



GEOPROFESSIONALS SERVING TEXAS

**CONSTITUTION
AND
BYLAWS**

ADOPTED JULY 24, 1972

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REVISED JULY 22, 2015**

Constitution of TCEL/Geoprosessionals Serving Texas

CONSTITUTION

Article I—Name

The corporation shall be known as the TEXAS COUNCIL OF ENGINEERING LABORATORIES, herein referred to as "TCEL/Geoprosessionals Serving Texas".

Article II—Legal Entity

The corporation is a non-profit corporation established under the laws of the State of Texas.

Article III—Duration

The period of its duration is perpetual.

Article IV—Purpose

The purposes for which **TCEL** is organized are as follows:

- To foster, encourage, promote and maintain the profession and practice of geoprofessional services at the state and local level.
- To encourage legislative and administrative policy decisions favorable to the geoprofessional practice.
- To advance knowledge and learning in the science and practice of geoprofessional services through education and training.
- To collaborate with other professional organizations to advance the practice of geoprofessional services.
- To develop standards of performance in the practice of geoprofessional services.

Article V—Location

The street address of the initial registered office of **TCEL** was 3601 Manor Road, Austin, Texas. The mailing address of the current office of **TCEL** is established by the Board.

Article VI—Officers and Directors

There shall be such officers and directors as established by the Bylaws. All officers and directors shall be elected by secret ballot of the entire membership. The officers and/or directors shall take office at the annual meeting following the formal election and serve for the period of time indicated by their election.

Article VII—Fees and Dues

Fees and dues shall be established by vote of the membership at the annual meeting based on the recommendation of the Board. All policy for establishing fees and dues, collections, and distribution of monies shall be in accordance with the Bylaws.

Article VIII—Dissolution

TCEL shall issue no stock and no dividends or pecuniary benefit shall in any way inure to any member thereof. In the event of dissolution of this corporation, all of its property shall be distributed to the TEXAS ENGINEERING FOUNDATION.

Article IX—Amendments to the Constitution

Amendments to the Constitution may be initiated by a petition signed by ten Member Firms (Members) or by the Board. The Constitution may be amended in any particular way by the affirmative vote of a two-thirds majority of the Members in the following manner: A notice of the proposed amendment or amendments shall be given in writing to each Members of **TCEL**.

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Four weeks after such notices of amendment and ballots, a committee shall be appointed by the President to canvass the ballots, and upon its determination that a two-thirds majority of the membership favor the amendment or amendments, it shall thereupon be amended accordingly. Should the committee determine that the required majority of the membership is not in favor of the amendment or amendments, it shall declare the proposed amendment or amendments not adopted and the Constitution shall not be affected thereby.

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BYLAWS

Article I—Name

The formal name of the organization is "Texas Council of Engineering Laboratories, Inc.", hereinafter referred to as "TCEL". The Board of Directors is authorized to develop a "trading-as" name for TCEL, for example, "TCEL /Geoprosessionals Serving Texas."

Article II—Purposes

Section 1. Purposes: The purposes of TCEL are as set forth in its CONSTITUTION.

Section 2. Powers: TCEL may exercise all powers granted to it as a corporation organized under the nonprofit corporation laws of the State of Texas as they may exist from time to time, and all powers set forth in said laws or incidental to the powers set forth in those laws, and not forbidden by any law or regulation of any governmental agency.

Section 3. Not for Profit: TCEL is not organized for profit. No part of the net earnings or assets of TCEL shall accrue to the benefit of any member, nor shall TCEL be primarily engaged in performing any particular service for any particular person or business entity.

Article III—Membership

Section 1. Classes of Membership: There shall be two classes of membership in TCEL, known respectively as "Member Firm" ("Member") and "Associate Member Firm" ("Associate")

Section 2. Member Firm:

- a.) **Eligibility:** To be eligible to be a Member, a professional firm, as defined by these Bylaws, must derive a substantial portion of its income from geoprofessional services.
- 1) **Professional firm:** For the purpose of these Bylaws, a professional firm is an entity: i) that is registered by the State of Texas to practice engineering; ii) whose technical services are under the direction and supervision of a professional engineer licensed by the State of Texas and a full-time employee of the firm; and iii) that makes at least 75 percent of the firm's professional services directly available to the public rather than for special interest having part or whole ownership of the firm.
 - 2) **Geoprofessional services:** For the purpose of these Bylaws, geoprofessional services include geotechnical, geological, environmental, construction materials engineering and testing, and related professional services.
 - 3) **Accreditation:** The Firm shall be accredited to the requirements of ANSI/ISO/IEC 17025 and ASTM Standard E 329 by an accrediting body that is a signatory to the International Laboratory Accreditation Cooperation (ILAC) Mutual Recognition Arrangement or by the American Association of State Highway and Transportation Officials (AASHTO) to the requirements

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of AAASHTO R18 and ASTM Standard E 329 for Geotechnical Testing or Construction Materials Testing.

- 4) **Affiliation:** The Firm shall not be affiliated with any academic or governmental institution, nor with any outside interest of manufacturing companies, nor any trade group in any manner which might affect its capacity to maintain its independence. The Firm must not own or be owned in whole or in part by another eligible non-member firm conducting business in the State of Texas. The firm shall not be used to endorse, certify, advertise, or otherwise promote the sales or public acceptance of any product or services offered by any company with which the firm is legally and/or financially associated.
- b.) **Voting Rights:** Each Firm shall have one vote. Firm Representatives are eligible to hold elected office in TCEL.
- c.) **Support:** Firms and Associates shall support TCEL's endorsed programs, published manuals of practice, and any professional standards applicable to the discipline for which it offers services. Firms and Associates must possess all legally required licenses, certificates, and registrations in the discipline of services it provides. The President, or designated officer of the Firm or Associate, must agree to abide by and be governed by these Bylaws.

Section 3. Associate Member Firm

- a) **Eligibility:** To be eligible for Associate Membership, a firm must comply with the following requirements:
 - 1) An Associate shall comply with the requirements of Article III, Sections 2. a.1 and 2.a.4, Section 2.c, and Article VII.
 - 2) Voting Rights: Associates shall have no vote, nor shall any of their representatives be eligible to hold elected office in TCEL, *but may serve on or chair any committee.*
 - 3) Years of Service: The Associate shall have at least two years of proven business financial stability and professional experience under the existing ownership at the time of application for membership.

Article IV—Election to Membership

An applicant for membership shall give such written account of the firm's professional practice together with furnishing such other materials and credentials as the Board of Directors (collectively, "Board"; individually, "Director") may require to ascertain compliance with the qualifications for membership. Membership shall be perfected as follows:

Section 1. The Membership Committee shall obtain the prospect's application, and gather data regarding the qualifications and eligibility of the prospect, including reports from the TCEL members assigned to visit them.

Section 2. The Membership Committee shall then notify all current Members of TCEL of the name and address of the applicant.

Section 3. When the Membership Committee finds the information complete, it shall be sent, along with pertinent data on the candidate, to the Board for balloting.

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Section 4. The Board shall admit to membership only such firms as will, in its discretion, uphold and advance the purposes for which TCEL is formed. Election to membership shall be by the affirmative vote of a majority of the Board.

Section 5. The applicant, upon election by the Board, shall be notified of election to membership contingent upon the elected applicant's subscription to the Constitution and Bylaws of TCEL, and upon payment of required dues and fees.

Section 6. Officials of an applicant firm whose application does not receive favorable vote from the Board shall be entitled to request a statement of the reasons for an unfavorable vote, and the Membership Committee shall investigate and report such reasons to them. They shall be further entitled to request reconsideration by the Board, including an opportunity to be heard, which shall be granted without unreasonable delay. If three-fourths of those Directors present at the meeting to reconsider vote to approve the candidate's application, the Membership Committee shall notify the candidate in accordance with Section 5 of this Article.

Article V--Renewal of Memberships

Eligibility for annual renewal of membership shall be contingent upon continued compliance with the applicable requirements for membership. This compliance shall be ascertained annually by affirmation.

Article VI--Termination of Membership

Section 1. A Member or Associate may be dropped from membership for non-payment of dues. Dues are payable within thirty days following **issuance of dues statements after** the Annual Meeting. The membership of a firm which fails to pay dues within three months following the due date, and which has been notified by written notice of its delinquency, shall be terminated at the discretion of the Board. Notice of termination shall be sent to the former member and thereupon the member shall be dropped from the roll of members and shall lose all rights of membership.

Section 2. A Member or Associate may be subject to censure, suspension of membership for a stated period of time, or expulsion for violation of the TCEL's Constitution or Bylaws. **For this to occur, a complainant must be filed by another Member. The procedure for processing a complaint is set forth below:**

- a.) Any complainant shall present a complaint in writing to the President, specifically stating all allegations with supporting evidence. The identity of the complainant(s) shall not be divulged without consent.
- b.) The President shall appoint a Disciplinary Committee composed of all available Past Presidents and Chaired by the Past President appointed by the President.
- c.) The Chair of the Disciplinary Committee shall then write to the Chief Officer of the Member or Associate that is subject to the complaint, transmitting the allegations and requesting a reply within thirty (30) days.
- d.) Upon receipt of the reply, the Chair shall forward it to the complainant(s). If, within thirty (30) days, the complainant has not withdrawn the charges, then the Chair shall forward the charges and all pertinent correspondence to the members of the Disciplinary Committee.

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The Disciplinary Committee shall have up to three months to consider the charges and rebuttal. If it deems the charges to be insubstantial, or should it receive suitable assurances from the member charged to achieve future compliance, it shall dismiss the charges and shall send the complainant(s) and the member charged written notice of such dismissal. Otherwise, the Disciplinary Committee shall schedule a hearing to investigate the charges.

- e.) The Disciplinary Committee shall give to the Member or Associate charged and to the complainant reasonable notice in writing stating the place, date, and time of the hearing. The Member or Associate charged may be represented by counsel and the hearing shall afford the member charged a full opportunity to be heard, including the right to cross-examine witnesses and present witnesses and evidence on its own behalf.
- f.) If the Disciplinary Committee, after reviewing the entire record, finds that the charges are not substantiated by the weight of the evidence, or that extenuating circumstances excuse the conduct in question, it shall make a written decision to that effect dropping the charges. This decision shall be transmitted to the complainant and the member charged, and to the President.
- g.) In the event the Disciplinary Committee, after reviewing the entire record, upholds the charges and recommends that the Member or Associate charged be disciplined, it shall make a written decision to that effect recommending official censure upon the Member or Associate charged, suspending the member for a stated period of time, or expelling the member from the TCEL. Such decision shall be transmitted in writing to the complainant and the Member or Associate charged. Disciplinary action shall be effective upon receipt of the written decision of the Disciplinary Committee.
- h.) The charged Member or Associate may appeal an adverse decision of the Disciplinary Committee by transmitting a written request for review of that decision to the Board. Upon request of the Member charged, the Board may stay the imposition of disciplinary action pending the decision on appeal. The Board shall consider the Disciplinary Committee's decision and the record and findings and shall make a decision upholding or overturning the decision of the Disciplinary Committee in whole or in part. The decision of the Board shall be transmitted in writing to the complainant and to the Member or Associate charged. The findings and determination of the Board shall be binding on the Member or Associate charged and upon TCEL.

Section 3. Withdrawal from Membership: Any Member or Associate whose dues are paid up currently may, upon his request to the Board, voluntarily resign from membership. A Member or Associate who ceases to possess the qualifications for membership stated in these Articles shall voluntarily resign from membership as provided in this section within two months of such disqualification.

Section 4. A Member or Associate may be dropped from TCEL for failing to meet the requirements of Article V. The following procedures will be observed:

- a.) Evidence of the Member's or Associate's failure to comply with requirements shall be presented to the Board. The President shall then appoint a task committee, the Membership Eligibility Review Committee, and shall transmit the evidence to the Chair of this committee. This committee shall be chaired by the President-Elect and shall have responsibility for reviewing changes in a Member's or Associates organization/operation that could affect its eligibility.

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- b.) After review of the evidence, the Chair will contact the chief officer of the Member or Associate in question to verify the data submitted, and to obtain additional information related to compliance with membership requirements.
- c.) The Chair shall then present the complete dossier to the Board. If the Board decides the compliance failure is insignificant, or accepts the Member's or Associate's pledge to take adequate corrective action, the matter shall be dismissed.
- d.) If, after consideration of the data, the Board decides that the Member or Associate is no longer eligible for membership, it shall direct the President to send such notice to the firm, along with an explanation of the Board's action.
- e.) The Member or Associate in question will have the right to a hearing before the Board, provided the request for this hearing is submitted within thirty (30) days after receipt of the President's notice.
- f.) At the hearing, if officials of the Member or Associate convince the Board of its eligibility, the case will be dismissed. If the Board remains convinced of the Member's or Associate's ineligibility, it shall notify the Member or Associate of this in writing by registered mail with return receipt requested. In such case, the firm's membership will cease upon receipt of the notice.
- g.) The decision of the Board shall be binding on the former Member and TCEL.
- h.) Whatever the outcome of the hearing, the Member or Associate in question shall be without recourse by way of damages or otherwise against TCEL, any of its members, Officers, or the Chair of the Membership Eligibility Review Committee.

Section 5. Upon being terminated or resigning, a former Member or Associate shall cease to use all insignia, seals, rights, privileges, and perquisites which it held by virtue of membership in TCEL.

Article VII--Fees and Dues

Section 1. Fees: The application fee shall be \$100.00. The application fee shall be paid by each prospective new Member or Associate, prior to being enrolled as a Member or Associate, as described in Article IV.

Section 2. Dues: The annual dues shall be established by a majority vote of the Member attending the annual meeting on the recommendation of the Board. Dues shall become due and payable on receipt of the dues statement **following** the annual meeting. Dues for new Members and Associate will be prorated to the nearest quarter to the date of admission.

Article VIII – Officers and Their Election

The Board of TCEL shall consist of four Directors, a President, President-Elect, Immediate Past President, and Secretary-Treasurer. Officers and Directors shall be an officer of the member and/or a Licensed Engineer.

Section 1. Election of Officers and Directors:

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- a.) The Board shall consist of representatives of at least five (5) Members, each of which shall be in good standing. No Member shall have more than two Officers or Directors on the Board at any time.
- b.) Four Directors shall be elected, of which two shall be elected annually for a term of two years, as hereinafter provided. The President, President-Elect, and the Secretary-Treasurer shall be elected biennially for a term of two years.

Section 2. All new Officers and Directors shall be elected in the following manner:

- a.) The nominations shall be made with due regard to the geographical distribution and professional classification of the nominee, so that the Board as finally constituted will be representative of the entire membership.
- b.) Eight weeks before the date of the annual meeting, the President shall appoint a nominating committee of three representatives of Members.
- c.) Within two weeks after being appointed, the nominating committee shall meet and nominate candidates for officers and/or directors, one candidate for each vacancy to be filled.
- d.) Not less than three weeks before the date of the annual meeting, a ballot shall be sent to each Member in good standing containing the names of the candidates for officers and/or directors designated by the Nominating Committee and a space for write-in candidates. The ballots shall be returned within ten (10) days to the Secretary. The President shall appoint a Teller's Committee, consisting of three members, not less than three days prior to the return date of the ballots. The Teller's Committee shall meet prior to the annual meeting or within one week after return of the ballots and canvass the returns. The results shall be immediately transmitted to the Board. In the event of a tie vote for any Officer or Director, the deciding vote shall be resolved by the President.

Section 3. Vacancies: Should a vacancy occur in the Board, the remaining Directors shall appoint a Member representative to fill such vacancy by a two-thirds vote of the Board. The replacement Director shall serve until it can be filled in the next regularly scheduled election.

Section 4. Meetings of the Board: The Board of TCEL shall meet quarterly, one of such meetings occurring on the first or second day immediately preceding the annual meeting, and in addition shall meet upon call of the President, or in event of his absence from or disability in office, the President-Elect. Five of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The presiding officer shall be counted in determining the presence of a quorum, but shall vote only in the event of a tie. The presiding officer shall then have the authority to either cast the deciding vote or refer the issue to the membership for vote by ballot, a majority vote of the membership deciding the issue.

Article IX – Duties of the Board and Officers

Section 1. Duties of the Board: The governing authority of TCEL shall be vested in the Board, which shall have all the powers accorded to it by the Texas Non-Profit Corporation Act.

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- a). The Board is empowered to transact all business of TCEL, and except in matters pertaining to membership, may delegate its authority to one or more officers or employees of TCEL.
- b) The Board may appoint an Executive Director, who shall serve at the pleasure of the Board. The salary and expenses of the Executive Director shall be agreed upon by contract with TCEL represented by the Board. The Executive Director shall be bonded in sufficient amount, in the opinion of the Board, to cover the current liquid assets of TCEL and the premiums of this bond shall be an expense of TCEL.

Section 2. Duties of the President: The President shall preside over all meetings of the membership and of the Board. The President shall appoint all committees of the membership and of the Board. The President shall exercise a general direction over all the affairs of TCEL. The President shall be a member ex-officio of all committees, but shall not be counted in determining the presence of a quorum for the transaction of business by any committee.

Section 3. Duties of the President-Elect: In the absence of the President the President-Elect shall serve as required. The President-Elect shall chair the Resolutions Committee.

Section 4. Duties of the Secretary-Treasurer: The Secretary-Treasurer shall keep the minutes and records of all proceedings of TCEL at meetings of the membership and meetings of the Board; and shall exercise general supervision over the records and files and shall perform such other duties pertaining to the office of the Secretary-Treasurer as may be assigned by the Board. If an Executive Director is employed, the Secretary-Treasurer shall exercise general direction over the records and files of the Executive Director. The Secretary-Treasurer shall exercise management of the finances of the association and shall perform such other duties appertaining to the office of Secretary-Treasurer as may be assigned by the Board. The Secretary-Treasurer shall chair the Budget and Finance Committee.

Section 5. Duties of the Executive Director: An Executive Director, if employed, shall have such duties and responsibilities in managing the business of TCEL as are assigned by the Board, such as establishing and operating an office or offices of TCEL, and promoting membership and public service by TCEL. The Executive Director shall keep the minutes and records of all proceedings of TCEL and at meetings of the membership and meetings of the Board. The Executive Director shall maintain a complete file of all correspondence of TCEL. The Executive Director shall send such notices and ballots as are provided for in these By-Laws, or as may be directed by the Board, or the President or President-Elect. The Executive Director shall keep records of all nominations and elections and shall maintain a roll of the members of TCEL, showing currently all additions and deletions from membership, and shall perform such other duties as pertain to the Executive Director, together with such duties as may be assigned by the Board.

Section 6. Disbursement of Funds: The Secretary-Treasurer or Executive Director shall draw checks for payment of bills approved for payment by the Board. Each check so drawn shall bear the signature of any of the following: The Secretary-Treasurer, or such other person(s) as may be approved therefore by resolution of the Board.

Section 7. Contracts and Other Legal Instruments: All contracts and other legal instruments to be executed on behalf of TCEL shall, after approval by the Board, be signed on behalf of TCEL by the President or President-Elect and by the Secretary-Treasurers, or by such members of the Board as shall be designated for the purpose by resolution of the Board.

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Article X – Membership Meetings

Section 1. Annual Meeting: Each year and at least three months in advance, the Board shall designate and subsequently give written notice to each member of the date and place of the Annual Meeting. The membership at an Annual Meeting may select the time and/or place to be designated by the Board for the next Annual Meeting; and in the absence of such election, the Board shall set the time for an appropriate day in the months of January or February.

Section 2. Other Meetings: Other meetings of the membership may be called by order of the Board upon giving ten-days written notice, or shall be called by order of the President or President-Elect upon written petition by ten or more Members.

Section 3. Quorum: Those Members of TCEL with a representative in attendance shall constitute a quorum for the transaction of business. A Member is only entitled to one vote on matters to come before the meeting, regardless of the number of representatives present. A majority vote by those Members voting at any meeting constitutes the decision(s) of the membership upon the matter(s) submitted to it, except as provided in these Bylaws.

Article XI--Standing and Task Committees

Section 1. Appointment: The President shall appoint all chairs and members of committees, with the approval of the Board, and shall be an ex-officio member of all committees.

Section 2. Standing Committees: Standing Committees shall be appointed annually and shall consist of the following:

- a.) **Finance and Budget Committee:** The Finance and Budget Committee shall consist of the Secretary-Treasurer as Chair and two members, at least one of whom shall be a Director. This Committee shall prepare a recommended budget for presentation to the Board at the meeting of the Board held immediately preceding the Annual Meeting. The recommended budget, when approved by the Board, shall be the basis for the establishment of dues for the ensuing year, all of which shall be submitted at the Annual Meeting for adoption by the membership. The Committee shall also annually audit all accounts and make a report and such other reports as the Board may require.
- b.) **Membership Committee:** The Membership Committee shall acquaint possible eligible firms with the advantages of membership, and by proper means endeavor to secure their application for membership, shall review and determine the eligibility of the applicants, and shall submit their recommendations to the Board.
- c.) **Public Relations Committee:** The Public Relations Committee shall acquaint the public and the members of TCEL by appropriate means as to the purposes, aims, and policies of TCEL, and shall promote the good will of groups and organizations with whom the membership associates professionally.
- d.) **Liaison Committee:** The Liaison Committee shall represent TCEL in joint undertakings with other professional groups and Councils, and shall endeavor to keep the membership informed of actions or activities by these other groups which may affect the professional practice of materials engineering.

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- e.) **Government Relations Committee:** The Government Relations Committee shall provide representation to governmental agencies or bodies desirous of Council involvement in their activities; shall acquaint government agencies with the purposes and benefits of TCEL, and shall inform the membership of government activities which potentially affect the practice of geoprosessionals.
- f.) **Practice Committee:** The Practice Committee shall address, subject to approval of the Board, standards of practice for the various aspects of the disciplines of geoprosessional services.
- g.) **Resolutions Committee:** The Resolutions Committee shall consist of the President-Elect as Chair and two Board members. This committee shall prepare all resolutions to be presented for appropriate action to the membership at the Annual Meeting and at any called meeting of the membership.

Section 3. Task Committees: The President shall appoint task committees to perform special projects or investigations undertaken by TCEL.

Article XII—Local Chapters

Section 1. Purpose. As hereinafter provided, the Board may approve the formation of local Chapters of the TCEL which shall promote the purposes and objectives of the TCEL within a specified territory.

Section 2. Authority. The Board shall have authority to approve the formation of Chapters, for dissolving or combining Chapters, and for establishing chapter geographical boundaries.

Section 3. Recognition. Any three individual Members of the TCEL may petition the Board for recognition of a local Chapter of TCEL. The organization of a local Chapter shall become effective upon the approval of the proposed Constitution and Bylaws of such Chapter by the Board of TCEL. Such Chapter Constitution, Bylaws and any amendment thereto shall become effective only after approval by the Board of TCEL.

Section 4. Membership and Territory. The Constitution of each local Chapter of TCEL shall specify the geographical boundaries within which it proposes to function. The geographical territory of each local Chapter shall contain a minimum of three existing Members. The names and addresses of all Members and Associates of local Chapters shall be transmitted to TCEL. Notices of all local Chapter meetings and results of all elections shall be transmitted to TCEL.

Article XIII – Amendments to Bylaws

Section 1. Amendments to the Bylaws may be initiated by a petition signed by ten members or by the Board. These Bylaws may be amended in any particular way by the affirmative vote of a two-thirds majority of the membership in the following manner: A **notice/ballot** of the proposed amendment(s) shall be given in writing to each member **firm** of TCEL. Four weeks after **notice/ballot**, a committee shall be appointed by the President to canvass the ballots, and upon its determination that a two-thirds majority of the Members favor the amendment(s), they shall thereupon be amended accordingly. Should the committee determine that the required majority of the membership are not in favor to the amendment(s), it shall declare the proposed amendment(s) not adopted and these Bylaws not be affected thereby.