

**CONSTITUTION OF
AMERICAN COUNCIL OF ENGINEERING COMPANIES OF MINNESOTA**

Revised, Effective May 2015

Article I

NAMES, LOCATION, PURPOSES

Section 1 -- Name

The name of this organization shall be:
AMERICAN COUNCIL OF ENGINEERING
COMPANIES OF MINNESOTA (hereinafter
referred to as the "Council" or "ACEC/MN")

Section 2 -- Type of Corporation

The Council is a nonprofit corporation organized and existing pursuant to Chapter 317A of the Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, and is operated as a nonprofit 501(c)(6) corporation as outlined in the Internal Revenue Code of 1986, as it exists and as it may be hereafter amended.

Section 3 -- Location

The registered address of the Council shall be 10201 Wayzata Blvd., Suite 240, Minneapolis, Minnesota, 55305.

Section 4 -- Mission

To be the advocate for consulting engineering companies.
Create educational and business opportunities for our members.
Encourage individuals to pursue careers with consulting engineering companies.

Section 5 -- Purposes

The objectives and purposes of the Council shall be exclusively those of a business league and will consider and act in management, business and professional matters pertaining to consulting engineering, with the object of assisting its members in achieving higher professional, business and economic standards, thus enabling them to provide better consulting engineering services in the interest of their clients, and particularly to include:

a. To foster harmony throughout the engineering profession.

- b. To promote the professional and economic welfare of its members.
- c. To promote professional standards as outlined in the Professional and Ethical Conduct Guidelines, which is a part of the Bylaws of the Council.
- d. To enhance the image of the consulting engineer to the public at large.
- e. To act as a clearing house for the dissemination of information to its member firms.
- f. To advise on and advocate for enactment of legislation on a local, state and national basis which affects the consulting engineering profession.

Article II

MEETINGS

Section 1 -- Council Meetings

This Council shall meet regularly at the time provided in the Bylaws, provided that in an emergency, or for good cause, the Board of Directors may change the day or cancel the regular meeting.

Section 2 -- Annual Meeting

An annual meeting for the election of officers and members of the Board of Directors shall be within 60 days before the end of the fiscal year as provided by the Bylaws of the Council. The membership shall be notified in writing of the date set for the annual meeting at least 30 days in advance of the meeting.

Section 3 -- Special Meetings

Special Council meetings may be called by the Board of Directors at its own discretion or by written petition submitted to them and signed by 10 percent of the Council membership.

Article III

MEMBERSHIP

Section 1 -- Classification of Membership

There shall be the following classifications of membership:

- a. Firm member
- b. Affiliate member
- c. Life member
- d. Honorary member

Section 2 -- Definitions of Members

a. Firm member

A firm is hereby defined to mean an individual, partnership or corporation, having a permanent address, and regularly engaged in the practice of the consulting engineering profession.

b. Affiliate member

Persons, firms or corporations that interact with or provide professional consultant support services to the consulting engineering community may be admitted to ACEC/MN as affiliate members. Affiliate members shall have the right to vote, serve on committees, serve as the chair of a committee, or as a director of ACEC/MN. Affiliate members may not serve as officers of ACEC/MN or as National Director to ACEC.

c. Life member

Upon unanimous vote of the Board of Directors, life membership may be conferred upon a member of the Council who has retired from active practice. Life members shall be exempt from payment of dues, shall have the right to vote, serve on committees, serve as the chair of a committee, but not as officers or director of ACEC/MN or ACEC.

d. Honorary member

Upon unanimous vote of the Board of Directors, honorary membership may be conferred upon prominent persons who are not members of the Council. Honorary members shall be exempt from payment of admission fees or dues, shall not vote and shall not be eligible to hold office in the Council; they shall be entitled to attend all general membership meetings, participate on committees, attend the annual meeting and act in an advisory capacity to the membership and board.

Section 3 -- Requirements for Firm Member

Firm members shall be limited to those individual firms, parent firms, branch offices, divisions or subsidiaries whose resident principals (proprietors, partners or officers) furnish independent consulting engineering services, and shall:

- a. maintain established offices for the practice of consulting engineering as (1) sole proprietorships; or (2) as partnerships; or (3) as corporations or divisions or subsidiaries furnishing consulting engineering services, provided that their officers or associates who are licensed Professional Engineers in the State of Minnesota act for them on professional policies and activities;
- b. have at least one principal or associate licensed as an engineer in accordance with the laws of the State of Minnesota who maintain a regular presence in Minnesota;
- c. practice consulting engineering in accordance with the Professional and Ethical Conduct Guidelines as outlined in the Bylaws;
- d. practice under an organizational arrangement that does not involve a conflict of interest or does not subordinate independent professional judgment to other considerations. Firms or corporations, wholly or partially owned by commercial, or construction, contracting, manufacturing, sales, public utility, holding company or other similar organizations which function as service organizations for the controlling company, shall not be eligible if such ownership arrangements prejudice or subordinate the professional or ethical judgment of the consulting engineers.

Section 4 -- Firm Member Representation

Each firm member may designate its representatives. They shall be classified as follows:

- a. Principal representatives are individuals designated by a Member Firm, who is a sole proprietor, partner, officer or manager (a) having an ownership interest, or (b) exercising management or key responsibility for technical or business decisions.
- b. Associate representatives shall be any employee as designated by a member firm.

Section 5 -- Affiliate Member Representation

Each affiliate member may designate one person to represent them as a principal representative.

Section 6 -- Voting Power

- a. Representatives of a firm member, current in its dues payments, shall have voting power at the annual and monthly meetings, for election of officers and for other Council business based upon the index number of the firm.
- b. Each affiliate member shall have the voting power of one vote.
- c. A life member shall have the voting power of one vote.
- d. Honorary members shall have no voting power.

Section 7 -- Rights of Representatives

- a. All representatives, both principal and associate, shall have the right to attend Council meetings, vote on all matters which properly come before such meetings in accordance with Section 6 and serve as committee members or chair a committee.
- b. Both principal representatives or associate representatives shall have the right to serve as President, President-Elect, Vice President, Secretary, Treasurer, or as National Director to ACEC.

Article IV

GOVERNMENT

Section 1 -- Board of Directors

- a. The governing body of this Council shall be a Board of Directors. The Board of Directors shall consist of fifteen (15) representatives, of which no more than two directors may be representatives of affiliate members.
- b. No firm member or affiliate member shall have more than one representative serving on the Board of Directors at one time.
- c. The Board of Directors shall have general control over all officers, committees and the Council's business.
- d. The decision of the Board of Directors on all Council matters shall be final, subject only to an appeal to the Council as provided in the Bylaws.
- e. The Directors shall be the immediate Past President, the five elected officers, eight other continuing or elected Directors and the Young Professional.
- f. The Board of Directors shall be empowered to employ and direct the activities of an Executive Director.

- g. The Board of Directors shall be empowered to employ and direct the activities of the Legal Counsel.

Section 2 -- Officers and Directors

- a. The Officers of this Council shall be a President, a President-Elect, a Vice President, a Secretary and a Treasurer.
- b. The Past President shall act on behalf of the Council as National Director and will represent this Council at the meetings of the ACEC Board of Directors.
- c. Each elected Officer, Director, National Director and Young PE shall take office on the first day of July following their election and shall hold office for the designated term or until a successor has been elected.
- d. In the event of a change in employment of an Officer, Director, National Director or Young Professional he/she may continue in that office provided that he/she continues to be employed by a member firm, be a designated principal or associate representative of that firm and complies with Article IV, Section 1b. In the event of a conflict with Article IV, Section 1b, the Member Firm shall select which individual will remain on the Board of Directors.

Section 3 -- Election of Officers, Directors, National Director and Young Professional

a. Nominating Committee

Sixty days prior to the annual meeting, the President, with the approval of the Board of Directors, shall appoint a nominating committee consisting of six members who are not members of the Board of Directors. The immediate Past President will chair the committee. This committee shall advise the membership at the Council's annual meeting of its selection of candidates to be placed in nomination as Officers, Directors of the Council and Young Professional. Additional nominations may be made from the floor by the membership.

b. Election

Election of Officers and Directors and the Young PE may be made by voice vote of the Council members at the annual meeting if only one slate of Officers and Directors and the Young Professional is being considered. In the event that more than one slate of Officers and Directors and the Young Professional is being considered,

election shall be made by secret ballot. A simple majority of the total votes cast, based on the voting power in attendance, is required for election.

c. Office of the President

No election shall take place for the office of President. This office will automatically be filled by the President-Elect, who has served during the previous year.

d. Office of the National Director

No election shall take place for the office of National Director. This office will automatically be filled by the immediate Past President. If the Past President is not able to represent the Council, the Board of Directors shall appoint an individual who has served as an officer or director or is currently serving as an officer or director of the Council to represent the organization.

e. Tenure of Office

1. President, President-Elect, Vice President, Secretary and Treasurer: One-year term for each office.
2. Eight Directors, who are not officers: Two-year term for each Director with four Directors elected each year.
3. Young Professional: One year term

f. Vacancies

Vacancies occurring in the position of the Officers or on the Board of Directors shall be filled by a majority vote of the Board of Directors. If a vacancy should occur during the term of an Officer or Director, the replacement selected by the Board of Directors shall be for the remainder of the term. If one or more holdover Directors is elected to an office of the Council at the annual meeting, then new directors must be elected at once to fill out the unexpired term or terms.

Section 4 -- Fiscal Year

The fiscal year of the Council shall end on the 30th day of June each year.

Article V

AMENDMENTS TO CONSTITUTION & BYLAWS

Section 1 -- Proposed Amendments to the Constitution or to the Bylaws shall be initiated by one of the following methods:

- a. Upon written petition of 10 or more principal representatives.
- b. By majority vote of the membership voting power in attendance at a regular Council meeting.
- c. By recommendation of the Constitution & Bylaws Committee and upon receiving a majority vote of the Board of Directors.

Section 2 -- Constitutional amendments shall be adopted only by an affirmative vote of two-thirds or more of the voting power of those members voting thereon by regularly issued ballot; but providing that the total number of votes cast shall be 50 percent or more of the total voting power of the Council.

Section 3 -- Bylaws amendments shall be adopted to supplement the scope of the Constitution and to detail certain phases thereof.

Section 4 -- Amendments to the Bylaws shall become effective upon affirmative vote of a majority of the voting power of those members voting thereon by regularly issued ballot; but providing that the total number of votes cast shall be 25 percent or more of the total voting power of the Council.

Section 5 -- Amendments to the Constitution and/or Bylaws shall be submitted to the membership for review at least 30 days prior to any vote held to adopt the proposed amendments.

Article VI

AMERICAN COUNCIL OF ENGINEERING COMPANIES

Section 1 -- The Council (formerly entitled the Minnesota Association of Consulting Engineers and the Consulting Engineers Council of Minnesota) is a Founder Member of the American Council of Engineering Companies (formerly entitled the Consulting Engineers Council of the U.S. and the American Consulting Engineers Council), a national group of consulting engineers associations and councils.

Section 2 -- Affiliation with American Council of Engineering Companies (ACEC)

All firm members shall be affiliated with the American Council of Engineering Companies of member firms.

**BYLAWS OF
AMERICAN COUNCIL OF ENGINEERING
COMPANIES OF MINNESOTA**

Revised, Effective May 2010

Article I

MEETINGS

Section 1 -- Council Meetings

A minimum of seven Council meetings shall be scheduled during the year. Twenty percent of the Council membership voting power shall constitute a quorum for the transaction of business.

Section 2 -- Board of Directors Meetings

a. The Board of Directors shall meet regularly once a month at the call of the President, and at such time as the Board may designate.

b. Special Board of Directors meetings may be called at the request of the President, the Vice President, the President-Elect or by any two Board members at least 24 hours before the time appointed therefor. A majority of Board members in office shall constitute a quorum for the transaction of business.

Section 3 -- Annual Meeting

An annual meeting of the Council shall be held within 60 days before the end of the fiscal year as provided in the Constitution of the Council.

Section 4 -- Rules of Order

Roberts Rules of Order for parliamentary procedures shall apply in the conduct of all meetings. However, there shall be an exception to the Roberts Rules of Order in that the names of those individuals making and seconding motions will not be recorded in the meeting minutes.

Article II

DUES AND ASSESSMENTS

Section 1 -- Dues

a. All firm members shall be subject to payment of dues as defined in paragraph b. and c. below.

b. The "ACEC portion of the dues" shall mean that portion of the dues assessed to ACEC/MN from ACEC which is applicable to a given fiscal year.

c. The "ACEC/MN portion of the dues" shall be calculated on the basis of the amount of the annual budget to be derived from this source, divided by the total index numbers of the Council multiplied by the index numbers of a given firm member, except as provided in subsections e. and h.

d. Index numbers shall be computed to one decimal point by raising the average total number of employees to a power of 1/1.75. There shall be a maximum index number of 80.0. Number of personnel is based on each member firm's average total of principals and employees in Minnesota concerned with, or in general support of the engineering function. In the case of member firms that base their membership on divisions or subsidiaries, the number of personnel is based on the average number of principals and employees of the divisions or subsidiaries in Minnesota concerned with, or in general support of the engineering function. The average total number of principals and employees includes full-time, part-time and seasonal personnel during the most recent calendar year.

e. All affiliate members shall be subject to payment of dues. Dues shall be determined annually by the Board of Directors and submitted for approval at the annual meeting.

f. A firm member elected to membership shall pay dues starting the first day of the month following approval of membership by the Board of Directors. Payments for both the ACEC portion of the dues, and the ACEC/MN portion of the dues, shall be paid to ACEC/MN, except firm members having membership in more than one member organization of ACEC may pay the ACEC portion directly to ACEC.

g. Every member elected to membership in the Council shall be liable for the payment of all dues until such membership shall have been terminated, unless relieved from payment by the Board of Directors.

h. Failure on the part of the member to pay dues within a reasonable time as determined by the Board of Directors shall be accepted as notice of withdrawal in accordance with Article IV, Section 4 of the Bylaws.

i. No dues will be required from life or honorary members.

Section 2 -- Assessments

a. Assessments for the benefit of the Council shall not be levied against Council members.

b. Assessments or special appeals by the American Council of Engineering Companies (ACEC) shall be considered by the Council Board of Directors. Approval by the Council Board of Directors is required prior to solicitation of members of payment of the assessment or special appeal.

Article III

COMMITTEES

Section 1 -- Standing Committees

There shall be standing committees as follows:

- a. Audit
- b. Professional Conduct
- c. Budget

Section 2 -- Regular Committees

Regular committees may be formed by the Board of Directors in the conduct of the Council's business and activities.

Section 3 -- Special Committees

Special committees may be formed by the Board of Directors for special duties as assigned.

Section 4 -- Nominating Committee

a. In the selection of Officers and Directors to be placed in nomination at the annual meeting of the Council, the Nominating committee shall give consideration to the following:

- 1. The several branches of engineering as recognized by the Board of Architecture, Engineering, Land Surveying, Landscape

Architecture, Geoscience and Interior Design for the state of Minnesota.

2. The geographical location of the member or members so nominated.

b. Refer to the Constitution, Article IV, Section 3 for further information on the Nominating committee.

Section 5 -- Committee Structure

a. The committee structure of the Council shall conform to the committee structure of ACEC to the extent applicable.

b. The duties, activities and policies of the committees shall be subject to the direction of the Board of Directors, except that such directives may be modified or changed if so decided by a majority vote of the Council membership.

c. Appointment

The President, with the approval of the Board of Directors, may appoint all committees.

d. President

The President shall be an ex-officio member of each committee except the Nominating committee. The President shall not be included in bringing committee membership up to a required number.

e. Participation

1. The chair of each committee shall be an employee or principal of a member firm, a representative of an affiliate member or shall be a life member. Members of committees shall fall into one of the following classifications:

- a. Principal representative
- b. Associate representative
- c. An employee of a firm member or affiliate member
- d. Life member
- e. Honorary member

2. The Board of Directors may limit committee membership to one committee for each representative.

Section 6 -- Organization and Procedure

Each committee shall organize to operate as follows:

- a. Develop an agenda of work as much in advance as possible in the light of a careful review of the prior year's committee meeting minutes so as to carry on uncompleted items of business and to handle new business with the guidance of past experience.
- b. Keep written minutes of all meetings, including a record of individuals attending.
- c. Submit controversial matters and progress reports to the Board of Directors for perusal, for counsel and for approved direction for action.
- d. Submit written minutes to the Board of Directors and the committee members. Copies shall be provided each individual at a time sufficiently in advance of the next committee meeting.
- e. Prepare an annual summary of activities, with special emphasis on progress and accomplishments and on unfinished business, and submit it to the Board of Directors prior to the end of the Council's fiscal year.
- f. Prepare and deliver to the Council Executive Director a complete file of the committee minutes and all other relevant documentation covering the year's activities in either printed or electronic form.

Section 7 -- Joint Committees

- a. The Board of Directors may appoint Council representatives to serve on joint committees with other engineering or civic groups, such as:
 1. Professional societies or organizations
 2. Trade Organizations
 3. Manufacturers and Supplier Organizations
 4. Education Groups
 5. State, County and City Groups
 6. Business Organizations
- b. The number of representatives and their instructions shall be determined by the Board of Directors.
- c. Cooperation and mutual understanding shall be the prime goal.

Article IV

**OFFICERS AND DIRECTORS
DUTIES AND ACTIVITIES**

Section 1 -- President

- a. The President shall exercise general supervision over all business and activities of the Council. The President, or in his/her absence the President-Elect, shall preside over all meetings of the Council and the Board of Directors. In the absence of both, the temporary presiding officer shall be the Vice-President or one of the other members of the Board of Directors.
- b. The President, with the approval of the Board of Directors, may appoint the committee chair and committee members and direct their activities.

Section 2 -- Secretary

- a. The Secretary shall keep a complete record of all proceedings and correspondence of the Council, including the proceedings of the Board of Directors. The Secretary shall keep a role of the members and shall perform all other duties pertaining to the office of Secretary.

Section 3 -- Treasurer

- a. The Treasurer shall oversee the collection of all monies due the Council, manage the financial affairs of the Council and perform the duties usually assigned to a Treasurer with the assistance of the staff.
- b. The Treasurer shall make payments for bills properly approved by the Board of Directors. The Treasurer may authorize the payment of bills prior to approval by the Board when necessary. The Treasurer with the approval of the Board of Directors may authorize the staff to make payments of bills on the association's behalf.
- c. At the discretion of the Board, a bond may be required of the Treasurer.
- d. An annual audit of the books shall be made.

Section 4 -- Board of Directors

- a. The Board of Directors, as a body, shall guide and direct the general policy of the Council and shall have the general management and control of the affairs and all activities of the Council, and shall be the final deciding body and speak for the Council on controversial matters.
- b. Subject to the requirements of the Constitution and Bylaws of the Council and the laws of the

state of Minnesota, the Board of Directors may, in its discretion, adopt and amend its operating rules and regulations.

Section 5 – National Director

a. The National Director shall be the representative of the Council to ACEC, shall be a member of the Board of Directors of ACEC, and shall be authorized to vote on all matters before said Board of Directors on behalf of the Council. The National Director shall act as a liaison officer between the Council and ACEC, shall attend meetings of the Board of Directors of both whenever possible, and shall present the viewpoint of each to the other.

Article V

MEMBERSHIP APPLICATION

Section 1 -- Application for Firm Membership

Any firm desiring firm membership in the Council shall make application on the Council's official form. The form will require the following information:

- a. Name, address and telephone number of firm.
- b. Name, address and telephone number of each principal representative as designated by the firm.
- c. Where applicable, registration numbers and classification in which principal representatives are licensed.
- d. Name, address and telephone number of associates to be designated as representatives.
- e. Names and addresses of individuals who may be contacted to act as membership references for the applicant.
- f. Agreement by the applicant to uphold the Constitution and Bylaws of the Council if granted membership.
- g. Date.
- h. Signature of a principal of the applying firm.
- i. Disposition of Board of Directors and date.

Section 2 -- Application for Affiliate Membership

Any person, firm or corporation desiring Affiliate Membership in the Council shall make an application on the Council's official form. The form will require the following information:

- a. Name, address and telephone number of firm.
- b. Name, address and telephone number of each principal representative as designated by the firm.

- c. Name, address and telephone number of the designated representative from the firm.
- d. Agreement by the applicant to uphold the Constitution and Bylaws of the Council if granted affiliate membership.
- e. Date.
- f. Signature of a principal of the applying firm.
- g. Disposition of the Board of Directors and date.

Section 3 -- Processing of Application

- a. The Executive Director shall obtain a letter of membership recommendation for presentation to the Membership committee and the Board of Directors from at least one of the references named in the application form.
- b. All applications for firm membership and affiliate membership shall be considered by the Membership committee and then forwarded to the Board of Directors with the committee's recommendation.
- c. Approval of the Board of Directors shall be by ballot with a two-thirds majority required in the affirmative for acceptance.
- d. As soon as possible after final action on the applicant, the Director shall notify the applicant of the results of the action. If the action is favorable, the applicant will be billed for one quarter's dues and upon payment of the dues the applicant will become a member effective at the beginning of the following month.
- e. If the applicant so desires, pro rata dues may be paid for the remaining part of the month in which the application is approved. Upon such payment, the applicant's membership shall become effective.

Section 4 -- Membership Records

- a. A membership roster shall be maintained by the Executive Director. This roster will list all members in good standing. The roster shall include the names of representatives and such other information from members as is necessary to facilitate operations of the Council.
- b. An inactive list shall be maintained by the Executive Director listing those members which, because of delinquent dues or for other reasons, are not in good standing, but have not been dropped completely from membership.

Section 5 -- Withdrawal

A member of any class may withdraw from the Council upon 30 days written notice to the office of ACEC/MN. Upon such withdrawal becoming effective, all liability of such a member shall cease, provided, however, that liabilities existing at the effective time of such a withdrawal shall continue in full force and effect. All membership benefits shall cease immediately except where state or federal law conflict with this provision.

Article VI

APPEAL

Section 1 -- Appeal

- a. Any decision to the Board of Directors may be appealed to the full membership of the Council.
- b. A principal representative may request the Board of Directors in writing to convene a special meeting of the Council to hear the appeal.
- c. Notice of such a special meeting shall be given by the Secretary to all Council members at least five days prior to the convening of the meeting.
- d. A quorum constituting 20 percent of the voting power of the Council is required to convene and hear the appeal.

Article VII

PROFESSIONAL AND ETHICAL CONDUCT GUIDELINES

Section 1 -- Preamble

Consulting engineering is an important and learned profession. The members of the profession recognize that their work has a direct and vital impact on the quality of life for all people. Accordingly, the services provided by consulting engineers require honesty, impartiality, fairness and equity and must be dedicated to the protection of public health, safety and welfare. In the practice of their profession, consulting engineers must perform under a standard of professional behavior which required adherence to the highest principles of ethical conduct on behalf of the public, clients, employees and the profession.

Section 2 -- Fundamental Canons

Consulting engineers, in the fulfillment of their professional duties, shall:

- a. Hold paramount the safety, health and welfare of the public in the performance of their professional duties.
- b. Perform services only in areas of their competence.
- c. Issue public statements only in an objective and truthful manner.
- d. Act in professional matters for each client as faithful agents or trustees.
- e. Avoid improper solicitation of professional assignments.

Section 3 -- The Rules of Practice

- a. Consulting engineers shall hold paramount the safety, health and welfare of the public in the performance of their professional duties.
 1. Consulting engineers shall at all times recognize that their primary obligation is to protect the safety, health, property and welfare of the public. If their professional judgment is overruled under circumstances where the safety, health, property or welfare of the public are endangered, they shall notify their client and such other authority as may be appropriate.
 2. Consulting engineers shall approve only engineering work which, to the best of their knowledge and belief, is safe for public health, property and welfare and in conformity with accepted standards.
 3. Consulting engineers shall not reveal facts, data or information obtained in a professional capacity without the prior consent of the client except as authorized or required by law or these guidelines.
 4. Consulting engineers shall not permit the use of their name or firm nor associate in business ventures with any person or firm which they have reason to believe is engaging in fraudulent or dishonest business or professional practices.
 5. Consulting engineers having knowledge of any alleged violation of these guidelines shall cooperate with the proper authorities in furnishing such information or assistance as may be required.
- b. Consulting engineers shall perform services only in the areas of their competence.

1. Consulting engineers shall undertake assignments only when qualified by education or experience in the specific technical fields involved.

2. Consulting engineers shall not affix their signature to any plans or documents dealing with subject matter in which they lack competence nor to any plan or document not prepared under their direction and control.

3. Consulting engineers may accept an assignment outside of their fields of competence to the extent that their services are restricted to those phases of the project in which they are qualified. All other phases of such project will be performed by or under the direct supervision of a licensed associate, consultant or employee.

c. Consulting engineers shall issue public statements only in an objective and truthful manner.

1. Consulting engineers shall be objective and truthful in professional reports, statements or testimony. They shall include all relevant and pertinent information in such reports, statements or testimony.

2. Consulting engineers may express publicly a professional opinion on technical subjects only when that opinion is founded upon adequate knowledge of the facts and competence in the subject matter.

3. Consulting engineers shall issue no statements, criticisms, or arguments on technical matters which are inspired or paid for by interested parties, unless they have prefaced their comments by explicitly identifying the interested parties on whose behalf they are speaking and by revealing the existence of any interest they may have in the matters.

d. Consulting engineers shall act in professional matters for each client as faithful agents or trustees.

1. Consulting engineers shall disclose all known or potential conflicts of interest to their clients by promptly informing them of any business associations, interest or other circumstances which could influence or appear to influence their judgment of the quality of their services.

2. Consulting engineers shall not accept compensation, financial or otherwise, from more than one party for services on the same project, unless the circumstances are fully disclosed to, and agreed to, by all interested parties.

3. Consulting engineers in public service as members of a governmental body or department

shall not participate in decisions with respect to professional services solicited or provided by them or their organizations in private engineering practices.

4. Consulting engineers shall not solicit or accept a professional contract from a governmental body on which a principal or officer of their organization serves as a member.

e. Consulting engineers shall avoid improper solicitation of professional assignments.

1. Consulting engineers shall not falsify or permit misrepresentation of their, or their associates', academic or professional qualifications. They shall not misrepresent or exaggerate their degree or responsibility in or for the subject matter of proper assignments. Brochures or other presentations incident to the solicitation of assignments shall not misrepresent pertinent facts concerning employees, associates, joint ventures or past accomplishments with the intent and purpose of enhancing their qualifications and their work.

2. Consulting engineers shall not offer, give, solicit or receive, either directly or indirectly, any political contribution in an amount intended to influence the award of a contract by public authority or which may be reasonably construed by the public of having the effect or intent to influence the award of a contract. They shall not offer any gift or other valuable consideration in order to secure work. They shall not pay a commission, percentage or brokerage fee in order to secure work except to a bona fide employee or bona fide established commercial or marketing agency retained by them.