

# BYLAWS

As Amended Through September 2016

## ARTICLE I - NAME AND OFFICE

Section A - Name: The name of the corporation is WACEL -- an association of engineering laboratories, inspection agencies and inspection professionals.

Section B - Office: WACEL's principal office shall be determined by the Board of Directors.

## ARTICLE II - OBJECTIVES

The purposes for which WACEL is organized are to:

create more awareness of and appreciation for engineering laboratories, engineering firms, and public agencies engaged in construction inspection, Special Inspections, quality control and testing of construction materials;

enhance the professionalism of engineering laboratories, engineering firms, and public agencies engaged in construction inspection, Special Inspections, quality control and testing of construction materials;

promote higher standards among engineering laboratories, engineering firms and public agencies engaged in construction inspection, Special Inspections, quality control, and testing of construction materials; and

develop programs for the evaluation and certification of engineering technicians and construction inspectors, and

develop programs to improve the quality and operation of engineering laboratories and engineering firms engaged in construction inspection, Special Inspections, quality control and testing of construction materials.

## ARTICLE III - PROPERTY

No part of WACEL's property shall inure to the benefit of any Officer, Director, chapter or member of WACEL. On dissolution or liquidation of WACEL, any of its assets remaining after payment of all liabilities shall be distributed by vote of the Board of Directors to any nonprofit corporation (s) or association (s) whose objectives are similar to WACEL's.

## ARTICLE IV - MEMBERSHIP

Section A - Eligibility: Membership, Affiliate, and Certified Membership in WACEL shall be available to engineering laboratories, engineering firms offering construction quality control services and/or Special Inspections (inspection agencies), public agencies and WACEL certified individuals which comply with other provisions of these Bylaws. Matters associated with each are defined and described below as follows:

1. A Laboratory Member is defined as an engineering firm with a laboratory that is operated as an independent organization managed and/or supervised by one or more full-time professional engineers and that provides technical testing, inspection, Special Inspections, quality control, and consulting services to clients in a manner which upholds the ethics of the engineering profession. Laboratory Members must be accredited by a WACEL-recognized accreditation body.
2. An Inspection Agency Member is defined as an engineering firm or division of an engineering firm that is operated as an independent organization managed and/or supervised by one or more full-time professional engineers and that provides inspection, Special Inspections, quality control, and consulting services in a manner that upholds the ethics of the engineering profession, but does not provide technical laboratory testing services. Inspection Agency Members must participate in a WACEL-recognized quality assurance assessment program.
3. A Public Agency Member is defined as an agency, division or other quasi-governmental authority or commission of federal state, or municipal government whose primary responsibilities are associated with construction observation, code enforcement, and/or construction quality control.
4. An Affiliate Laboratory Member is defined as an engineering firm that is operated as an independent organization managed and/or supervised by one or more full-time professional engineers and which provides technical testing, inspection, Special Inspections, quality control and consulting services to its clients in a manner which upholds engineering profession ethics, and which has not had one of its principal laboratories accredited by WACEL or other programs recognized by WACEL. At such time when the firm has one of its principal laboratories accredited, Affiliate Laboratory Members will automatically be granted membership status provided they are in compliance with these Bylaws. Affiliate Laboratory Members must obtain an accreditation from a WACEL-recognized accreditation body within 12 months of joining WACEL as a condition of membership.
5. Affiliate Inspection Agency Membership is conferred upon Inspection Agency Members that are operated as independent organizations managed and/or supervised by one or more full-time professional engineers that provide inspection, Special Inspections, construction quality control and consulting services to clients in a manner that upholds the ethics of the engineering

profession and have not participated in a WACEL-recognized quality assurance assessment program. At such time when the firm participates in a WACEL-recognized quality assurance assessment program, Affiliate Inspection Agency Members will automatically be granted Inspection Agency membership status provided they are in compliance with these Bylaws. Affiliate Inspection Agencies must participate in a WACEL-recognized quality assurance assessment program within 12 months of joining WACEL as a condition of membership.

6. Affiliate Inspection Agency Members and Affiliate Laboratory Members enjoy the same rights and privileges as Laboratory and Inspection Agency Members except Affiliate Members will not be permitted to vote on matters presented to the membership or hold elected office. Requirements relating to acceptance into Affiliate Laboratory Membership or Affiliate Inspection Agency Membership, suspension of membership, and termination of membership shall be identical to those specified for Laboratory and Inspection Agency Members.
7. A Certified Member is defined as an individual who has met the requirements of a WACEL certification program.
  - a. Acceptance: Membership will automatically be conferred at the time individuals meet the requirements of any WACEL's certification programs. Individuals who attain multiple certifications will only be conferred one certified membership.
  - b. Termination: Membership will terminate if a certified member fails to meet the requirements of a WACEL certification program or by reason or violation of other applicable portions of these Bylaws or the Code of Ethics.
  - c. Limitations: Certified members will not be permitted to vote on matters presented to the membership or hold elected office.
  - d. Censure, Suspension: A certified member may be censured or suspended as the Board of Directors may determine for actions prejudicial to the welfare, interest or character of WACEL including violation of other applicable portions of these Bylaws or the Code of Ethics.
  - e. Termination: A certified member or a representative of a WACEL Inspection Agency, Laboratory Member, Affiliate Inspection Agency Member, Affiliate Laboratory Member or Public Agency Member will have their certifications and membership terminated if they are found to have violated ethical practice in the taking or administration of WACEL certification examinations as defined by the Code of Ethics. In addition, those who have violated exam ethics will be barred from taking a WACEL certification exam for five years from the time of notice of the violation.

Section B - Acceptance Procedure: Membership applications shall be approved by a majority vote of the Board of Directors.

Section C - Representation: Each Laboratory, Inspection Agency and Public Agency member shall be entitled to one vote at General Membership Meetings. Members with multiple locations are only entitled to one vote.

Section D - Censure, Suspension: A member may be censured or suspended by the Board of Directors for actions prejudicial to the welfare, interest or character of WACEL including violation of other applicable portions of these Bylaws or the Code of Ethics.

1. A member that is suspended shall be denied the right to vote in WACEL affairs for a period not less than 30 days, nor more than 180 days.
2. A member that is suspended must prepay for all WACEL charges at nonmember rates.
3. A member that is suspended shall have its laboratory accreditation suspended for the period of suspension.

Section E - Termination: Resignation or other termination of membership shall not relieve a member of responsibility for financial obligations accrued up to the effective date of membership termination. Membership in WACEL may be terminated when:

1. A member resigns by giving notice in writing to WACEL thirty days prior to the effective date of resignation.
2. A member's dues or other financial obligations to WACEL have not been paid 150 calendar days from the date of the invoice.
3. The member is expelled for actions which the Board of Directors determine are prejudicial to the welfare, interest or character of WACEL, including willful violation of other applicable portions of these Bylaws or the WACEL's Code of Ethics.
4. Engineering Laboratory Members fail to have all of their laboratories accredited by WACEL, or other programs recognized by WACEL Laboratory Accreditation Committee. The membership of Inspection Agency Members likewise will be terminated if they fail to participate in a WACEL-recognized Inspection Agency Audit or another quality assurance program. Members terminated for failing to have their laboratories accredited or Inspection Agencies assessed may reapply for membership provided that the application for reinstatement is accompanied by an application for accreditation and/or assessment or evidence that the laboratory or agency has met WACEL accreditation and/or assessment requirements.
5. Engineering Laboratory Members fail to have all of their technicians certified by WACEL or other programs recognized by WACEL in the disciplines in which the technician provides services within 90 days of employment or providing a specific service for which certification is available. The membership of Inspection Agency Members likewise will be terminated if they do not have all of their technicians certified by WACEL or other programs recognized by WACEL in the

disciplines in which the technician provides services within 90 days of employment or providing a specific service for which certification is available.

6. Terminated members that owe outstanding amounts to WACEL will void all of their current technician certifications and laboratory accreditations and inspection agency audits until such time as all debt obligations to WACEL have been satisfied.

#### ARTICLE V - APPLICATION FEES AND DUES

Section A - Application Fee: The application fee paid by applicant members shall be set annually by the Board of Directors. Such application fee shall accompany an application and shall be refunded in full if for any reason the application is not accepted.

Section B - Dues: A given member's annual dues shall be determined by the Board of Directors.

1. A member shall be suspended when dues or other obligations have not been paid 150 calendar days from the date of the invoice.

Section C - Other Charges and Fees: Any bill to a member that shall remain unpaid 90 days from the date of said bill shall begin to accrue interest at that rate which is the lesser of 1.5% per month or the maximum legal rate. In the event that collection activity becomes necessary, the member shall also pay all costs thereof, including attorney and/or collection agency fees, court costs, and such other fees and expenses customarily incurred in such activity.

#### ARTICLE VI - CHAPTERS

Section A - Purpose: WACEL shall form chapters for the exclusive purpose of advancing, in specific geographic regions, the awareness of, appreciation for and professionalism of engineering laboratories, engineering firms, and public agencies involved in construction testing, inspection, and/or construction quality control.

Section B - Limitations: Chapters shall only operate under the Charter granted to them by WACEL, giving them authority to carry on the work of WACEL, subject to rights, privileges, obligations and restrictions established by the rules for the governance of WACEL Chapters.

Section C -- Formation: A minimum of five laboratory or inspection agency members are needed to form a chapter.

Section D -- Application: Chapters are required to submit an application for a Chapter Charter to the WACEL Board of Directors. A vote of the majority of the Board of Directors is necessary for the Chapter to be recognized and established.

Section E -- Dissolution: If the Chapter should return its charter to WACEL for any reason, or should have its charter revoked, the affairs of the Chapter shall be terminated immediately under the supervision of the WACEL Board of Directors, and all funds or other property remaining after payment of debts and obligations of the Chapter shall be transferred to and paid to WACEL.

## ARTICLE VII - MEETINGS

Section A - Number: WACEL shall sponsor at least one annual general membership meeting per year.

Section B - Quorum: The quorum for membership meetings shall be 30% of the members of the corporation that are eligible to vote.

Section C - Special Meetings: Special general membership meetings may be called by the President or a majority vote of the members of the Board of Directors and shall be called by the Secretary upon receipt of a petition signed by 75% of the members eligible to vote. Written notice of special meetings shall be mailed by the Secretary at least ten days prior to the date of the meeting and the notice shall state the purpose of a special meeting.

## ARTICLE VIII - BOARD OF DIRECTORS

Section A - Composition: There shall be a Board of Directors composed of the President, President-Elect, Secretary, Treasurer, Directors at Large and the Immediate Past President.

Section B - Responsibilities: The Board of Directors shall manage the property and business of WACEL and may exercise all powers of WACEL and do all such lawful acts and things not reserved to the members by statute, WACEL's Certificate of Incorporation, or these Bylaws.

Section C - Meetings: Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board of Directors. The Board of Directors shall meet at least four times in each fiscal year.

Section D - Special Meetings: A special meeting of the Board of Directors may be called by the Executive Committee on three days' notice to each Director, or by a majority of the Board of Directors on one day's notice to each Director.

Section E - Quorum: A majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section F - Conduct: Conduct of meetings of the Board of Directors shall be governed by the current edition of Robert's Rules of Order, except as they may be modified by rules adopted by the Board of Directors.

## ARTICLE IX - OFFICERS AND DIRECTORS

Section A - Enumeration: WACEL shall have four Officers: a President, a President-Elect, a Secretary and a Treasurer, in that order of rank and at least three Directors-at-Large. A majority of the Officers and Directors must at all times be representatives of Laboratory Member firms.

Section B - Nomination: The Nominating Committee shall constitute no later than three months prior to the Annual Meeting to formulate a slate of individuals to fill Officerships and

Directorships, except the President-Elect shall automatically assume the Presidency unless he or she is for any reason unable to do so. The Committee's slate shall be formally announced by mail or electronic mail notification to the membership at least 60 days prior to the Annual Meeting. At the time of such notification, any duly authorized representative of a member firm or public agency member may make a nomination, provided that any person so nominated submits a letter to the secretary that states he/she agrees to serve if elected. Write-in nominations must be received at least 30 days prior to the Annual Meeting.

1. All members shall be informed of all persons nominated for office by written notice issued by WACEL no later than ten working days subsequent to such nominations having been made. Said notice shall be accompanied by a mail or electronic mail ballot.

Section C - Eligibility: Any duly authorized representative of a WACEL member shall be eligible for office, except that no more than one representative of a given member shall serve as an Officer or Director during a fiscal year.

Section D - Election: That nominee receiving a majority of the votes cast in person or by mail or electronic mail ballot at the Annual Meeting shall be declared elected. In the event that more than one individual is nominated for a given Office and no one so nominated receives a majority of the votes cast, those two receiving the most votes shall be voted upon again, and such process shall continue until one receives a majority of votes.

1. Should such re-voting become necessary, only those mail or electronic ballots naming one of the two run-off candidates shall be considered valid, unless the issuer of the ballot gives a member broader power by proxy.

Section E - Duties: Duties of the WACEL's Officers and Directors are as follows:

1. The President shall be the principal Executive Officer of WACEL and shall preside at all meetings of the General Membership, Board of Directors and the Executive Committee. The President shall execute all contracts into which WACEL may enter unless execution thereof is delegated by the Board of Directors or these Bylaws to some other Officer or agent of WACEL. The President also shall serve as an alternate signatory on all funds withdrawn from any WACEL account.
2. The President-Elect shall exercise the responsibilities of the President in the event of the President's absence or disability, and shall prepare to assume the Presidency in the coming fiscal year.
3. The Secretary shall assure that a list of WACEL members is kept up-to-date; minutes of all proceedings of the Board of Directors and the Executive Committee are properly taken, distributed and stored, and all archives of WACEL are properly maintained.
4. The Treasurer shall assure that WACEL's funds are kept safe and that full and accurate accounts of receipts and disbursements are prepared. The Treasurer shall

also prepare annually a proposed budget for WACEL which shall be discussed and voted upon by the Board of Directors.

5. Directors-at-Large shall be responsible for overseeing the operations of key WACEL programs (e.g. laboratory accreditation and technician certification) and perform other duties and assume responsibilities for programs and activities delegated by the President and Board of Directors.

Section F - Vacancies: Should any office or directorship become vacant, Board of Directors shall nominate an individual to complete the remainder of the term involved, except the President-Elect shall assume the vacated office of President, and shall continue to so serve through the following fiscal year. A nomination to fill any other vacated position shall be voted upon by the Board of Directors within thirty days of such vacancy occurring, at a regularly scheduled meeting if convenient or, if necessary, at a special meeting or by mail or electronic mail ballot.

1. No person may hold more than one office at the same time.

Section G - Removal From Office: An individual shall be removed from office automatically if the individual shall become unaffiliated with a member. In the event that an Officer or Director changes affiliation with a member during a year, and some other representative of the member firm involved already is serving as an Officer, the office of lesser rank shall automatically be vacated; unless the higher ranking officers chooses to step down.

1. An officership or directorship at any time may be declared vacant by a majority vote of the Board of Directors. Typical causes for such action shall include, but not be limited to, failure to abide by WACEL's Bylaws or Code of Ethics, repeated and inexcusable absences from meetings of the Board of Directors, conviction of a felony; or the Board of Directors desire to increase member participation on the Board of Directors.

#### ARTICLE X - EXECUTIVE COMMITTEE

There shall be an Executive Committee consisting of the President, President-Elect and the Immediate Past President. The Executive Committee shall have all powers and duties of the Board of Directors between meetings of the Board of Directors.

#### ARTICLE XI - COMMITTEES

The chairperson of each WACEL committee shall be appointed by the President. The President shall also appoint members of each WACEL committee, but with the advice of the chairperson of each such committee.

Section A - Standing Committees: Standing committees shall function on a full-time basis from year to year and shall include, but not be limited to:

1. The Certification Committee shall develop, monitor, maintain and implement the Technician Certification Program and other programs



devised to help members and those eligible for membership enhance the quality of the services they offer.

2. The Laboratory Accreditation Committee shall be responsible for operation, maintenance and enhancement of the WACEL Laboratory Accreditation Program and Inspection Agency Assessment Program.

Section B - Special Committees: Special committees shall formulate at predetermined times during a year to consider matters which otherwise do not require full-time attention. Special committees shall include, but not be limited to:

1. The Bylaws Committee which shall constitute no later than four months prior to the Annual Meeting to review these Bylaws and to suggest such amendments as it may deem appropriate. If no amendments are considered necessary, the Committee's Annual Meeting and shall so inform the Board of Directors.
2. The Ethics Committee shall meet as prescribed in the Code of Ethics to resolve matters of ethics.
3. See Article IX – Section B

Article C - Task Committees: Task committees shall be formed for the purpose of considering specific exigencies identified by the President or the Board of Directors. Once a task committee accomplishes its objective, or deemed by the Board of Directors that the task committee shall otherwise serve no useful purpose, such committee shall be dissolved.

Section D - Other Committees: Other standing or special committees may be established but each such committee shall dissolve automatically ninety days after the start of each fiscal year unless it shall otherwise be re-established by the Board of Directors.

## ARTICLE XII - LABORATORY ACCREDITATION

A WACEL Laboratory Member shall have all of its laboratories in the WACEL service area accredited by WACEL, or any other program recognized by WACEL. The WACEL service area is defined by the Board of Directors.

For new Affiliate Laboratory Members, accreditation must be attained within 12 months after Affiliate Membership has been conferred. Failure to become accredited within 12 months after Affiliate Membership is conferred will result in termination of Affiliate Membership. For existing members, laboratory accreditation must be maintained in accordance with the Quality Assurance Laboratory Accreditation Program Guide.

Newly formed branch offices of WACEL member firms must have their branch offices accredited within one year of their formation.

Accreditation will not be conferred, renewed, maintained or extended to a Member or Affiliate Member whose dues or other financial obligations have not been paid 180 calendar days from the date of the invoice.

The ownership and operation of the WACEL Laboratory Accreditation Program shall remain the property of WACEL and its members. Under no circumstances is WACEL empowered to transfer ownership or administration of the WACEL Laboratory Accreditation Program to any organization or entity except upon the dissolution of the corporation.

#### ARTICLE XIII - INSPECTION AGENCY ASSESSMENT

WACEL Inspection Agency Affiliate Members must participate in a WACEL-recognized Inspection Agency Assessment Program within 12 months after Affiliate Membership has been conferred. An Inspection Agency Affiliate Member that does not successfully participate in WACEL-recognized Inspection Agency Assessment Program within 12 months of membership being conferred will have its WACEL membership automatically terminated.

#### ARTICLE XIV - FISCAL YEAR

WACEL's fiscal year shall be determined by the Board of Directors.

#### ARTICLE XV - AMENDMENTS

These Bylaws may be amended by the written majority vote of members or by the affirmative vote of a majority of members, in person or by proxy, at any regular or special WACEL membership meeting, providing that notice of the substance of the proposed amendment has been sent to each member at least five working days prior to the date of the regular or special meeting involved. The Board may not suspend or amend these Bylaws without the majority consent of the membership.

#### ARTICLE XVI - INDEMNIFICATION

WACEL shall indemnify all of its Officers, Directors, committee chairpersons, committee members, and staff against expenses actually and necessarily incurred by any one of them to defend any action, suit or proceedings in which any one of them has been made a party by reason of properly executing provisions of these Bylaws or directives of the Board of Directors.