special Conditions – The Firm Member must comply with the duly established ethics of the Council, generally accepted principles of practice and conduct, any rules adopted by the NCAC Board to implement these Bylaws, and any special conditions or contingencies attached to the membership by the Board as a result of any conditions unique to the Firm Member.
2. Acceptance into Firm Membership - The method for acceptance into Firm Membership shall be as follows:
 - a. Qualifications Review by Membership - Notice of the application will be given to all Firm Members, whose Firm Representatives shall have 30 days to submit comments on the applicant firm to the Membership Committee.
 - b. Qualifications Review by Membership Committee - Qualifications presented by the applicant and comments received from Firm Member representatives shall be reviewed in full by the Membership Committee, which shall have authority to conduct such further investigation that it shall deem necessary. The Membership Committee's opinion as to the acceptability of a non-member firm's application shall be recorded by the Executive Director and forwarded to the Board of Directors.
 - c. Voting – The applicant firm shall be accepted into membership upon majority vote of the Board of Directors subject to any conditions or contingencies attached to the vote by the Board. Voting shall be conducted by mail ballot, or during a regular or special meeting of the Board of Directors, or by other means in compliance with the requirements of the state of incorporation.
 - d. Notification - The Executive Director or a designated representative shall notify an applicant Firm Member of the results of the election.
3. Cessation of Firm Membership - A Firm Member shall relinquish its membership, and all rights and interests in the Council, if any one of the following circumstances transpires:
 - a. Resignation - The member sends written notice of its desire to resign from the Council to the Executive Director.

- b. Noncompliance - The member no longer fulfills the requirements of membership as specified in Section B of this Article. (It shall be deemed to be a matter of professional ethics and responsibility to notify the Executive Director of inability to continue to comply with membership requirements.)
- c. Due Cause - A member fails to comply with duly established ethics of the Council or generally accepted principles of practice and conduct, or for other similar reasons is expelled following the procedures of Article III.
- d. Nonpayment of Dues or Assessments - A member fails to pay annual dues or assessments within four months of initial notification, or longer if directed by the Board.

Section C. NCAC Principals – NCAC Principals are all persons within a Firm Member who perform both acoustical consulting services and are responsible for the technical or financial management of the acoustical consulting business of the Firm Member.

1. NCAC Principal – A NCAC Principal shall be a Full Member (or Fellow) of either the Acoustical Society of America, the Institute of Noise Control Engineering USA, or the Audio Engineering Society. With the approval of the Board of Directors in specific circumstances, NCAC Principals may be accepted based on full membership in alternative technical societies or alternative professional credentials or licensing based specifically on knowledge and experience in acoustics.
2. Acceptance of NCAC Principal – NCAC Principals designated on the membership application of a Firm Member shall be approved with the approval of the Firm Membership. The credentials of NCAC Principals later designated by the Firm Member will be reviewed at that time for acceptance.
3. Rights and Privileges – NCAC Principals are entitled to all rights and privileges of membership including serving as the Firm Representative, as a member of the Board or as an Officer. NCAC Principals have no vote in general membership votes unless serving as a Firm Representative or as the Individual Member Representative on the Board.
4. Cessation of Status – A NCAC Principal shall cease to be recognized as such if any one of the following occurs:

- a. Failure to Remain Qualified – The NCAC Principal no longer meets all the requirements to be an NCAC Principal.
- b. Termination of Firm Membership – The Firm Member ceases to be a Firm Member of NCAC for any reason.

Section D. Individual Membership – An Individual Member shall be an employee of a Firm Member engaged in an acoustical consulting capacity who is a Full Member (or Fellow) of either the Acoustical Society of America, the Institute of Noise Control Engineering USA, or the Audio Engineering Society. With the approval of the Board of Directors in specific circumstances, Individual Members may be accepted based on full membership in alternative technical societies or alternative professional credentials or licensing based specifically on knowledge and experience in acoustics.

1. Acceptance into Membership – A Firm Member may nominate any number of employees as Individual Members by submitting the candidate's name and credentials to the Executive Director on a form attesting that said candidate meets all requirements for Individual Membership. Such applications may be approved by the Membership Vice-President or, upon appeal of a rejected application, by an affirmative vote of a majority of the Board of Directors.
2. Rights and Privileges – Individual Members, are entitled to all rights and privileges of a NCAC Principal including serving as Firm Representative or as the Individual Member representative on the Board. .
3. Cessation of Membership - An Individual Member shall relinquish membership and all rights and interests in the Council if any one of the following circumstances takes place.
 - a. Resignation - The Individual Member resigns from the Council or from the Firm Member. In either case, the Individual Member may not be reinstated until nominated subsequently by an NCAC Firm Member.
 - b. Failure to Remain Qualified – The Individual Member no longer meets the requirements for Individual Membership.
 - c. Non-Payment of Dues - The Individual Member's dues are not paid under the same terms and conditions as apply to Firm Members.
 - d. Termination of Firm Membership - The Firm Member ceases to be a Firm Member of NCAC for any reason.

Section E. Honorary Membership - Honorary membership shall be conferred only upon individuals by unanimous vote of the Board of Directors for significant contributions to the acoustical consulting profession. Such individuals may or may not be otherwise affiliated with or qualified for affiliation with NCAC. Honorary Members shall be treated in the manner accorded to Individual Members or Life Members, except that they are ineligible to vote, hold elective office or to serve as a Director of the Council unless otherwise qualified to do so; and shall not be required as individuals to pay dues or other assessments.

Section F. Life Membership – A Life Member is an individual who no longer is soliciting acoustical consulting work and who at the time accepted into membership as Life Member is a retired or retiring NCAC Principal of a Firm Member that (including predecessor firms) has been a Firm Member for ten years and that is in good standing with dues paid.

1. Acceptance into Membership - An applicant may be approved as a Life Member upon application to the Executive Director and an Affirmative vote of a majority of the Board of Directors after consultation with the Membership Committee.
2. Rights and Privileges - A Life Member receives all mailings to the membership and may serve on or chair committees, but does not pay dues or meeting registration fees, except for direct costs, and may not vote or hold elective office. Any contact information regarding Life Members provided to the public will clearly indicate that these people are not soliciting consulting work.
3. Cessation of Membership - A Life Member shall relinquish membership if the member no longer meets the qualifications of a Life Member or resigns.

ARTICLE III
DISCIPLINARY ACTIONS

Section A. Disciplinary Actions – The Board of Directors may Censure, Suspend, or Expel a Firm Member for Due Cause when such Firm Member fails to comply with duly established ethics of the Council or generally accepted principles of practice and conduct, or for other similar reasons, and may Suspend or Expel a Firm Member for non payment of dues. All members will be notified of disciplinary actions taken against any member.

Section B. Procedure for Due Cause – The following procedures shall be followed when a Firm Member is to be Censured, Suspended, or Expelled for Due Cause.

1. An action against a Firm Member is initiated by a member of the general public, fellow member of the Council, or other organization in which the Firm Member or employee of the Firm Member holds membership.
2. A finding to proceed is given by the Chair of the Professional Practices Committee to the Board of Directors.
3. A hearing date is established by the Board of Directors.
4. The Firm Member subject to disciplinary action is notified of such hearing date at least 60 calendar days prior to the date selected and is given the right to bring and present witnesses before such hearing, and to bring and utilize the services of legal counsel before such hearing.
5. The Board of Directors shall meet no more than 30 calendar days subsequent to the date of the hearing to consider appropriate action.

Section C. Censure of Firm Member - Censure of Firm Member shall require a majority vote of the Board of Directors. Censure shall comprise a letter written by the President to a representative of the Firm Member outlining its interpretation of the issue involved and its reasons for giving censure.

Section D. Suspension of Firm Membership – Suspension from membership is a temporary action to be followed by reinstatement or expulsion. A firm suspended from membership shall be ineligible to participate in the proceedings of the Council by vote,

and its representative and/or individual members shall automatically be relieved of any elected or committee position within the Council.

1. Imposition - A Firm Member may be suspended from membership for the following reasons:
 - a. Nonpayment of Dues Assessments - Failure to pay annual dues or assessments within four months of initial notification or;
 - b. Due Cause - For due cause, as outlined in Section III.A, if eight members of the Board vote for suspension.
2. Length of Time - Suspension for nonpayment of dues shall last for a period no longer than two months, except by a majority vote of the Board of Directors to extend such period or waive suspension altogether, upon a Firm Member's written request for such action which explains reasons for delinquency and desire to remain a member. Firm Members suspended for due cause shall remain suspended for a period of at least one month but not exceeding two years.
3. Benefits and Responsibilities During Suspension - Firm Members suspended for due cause must meet all regular requirements pertaining to payment of dues and assessments during the period of suspension to be reinstated. A suspended Firm Member shall be temporarily removed from all NCAC print and electronic publications that identify members to the public.
4. Number of Suspensions - There shall be no limit to the number of times a member is suspended for nonpayment of dues. A member may be suspended for due cause only once for the same offense, and no more than twice over a period of five years for different offenses.

Section E. Expulsion of Firm Member – An expelled firm shall be ineligible to participate in the proceedings of the Council by vote, and its representative and/or individual members shall automatically be relieved of any elected or committee position within the Council. A Firm Member may be expelled from membership for the following reasons:

1. Nonpayment of Dues Assessments - Failure to pay annual dues or assessments within six months of initial notification, or longer if directed by the Board, or,
2. Due Cause - For due cause, as outlined in Section III.A, if at least ten members of the Board vote for expulsion on first offense, or at least eight members of the Board vote for expulsion after the allowed number of suspensions for the offense.

ARTICLE IV
MANAGEMENT

Section A. Direction of Council Affairs - The Council shall be governed by the membership and a Board of Directors headed by a President elected by the Council. The Board of Directors shall hire an Executive Director to work for the Council and carry out the routine business of the Council. The Board of Directors is given all powers not expressly reserved to the members by statute, Articles of Incorporation or these Bylaws that may be necessary or proper to carry on the work of the Council. Policies adopted by the Board of Directors shall be documented in a Manual of Policies and Procedures maintained by the Executive Director.

Section B. Firm Representatives - Each Firm Member shall designate one person to act as its Firm Representative to the Council. Each such Firm Representative must be recognized as NCAC Principal of the Firm Member, meeting requirements of a NCAC Principal as defined in Article II.C, or an Individual Member from the Firm Member meeting the requirements of Article II.D. The Firm Member shall transmit to the Executive Director in writing the name of its Firm Representative.

Section C. Voting - A Firm Member shall have one vote in the proceedings of the Council, which shall be cast by the Firm Representative of the Firm Member. In the event the Firm Representative cannot attend the annual meeting, the Firm Representative may designate in writing to the Executive Director the name of another NCAC Principal or Individual Member from that Firm Member who shall be authorized to represent and cast the vote of the Firm Member at that meeting only. Such voting by proxy assigned to anyone outside the Firm Member is not permitted.

Section D. Board of Directors

1. Composition - The Board of Directors normally shall be composed of twelve persons unless an office is vacant: The President, President-elect, three Vice-Presidents, five Directors-at-Large, the Individual Member Representative, and the Immediate Past President.

2. Terms in Office - The normal terms for all elected offices including the President shall be two years coinciding with the fiscal years of the Council. The President-elect shall automatically become President and the outgoing President shall automatically become Immediate Past President on the first day of the fiscal year beginning at the end of their term. Other elected and duly qualified officers and directors shall take office on the same day. If elections are not complete, other outgoing officers and directors shall remain in office until elections are complete and new officers and directors shall take office then.
3. Powers - The Board of Directors shall have the power to:
 - a. make rules and regulations for the conduct of its work and for the governance of the Council not inconsistent with the Articles of Incorporation or these by-laws;
 - b. have charge of the property of the Council;
 - c. fill vacancies that may occur in some Board positions as provided in these Bylaws;
 - d. prepare and approve an annual budget;
 - e. designate special committees and define their powers and duties;
 - f. assign special duties to the officers;
 - g. hire a firm or person to serve as Executive Director, that will collect dues and assessments, prepare minutes of meetings, maintain the Manual of Policies and Procedures, and perform such other duties as directed by the Board; and
 - h. do all other acts not expressly reserved to the members by statute, Articles of Incorporation, or these by-laws which may be necessary or proper to carry on the work of the Council.
4. Duties – In addition to attending meetings of the Board of Directors and voting on Board resolutions, the duties of the officers and Directors are as follows:
 - a. President - Shall preside at all meetings of the Council and Board of Directors, exercise general supervision of all affairs of the Council, be a member ex-officio of all committees, and perform other duties normally performed by the president or assigned to him by the membership or the Board of Directors.
 - b. President-Elect - Shall preside at all meetings of the Council and the Board of Directors in the absence of the President, become President in the event that

- Office is vacated for whatever reason, be responsible for planning and implementation of all general membership meetings, be a member ex officio of the Long-Range Planning Committee, and perform other duties assigned by the President or Board of Directors.
- c. Vice-President/Membership - Shall oversee all membership-related activities and perform other duties assigned by the President or Board of Directors.
 - d. Vice-President/Finance - Shall oversee all financial records and accounts of the Council, be a member ex officio of the Long-Range Planning Committee, and perform other duties as may be assigned by the President or Board of Directors.
 - e. Vice-President/Marketing and Communication – Shall oversee all matters related to marketing and communication with the public regarding services provided by NCAC and its Firm Members and perform other duties as may be assigned by the President or Board of Directors.
 - f. Immediate Past President - Shall chair the Long-Range Planning Committee and perform other duties as may be assigned by the President or Board of Directors.
 - g. Director-at-Large – Shall perform such duties as may be assigned by the President or Board of Directors.
 - h. Individual Member Representative - Shall be an individual member not representing a firm member but representing the interests of the individual membership on the Board, and shall perform such duties as may be assigned by the President or Board of Directors.
5. Meetings - Regular meetings shall be held at such times and places as the Board may choose. Special meetings may be called by the President or any two members of the Board, who shall set the time, location, or format of the meeting after consultation with the Board members. Meetings may be held by teleconference or other electronic means that allow all members present to hear one another and in compliance with other requirements of the state of incorporation. Notice of all meetings of the Board shall be given no less than 30 days prior to the intended date of the meeting, except in the case of special meetings, which may be announced no less than 10 days prior to the intended

date of the meeting, provided that notice is sent electronically in addition to other means as might be required by the state of incorporation.

6. Quorum - A majority of Board members present shall constitute a quorum for normal business. In the event a quorum is not present, all votes shall be considered advisory and subject to confirmation by a subsequent vote by a quorum of the Board.
7. Votes - Unless otherwise specified in these Bylaws, a simple majority vote of a Quorum of the Board is required to conduct the normal business of the Council. However, special matters involving public statements of position on acoustical matters or expulsion of a Firm Member on first offense shall require an affirmative vote of at least ten members of the Board, and suspension of a Firm Member shall require an affirmative vote of at least eight members of the Board. Voting by proxy is not permitted. Votes may be conducted between meetings by mail or by electronic means provided such is allowed by the state of incorporation and requirements of the state for such votes are met.
8. Eligibility and Election of Officers and Directors
 - a. Eligibility – The Officers and Directors-at-Large other than the Individual Member Representative may be any Principal or Individual Member from any Firm Member with the restriction that only one person from each Firm Member may hold one of these positions at any one time. The person filling these positions will normally be the Firm Representative who will vote on both the Board and in the general membership meeting. Otherwise, the person representing the firm on the Board shall not have a vote in the general membership meeting. The Individual Member Representative shall be an Individual Member who is not the Firm Representative. This person may come from a firm that holds another position on the Board. This person also receives a vote in the general membership meeting and on general membership ballots.
 - b. Nominating Committee - A Nominating Committee shall be appointed by the President to prepare a slate of officers and directors-at-large to fill positions that shall become vacant at the end of the fiscal year involved. The Chair of the Nominating Committee shall normally be a Past

President. Such an appointment shall take place at least six months prior to the end of the current term.

- c. Nominations - A report on the slate prepared by the Nominating Committee shall be forwarded to members no less than 3 months from the end of the term.
 - d. Election - The election shall be accomplished by a 30-day ballot of the membership with the candidate receiving the greatest number of votes for each office declared elected. Such ballot shall be conducted by mail or by other means in compliance with the requirements of the state of incorporation. Write-in votes will be permitted. In the event of a tie, the Board of Directors shall determine the winner.
9. Removal from Office - An Officer, Director-at-Large, Individual Member Representative, or Immediate Past President shall be removed from office by a minimum two-thirds majority vote of all members in a vote conducted by mail or by other means in compliance with the requirements of the state of incorporation.
10. Vacancies - A position on the Board of Directors shall be declared vacant if an Officer, Individual Member Representative, Director-at-Large or Immediate Past President is no longer in the employment of a firm member; dies while in office; resigns the position or is removed from office. Vacancies in offices other than President, President-Elect, and Immediate Past President shall be filled by appointment made by a majority vote of the Board of Directors. The President-Elect shall automatically assume the Presidency in the event the office of the President is declared vacant. In this event, the President-Elect shall complete the vacated term and the following two-year term as President. In the event the office of President-Elect is vacant, the Vice-President/Finance shall assume the duties of the President-Elect until a special election of all voting members is held to fill the office of President-Elect. In the event that both the offices of President-Elect and President become vacant, the Vice-President/Finance if available, and otherwise the most recent available and willing Past President, shall serve as acting President until a special election of all voting members is held to fill the offices of President and President-Elect for the remaining current term and next full term. The next previous Past President shall automatically assume the office of the Immediate Past President in the event office becomes vacant.

11. Override - Any decision of the President may be overridden by a two-thirds vote of the Board of Directors. Any decision of the President or Board of Directors may be overridden by a two-thirds vote of the membership in a vote conducted by mail or other means in compliance with the requirements of the state of incorporation.

ARTICLE V COMMITTEES

Section A. Committees - Committees consist of the Membership Committee, the Long-Range Planning Committee, and other committees established by the Board of Directors with duties defined by the Board provided responsibilities of the membership or Board of Directors are not delegated to any committee.

1. Membership Committee - The Membership Committee shall review all applications for NCAC membership in accordance with these Bylaws, shall recommend policies and procedures with respect to matters of membership and membership development, and shall implement membership development activities in accordance with adopted policies. It shall be chaired and appointed by the Vice President/Membership.
2. Long Range Planning Committee – The Long-Range Planning Committee shall consist of all Past Presidents eligible and willing to serve and shall be chaired by the Immediate Past President.
3. Professional Practices Committee - The Professional Practices Committee shall review all alleged breaches of professional ethics and submit a statement of findings to the Board of Directors.

Section B. Appointment - The President shall appoint the Chair and members of each committee except the Membership Committee and Long Range Planning Committee.

Section C. Meetings - Meetings of Committees shall be on the call of the Chair.

Section D. Representation - No committee shall have authority to speak or act on behalf of the Council unless specifically so authorized by the Board of Directors or membership.

ARTICLE VI
DUES AND FEES

Section A. Application Fee for Firm Membership - The application fee for firm membership shall be designated by the Board of Directors.

Section B. Dues

1. Firm Members - Annual dues for Firm Members shall be determined by the Board of Directors, except that such dues may not be increased from one year to the next by more than 20% by action of the Board without approval of a majority of such members voting through a mail ballot or by other means in compliance with the requirements of the state of incorporation. The Board in setting the dues shall consider primarily the size of the acoustical consulting staff including support staff, but may include other factors.
2. Individual Members – Annual dues, if any, for Individual Members shall be determined by the Board of Directors, but shall be waived for Individual Members who serve as the Firm Representative or who serve on the Board as the Individual Member Representative.

Section C. Assessments on Firm Members - In the event of financial need, the Board of Directors shall have the power at any time to levy an assessment on Firm Members in addition to dues. The amount of this assessment may not exceed one-third of dues without approval of majority of membership voting through a mail ballot or by other means in compliance with the requirements of the state of incorporation.

Section D. Payment - Dues, fees, and other assessments shall be payable upon presentation. Provisions of Articles II.B.3.d, II.D.3.c, III.D.1.a and III.E.1 shall apply.

ARTICLE VII
MEMBERSHIP MEETINGS

Section A. Regular - There shall be at least one meeting of membership during each calendar year to be designated the Annual Meeting. The time and place of the Annual Meeting shall be established by the Board of Directors.

Section B. Special - A special meeting may be convened by the Board of Directors. The time and place of a special meeting shall be established by the Board of Directors.

Section C. Notice - Notice of all meetings of the Council shall be given no less than 30 days prior to the intended date of the meeting.

Section D. Waiver of Notice - Requirements for notice may be waived by signature of all those entitled to receive a notice.

Section E. Quorum - Representatives of 25% or more of Firm Members shall constitute a quorum for the conduct of business. If a quorum is not present, the votes taken shall be considered advisory to the general membership and, except for votes necessary to conduct an orderly meeting, be subject to a 30-day ballot of the membership conducted by mail or by other means in compliance with the requirements of the state of incorporation.

Section F. Parliamentary Procedure - Meetings shall be governed in accordance with the latest edition of the Roberts Rules of Order.

ARTICLE VIII
AMENDMENTS

Section A. Method - The Articles of Incorporation and by-laws may be amended by a 30-day mail ballot of the membership in which two-thirds of those voting are affirmative.

Section B. Notice - Text of proposed changes must be distributed to members at least 30 days prior to the close of voting.

Section C. Place in Effect - Amendments shall take effect immediately upon vote of approval.

Section D. Development and Submittal of Bylaws Amendments – Amendments to the Bylaws may be proposed by individual Firm Members, the Board, a Bylaws Committee appointed by the President with approval of the Board, or by petition of at least five Firm Members. The petition process provides a means of submitting an amendment vote without the approval of the Board.

1. Bylaws Committee – The President with the approval of the Board shall appoint a Bylaws Committee to develop amendments for ballot based on changes requested by individual Firm Members or the Board, or issues found by the Bylaws Committee in its deliberations. The Bylaws Committee may also be asked to review and comment on requests for amendments submitted by petition.
2. Long Range Planning Committee Review – In developing amendments to the bylaws, the Bylaws Committee shall seek review and comment from the Long Range Planning Committee before presenting proposed amendments to the Board.
3. Petitioned Amendments – Firm Members by petition signed by the designated representatives of at least five Firm Members may propose an amendment to the Bylaws which may be submitted to the membership for vote without approval of the Board. The petitioners shall cooperate with the Board and Bylaws committee in an effort to develop an amendment that can be recommended for approval by the Board. The petitioners shall control the content of the amendment to be

presented for final recommendation from the Board and submittal to the membership for vote.

4. Board Action – The Board shall review amendments developed by the Bylaws Committee and upon approval by the Board submit them to the member for vote. The Board shall review amendments proposed by petition, discuss possible changes to such amendments with petitioners in an effort to make the proposed changes acceptable to the Board, and present such petitioned amendments to the membership with a recommendation for approval or disapproval no later than six months after submittal of the petition to the Board.

ARTICLE IX

FISCAL YEAR

Section A. Fiscal Year - The fiscal year of the Council shall be from July 1 through June 30 of the following year.

ARTICLE X

DISSOLUTION

Section A. Procedure - The Council may be dissolved at any regular or special meeting by vote of two-thirds of the total membership or by a 30-day ballot of the membership in which two-thirds of those voting are affirmative, on recommendation of the Board of Directors as required by statute, provided, however, that notice of any meeting at which the Council is to be dissolved shall contain notice of the proposal to dissolve the Council, and, provided further that before being dissolved the members shall see that all bills and obligations, current or future, are paid or that there is an agreement entered into which provides for the payment of all such bills and obligations. Any excess funds after all bills have been paid shall be donated to an organization acceptable to state and federal governments, with preference to an organization that promotes and supports the development of knowledge in acoustics.