

**RULES OF POLICY AND PROCEDURE  
AMERICAN COUNCIL OF ENGINEERING COMPANIES OF ILLINOIS**

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In accordance with Bylaw Article XVII - Rules of Policy and Procedure, the Board of Directors shall by a two-thirds majority vote adopt Rules of Policy and Procedure for the Administration of ACEC-IL.

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## RULES OF POLICY AND PROCEDURE

### I. DISCIPLINARY PROCEDURE

#### A. PURPOSE

These procedures shall apply to all disciplinary proceedings instituted against Members of all classes of the American Council of Engineering Companies of Illinois, (ACEC-IL), charged with violations of the Professional and Ethical Conduct Guidelines of the Council, under the conditions set forth herein.

#### B. DISCIPLINARY PROCEEDINGS

##### 1. Confidential Nature

All disciplinary proceedings shall be held confidential until final action has been taken.

##### 2. Basis for Disciplinary Proceedings

Disciplinary proceedings may be instituted if a Member of any class:

- a. Violates the Professional and Ethical Conduct Guidelines and Conflict of Interest policy, or
- b. Commits any act bringing discredit to the profession, or is found by a court of law to have committed any fraud or other crime involving moral turpitude.

##### 3. Committee to Make Inquiry

When required, the Professional Conduct Committee shall be convened by the Board Chair to inquire into causes for disciplining any Member. The committee shall consider all complaints made against a Member and may initiate inquiry on its own motion.

The Professional Conduct committee shall make such investigations as it deems appropriate without reporting to the Board Chair and may dismiss the complaint without publication. No action shall be taken unless the Member has been given opportunity to present information to the Committee. If a majority of the members of the Committee agree that disciplinary actions should be taken, this shall be reported to the Executive Committee with a complete and detailed statement of charges.

##### 4. Hearing Board

Charges presented by the Professional Conduct Committee shall be promptly referred by the Executive Committee to a Hearing Board of its selection, consisting of not fewer than three (3) nor more than five (5) members, one of whom shall be designated Chair. No member of the Hearing Board shall be a member of the Board of Directors or of the Professional Conduct Committee.

5. Notice of Hearing

The Hearing Board shall promptly set the time and place for a hearing. At least thirty (30) days before the hearing, the Secretary of the Council shall mail to the Member, notice of the time and place of the hearing and a statement of the charges. This notice shall be deemed properly served when forwarded by registered mail to the Member at their address of record.

6. Conduct of Hearings

Hearings shall be conducted by the Hearing Board in such manner as it may determine. The Professional Conduct Committee shall present the charges and evidence in support thereof. The technical rules of evidence followed in courts of law need not be followed, but the rights of the accused shall at all times be protected. A record of the proceedings shall be kept. The Member may present such information, statements and evidence as he deems appropriate. Failure to appear or to offer information, evidence or statements shall not affect the propriety of the hearing. The Member may be accompanied or represented by counsel. The Professional Conduct Committee may present charges and evidence through legal counsel designated by the Executive Committee. The Professional Conduct Committee and the Member charged shall, before the hearing, have the right to obtain, from each other, discovery of documents and other material and they shall have the right to cross-examine the witnesses during the hearing.

7. Nature of Disciplinary Actions

Following the completion of hearings, the Hearing Board may recommend:

- a. Dismissal of charges
- b. Unpublished censure
- c. Published censure
- d. Instigation by the Member Firm of appropriate disciplinary action against the individual principals, officers, or employees. (This recommendation must be accompanied by recommendations b., c., e., f., or g., one of which would be invoked should the Member Firm fail to comply with recommendation d.) Disciplinary action, meeting the approval of the Executive Committee, may result in the dismissal of charges against the Member Firm.

- e. Suspension of membership for a specified period of time, not to exceed two (2) years.
- f. Termination of membership, requiring two-thirds (2/3) vote of the members of the Hearing Board.
- g. Stay or suspension of termination for a specified probationary period. Violation of probation automatically activates the suspended disciplinary action.

8. Decision by Executive Committee

The Executive Committee shall review the proceedings and recommendations of the Hearing Board. Recommendations for termination of membership must be referred by the Executive Committee of ~~to~~ the Board of Directors for final disposition. Any other recommended disciplinary action may be approved or disapproved by the Executive Committee by majority vote. The Executive Committee may not reinstitute any charges dismissed by the Hearing Board, and may not increase the degree of disciplinary action recommended by the Hearing Board. Disciplinary actions approved or disapproved by the Executive Committee shall be reported in such manner as decided by majority vote of the Executive Committee. The Secretary of the Council shall promptly notify the Member of the final disposition of all charges, by registered mail.

The Member shall have the right to appeal any decision by the Executive Committee within thirty (30) days of receipt of such decision. Such appeal shall be addressed by the Member to the Secretary of ACEC-IL and shall be accompanied by a detailed and specific statement of objection to the decision and reasons justifying reconsideration.

All such appeals shall be considered by the Board of Directors and shall be acted on promptly, following the same procedures as apply to the initial review process.

9. Decision by the Board of Directors

Hearing Board recommendations for termination of membership shall be submitted to the Board of Directors for action. Two-thirds (2/3) of the voting power of the Board of Directors shall be required to approve a recommendation for termination of membership. The Board of Directors may approve or disapprove a recommendation for termination of membership. The Board of Directors shall direct the nature and extent of publication of such action. The Secretary of the Council shall promptly notify the Member of the decision of the Board of Directors by registered mail.

10. Referral to ACEC

The Board of Directors may request that the appropriate Committees of ACEC assume jurisdiction in a case of alleged unethical or illegal practice when an alleged violation involved action outside Illinois or involved alleged violations by members of ACEC who are not members of ACEC-IL or when the Board of Directors determines (through advice of the Professional Conduct Committee) that action by a national committee would be more appropriate. The Board of Directors may, when requested by the Professional Conduct Committee, request assistance and advice from ACEC. This may include the establishment of liaison with ACEC when ACEC-IL foresees policy implementations of interest to ACEC.

## **II. FELLOWS NOMINATION**

### **A. COMMITTEE ORGANIZATION**

1. The Fellows Nominating Committee, (Committee), shall be a standing committee of ACEC-IL. Committee members shall be appointed and vacancies filled in accordance with the ACEC-IL Bylaws.
2. The Committee shall be composed of three (3) ACEC-IL members who are ACEC Fellows, each serving a term of three (3) years. One (1) member's term shall expire each year, unless extended by the Board Chair.
3. The Committee chair will be the individual whose term is expiring.
4. The Committee shall meet at least once annually with a quorum. A quorum shall be two (2) members.

### **B. COMMITTEE PURPOSES**

- ~~2.~~ 1. The Committee will keep the ACEC-IL membership and Board of Directors aware of and informed on the Fellow Membership classification.
- ~~3.~~ 2. The Committee shall advise the Board of Directors on those Fellows who are eligible to become Life Fellows.

### **C. PROCEDURE FOR NOMINATION OF FELLOWS**

1. Application for nomination may be initiated by a Fellow, another ACEC-IL Member, or the Fellows Committee.
2. All nominations shall meet ACEC requirements and shall be in conformance with any ACEC-IL and ACEC procedure. All nominations must be submitted to the Fellows Committee.
3. Upon receipt of an application, the Committee shall determine if the application and the applicant meets all ACEC requirements for Fellow nomination.

4. The Committee members shall review the information received and vote to recommend nomination or not to recommend nomination. For recommendation to the Board of Directors of ACEC-IL, a candidate must receive a minimum of two (2) affirmative votes and zero (0) negative votes of the Committee. All members of the Committee present must vote "aye," "nay" or "pass."
5. All applications will be referred to the ACEC-IL Board of Directors along with a summary of the recommendations. Applicants not recommended for nomination will be notified by the Board of Directors.

#### D. ACEC-IL BOARD OF DIRECTORS PROCEDURE FOR FELLOW NOMINATION

1. The ACEC-IL Board of Directors must act on all nominations referred by the Fellows Committee at the next regularly scheduled meeting or at a special meeting of the Board of Directors. The Board of Directors may meet in executive session on all nominations.
2. The vote by the Board of Directors shall be only on the recommendation of the Fellows Committee with a two-thirds (2/3) vote of the Board of Directors required to approve the nomination.
3. The Board of Directors may, by a majority, vote to return the nomination to the Committee for further review or information.
4. Nominations receiving a two-thirds (2/3) vote of the Board of Directors recommending nomination will be forwarded to the ACEC Committee on Fellows and nominee will be notified of the action taken.
5. Nominees failing to receive a two-thirds (2/3) vote of the Board of Directors, unless returned to the Fellows Committee, will be notified by the Board of Directors of the action taken.
6. Any application not approved for nomination by the Fellows Committee or the Board of Directors shall not be disqualified for future nominations, nor shall the application or nomination be prejudicial.

### III. FINANCIAL ACCOUNTS

#### A. ADMINISTRATIVE PROCEDURE

1. The President & CEO will normally approve all checks or withdrawals from savings. When a second signature is required, the Treasurer will be the approving officer and only in his/her absence or in special situations would another officer approve. The same procedure would apply concerning the two persons signing a Statement of Account or Request for Voucher.
2. Individuals authorized to approve and/or sign checks and withdrawals include the Treasurer, Board Chair and President & CEO.

3. It shall be the policy of ACEC-IL that excess funds be invested in appropriate financial instruments such as, certificates of deposit or savings accounts which will bear the greatest interest with the lowest possible risk.
4. The Finance Committee shall be responsible for investment of ACEC-IL funds.
5. The Board of Directors will approve an Income and Expense Budget for each fiscal year in accordance with the ACEC-IL Bylaws. The Budget shall be considered appropriations for drawing checks to pay the regular bills and debts of the organization.
6. The Expense Budget will be prepared by the general areas of Staff Costs, Administrative, Organizational, Committee/Liaison, and Meetings. Each general area will constitute an appropriation for those items listed under each area. The Treasurer shall report at each meeting of the Board any changes in these accounts.

#### **B. FINANCIAL ACCOUNT WITHDRAWALS**

1. Each check issued for expenses outside of regular payroll and monthly recurring expenses approved in the annual budget shall be supported by either a Statement of Account or Request for Voucher which has been approved by two persons authorized to approve checks drawn on the ACEC-IL checking account.
2. The Treasurer shall be the final authority on any questions arising out of these policies.
3. Withdrawals from savings accounts or cashing of Certificates of Deposit, not deposited directly to checking accounts, shall require two approvals. Transfers from one savings account to another or to the checking account shall not be considered a withdrawal and will require only one approval. Withdrawals from the Reserve Account require Board approval.

### **IV. DUES**

#### **A. MEMBER FIRMS**

1. The index for determination of dues is based on the personnel range as shown below. ACEC and ACEC-IL use different employment ranges to determine the index for the firm. The maximum index for dues calculation is set at 24 for ACEC-IL. Dues may be indexed to inflation.
2. FIRM PERSONNEL DETERMINATION

The total personnel complement is used as the guide for determining a size index on which dues are based. Employees are defined as all principals, officers and all

other employees. An annual personnel average may be used where the employment fluctuates.

The ACEC range of indexes is based on national and international employment and includes all personnel based in offices in the United States and overseas, including Illinois. The ACEC-IL index is based on personnel based in Illinois.

3. ACEC-IL INDEX NUMBERS

<u>PERSONNEL</u> <u>RANGE</u>	<u>INDEX</u> <u>NUMBER</u>	<u>PERSONNEL</u> <u>RANGE</u>	<u>INDEX</u> <u>NUMBER</u>
1	1	221-240	21
2-3	2	241-261	22
4-7	3	262-283	23
8-12	4	284-305	<b>24*</b>
13-18	5	306-328	25
19-25	6	329-352	26
26-33	7	353-377	27
34-42	8	378-403	28
43-52	9	404-429	29
53-63	10	430-456	30
64-75	11	457-484	31
76-88	12	485-512	32
89-101	13	513-541	33
102-116	14	542-571	34
117-131	15	572-602	35
132-147	16	603-633	36
148-164	17	634-665	37
165-182	18	666-698	38
183-200	19	699-731	39
201-220	20	732-OVER	<b>40</b>

\* = ACEC-IL Maximum

B. NON-RESIDENT MEMBER FIRMS

Annual dues will be a flat rate as determined by the Finance Committee.

C. AFFILIATE MEMBER FIRMS

Annual dues will be a flat rate as determined by the Finance Committee.

D. POLICY FOR DUES PAYMENT

The following procedure for the payment of the Annual ACEC-IL and ACEC dues has been approved by the Board of Directors. The budget for the fiscal year beginning July 1 is based on prompt payment of firm's dues by the end of the first quarter.



1. DUES PAYMENT

All dues must be paid by September 30.

2. DELINQUENT DUES

Full annual dues not paid by September 30 of each year become delinquent and the Member Firm's name may be removed from the ACEC and ACEC-IL roster.

3. REINSTATEMENT OF FIRMS

Former ACEC-IL/ACEC members may be reinstated. Firms that reinstate their membership during the fiscal year in which their membership was dropped must pay full dues for the fiscal year. After two (2) years, firms will have to reapply for membership.

4. REIMBURSEMENT OF INITIAL PAYMENT OF DUES

1. All new member applications will require full prorated dues for the fiscal year with the application.
2. Should membership be rejected by ACEC-IL, all funds paid in advance will be returned without interest.
3. If an Application for Membership is withdrawn prior to final approval, the amount paid in advance will be returned less one-quarter (1/4) of the ACEC-IL annual dues for an Index of one (1). No interest earned will be returned.

**V. NEW MEMBER APPLICATION**

- A. A firm seeking membership in ACEC and ACEC-IL must submit an application to the ACEC-IL office on a form prescribed by the Membership Review Committee. The applicant is required to submit full prorated dues for the fiscal year based on the current index and dues schedule; the dues are applied beginning on the effective date of membership.
- B. All applications shall be reviewed by the ACEC-IL staff for complete information. Licensure shall be confirmed with the Illinois Department of Financial and Professional Regulation.
- C. All applications shall be reviewed by the Membership Review Committee, using the membership eligibility criteria established in the ACEC-IL Bylaws. A majority vote by the Membership Review Committee is required for membership approval.

If the applicant is approved for membership, the applicant shall be notified and immediately enrolled as a member of ACEC-IL and ACEC.

If membership is denied, the Membership Review Committee Chair shall notify the applicant in writing of the reasons. The applicant may respond and request reconsideration by the Membership Review Committee.

- D. If the applicant is again denied membership by the Membership Review Committee, the Board Chair shall notify the applicant in writing of the reasons. The applicant may appeal the decision to the ACEC-IL Board of Directors and may meet with the Board of Directors in private session, with information remaining confidential. A majority vote of the Board of Directors is necessary for membership approval on appealed applications. The decision of the Board of Directors is final and binding. However, a firm may reapply for membership when circumstances warrant reconsideration.
- E. All members shall receive information on new member firms from ACEC-IL.

## VI. ADMINISTRATIVE POLICY - ACEC-IL STAFF

### A. GENERAL

It is the intent of the American Council of Engineering Companies of Illinois (ACEC-IL), to maintain an executive office which shall be open for service to member firms during normal working hours to carry out activities as assigned by the Executive Committee and to be operated by and under the supervision of a full-time employee of the Council to be known as the President & CEO.

### B. CONDITIONS OF EMPLOYMENT

1. **Salaries** – The Salary of the President & CEO shall be established by the Executive Committee for each fiscal year at the Finance Committee meeting prior to the start of the said fiscal year.
2. **Supervision** – The President & CEO shall report and be responsible to the Board of Directors and shall receive direction and instructions from the Board Chair or from a member of the Executive Committee acting on behalf of the Board Chair. Where not contrary to policy, however, the President & CEO shall cooperate with and assist any representative of a member firm.
3. **Operations** –The ACEC IL Employee handbook is the superseding document governing ACEC IL employee policy, benefits and conduct expectations.
4. **Terminations** - ACEC-IL, by action of the Executive Committee, may terminate the employment of the President & CEO. Severance pay, if any, will be at the discretion of the Executive Committee.

## C. DUTIES AND RESPONSIBILITIES

In accordance with policies established by the ACEC-IL Board of Directors and instructions from the Executive Committee, the President & CEO and employees of ACEC-IL under the supervision of the President & CEO shall:

1. Manage and operate the office of ACEC-IL, complying with all applicable Federal, State and local government laws, ordinances and regulations.
2. The President & CEO shall prepare and recommend an annual budget for ACEC-IL in cooperation with the Finance Committee.
3. Prepare and issue all billings for membership dues in ACEC-IL and ACEC.
4. Maintain all necessary liaisons with ACEC in matters of interest to ACEC-IL.
5. Maintain liaison with other professional, technical and business organizations as directed by the Board of Directors.
6. Assist in planning for and making arrangements for all meetings of the general Membership, Board of Directors, Committees or regional groups of ACEC-IL.
7. Assist in preparation and dissemination of meeting notes or minutes of Board of Directors meetings and the dissemination of meeting notes or minutes of committee meetings.
8. Actively participate in activities related to maintaining increasing membership in ACEC-IL.
9. Keep the Executive Committee and Members of the Board of Directors of ACEC-IL informed of conditions and operations of ACEC-IL affecting the Member Firms.
10. The President & CEO shall develop administrative practices to ensure compliance with the policies of ACEC-IL in the day-to-day operation of ACEC-IL's office.
11. The President & CEO shall provide all normal management and supervisory functions for other authorized full or part-time employees.
12. Within budgetary constraints as established by ACEC-IL and in accordance with instructions and policies, execute contracts, make commitments, collect monies, and disburse funds in payment of rightful obligations of ACEC-IL, keeping records of all such transactions for such review or audit.
13. Prepare, edit, print and distribute all official publications of ACEC-IL.
14. Provide staff liaison and support to all Committees of ACEC-IL.

15. Perform such other duties and assume such other responsibilities as may be assigned by the Board Chair or other member of the Executive Committee acting on behalf of the Board Chair.

## **VII. REGISTRATION FEES - ACEC MEETING**

Registration fees of the Board Chair, Board Chair-Elect, National Director, Alternate or Second alternate National Director voting at ACEC meetings shall be reimbursed by ACEC-IL.

## **VIII. POSITION POLICY**

A two-thirds (2/3) affirmative vote of the Board of Directors is required to adopt a position policy of the organization.

## **IX. ASSIGNMENT OF DUTIES FOR OFFICERS AND DIRECTORS**

C. Elected Officers may be assigned special responsibilities for the coordination of ACEC-IL objectives. Assignments will be made by the Board Chair.

D. The appointed Officer will have authority to call meetings and appoint ad hoc committees to consider problems peculiar to the general objectives and functions assigned or to carry out directions of the Board of Directors.

E. Elected Board Vice Chairs and Directors may be assigned responsibilities over functional committee objectives. Appointment will be made by the Board Chair-Elect.

## **X. COMMITTEE TENURE AND APPOINTMENTS**

C. Appointments shall become effective on July 1.

D. Committee Chairs tenure should not exceed three (3) years.

E. Committee Members shall not exceed six (6) years or as determined in the Bylaws or Rules of Policy and Procedure. The Executive Committee can grant exceptions to the six year rule.

F. The Board Chair-Elect should select Chairs and Members of each Committee with counsel of the President & CEO. Each year, an attempt should be made to add new members to replace those having served the tenure period.

G. An attempt shall be made to utilize at least one (1) member from each firm. The Board Chair-Elect may use his his/her discretion to appoint persons from each firm to committees to comply with this policy.

## **XI. CONFLICT OF INTEREST POLICY**

### **Section I - Purpose**

The purpose of the policy is to protect the American Council of Engineering Companies (ACEC-IL) interests as a not-for-profit, tax exempt entity when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Board of Directors, Committee Chair or employee of ACEC-IL or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section II - Definitions**

#### **1. Interested Person**

Any member of the Board of Directors, Committee Chair, or employee of ACEC-IL who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which ACEC-IL has a transaction or arrangement,
- b. A compensation arrangement with ACEC-IL or with any entity or individual with which ACEC-IL has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ACEC-IL is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

### **Section III - Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors shall determine whether ACEC-IL can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Board of Directors whether the transaction or arrangement is in ACEC-IL best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflict of Interest Policy**

- a. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Section IV - Records of Proceedings**

The minutes of the Board of Directors meeting shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section V - Compensation**

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from ACEC-IL for services is precluded from voting on matters pertaining to that member's compensation.
- b. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ACEC-IL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section VI - Implementation**

A copy of the ACEC-IL conflict of interest policy shall be given to each person serving on the Board of Directors, all Committee Chairs and ACEC-IL employees.

#### **Section VII - Periodic Reviews**

To ensure ACEC-IL operates in a manner consistent with its purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to ACEC-IL's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Section VIII - Use of Outside Experts**

When conducting the periodic reviews as provided for in Section VII, ACEC-IL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **XII. CODE OF ETHICS FOR BOARD OF DIRECTORS**

**Rationale:** Principles and practices of ACEC-IL Board of Directors to provide guidance and direction for effective governance.

**Code:** Members of the Board of Directors are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the board of ACEC-IL. Board members shall each annually commit, either in writing or verbally, to accept this code as a minimum guideline for ethical conduct and shall:

### **Accountability**

1. Faithfully abide by the articles of incorporation, bylaws and policies of the organization.
2. Exercise reasonable care, good faith and due diligence in governing and managing affairs.
3. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.
4. Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.
5. Remain accountable for prudent fiscal management to association members, the board and nonprofit sector, and where applicable, to government and funding bodies.

### **Professional Excellence – Integrity**

6. Maintain a professional level of courtesy, respect, and objectivity in all matters and activities.
7. Strive to uphold those practices and assist other members in upholding the highest standards of conduct.

### **Personal Gain – Self Dealing**

8. Exercise the powers invested for the good of all members of the organization rather than for personal benefit.

### **Equal Opportunity – Diversity – Inclusivity**

9. Ensure the right of all members to access benefits and services without discrimination on the basis of culture, geography, political, religious, or socio-economic aspects.



10. Ensure the right of all members to access benefits and services without discrimination on the basis of the organization's volunteer or staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.

### **Confidential Information**

11. Respect the confidentiality of sensitive information known to board service and used for the purposes of governance and management.

### **Collaboration and Cooperation**

12. Respect the diversity of opinions and expressed or acted upon by the organization board, committees and membership, and formally register dissent as appropriate.
13. Promote collaboration, cooperation, and partnership among association members.

## **XIII. WHISTLEBLOWER PROTECTION POLICY**

**General:** The American Council of Engineering Companies of Illinois (ACEC-IL) Code of Ethics and Conduct (Code) requires Board of Directors, Committee Chairs and ACEC-IL employees to observe high standards of business and personal ethics in the conduct of their duties. As representatives of ACEC-IL, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

**Reporting Responsibility:** It is the responsibility of all Board of Directors, Committee Chairs and ACEC-IL employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

**No Retaliation:** No Board of Director, Committee Chair or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. A Board of Director, Committee Chair or ACEC-IL employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including removal from the Board, Committee or termination of employment. This Whistleblower Policy is intended to encourage and enable Board Members, Committee Members and ACEC-IL employees and others to raise serious concerns within ACEC-IL prior to seeking resolution outside ACEC-IL.

**Reporting Violations:** Given the ACEC-IL's "open door" policy regarding issue resolution, Board Members, Committee Members and ACEC-IL employees should share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, this would be the President & CEO; however, if you are not comfortable speaking with the President & CEO or you are not satisfied with the & CEO's response, you are encouraged to speak directly to the Chair of the ACEC-IL Professional Conduct Committee.

**Reporting Individual:** The Chair of the ACEC-IL Professional Conduct Committee is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at their discretion, shall advise the ACEC-IL President & CEO and/or the Board Chair.

**Accounting and Auditing Matters:** The Executive Committee of the ACEC-IL Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Chair of the ACEC-IL Professional Conduct Committee shall immediately notify the Board Chair of any such complaint and work with the committee until the matter is resolved.

**Acting in Good Faith:** Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

**Confidentiality:** Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**Handling of Reported Violations:** The Chair of the ACEC-IL Professional Conduct Committee will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

#### **XIV. SEXUAL HARASSMENT POLICY**

ACEC-IL believes that employees should be afforded the opportunity to work in an environment free of sexual harassment. Sexual harassment is a form of misconduct that undermines the employment relationship. No employee should be subjected verbally or physically to unsolicited and unwelcome sexual overtures or conduct.

The ACEC IL Employee handbook is the superseding document outlining harassment, responsibility of employees and supervisors along with the complaint process and adjudication.

**Training:** Annually, every ACEC IL employee and Board Member will be required to attend an approved sexual harassment training course.

#### **XV. DOCUMENT RETENTION POLICY**

The ACEC-IL has adopted the following Document Retention Plan (DRP) to facilitate efficient and effective operation of this Association. This policy shall cover all ACEC-IL

business records, including written, printed and recorded matter and electronic forms of records, including e-mail messages in personal folders.

**Shredding:** Credit Card numbers and expiration dates must never be written down. If a member has asked staff to handle their event registration, the card number must be recorded directly in the event registration system as it is given over the phone. Hard copies of obsolete or draft office financials (check stubs, tenant rent lists, draft leases or financial reports, out-of-date current dues spreadsheets, etc.) must be destroyed immediately by shredding.

### **Files to Retain Permanently**

Accounting records

Board Packets

Dues invoices / Spreadsheet

Dues (National) invoices paid

Invoices (Non-dues) paid

Legal Records

Lobbying Reports

Office Equipment Inventory (until equipment is discarded or replaced)

Office Documents

- ACEC-IL & PAC Tax Exempt Letter
- Mortgage, property appraisal, property taxes
- Tenant leases, invoices

Payroll Records

Personnel Records

Publications

Retirement records/tax returns

Seminars (Meetings)

- Agendas, Handouts, Income/Expense reports, Registration lists, Tax Returns

### **Files to Retain for Ten Years**

Workers Comp insurance policies

### **Files to Retain for Eight Years**

Insurance (current and expired policies)

### **Files to Retain for Three Years**

Employment Applications (persons not hired)

### **Files to Retain for One Year**

E-Mail messages (deleted or sent)