



## **MODEL BYLAWS**

Bylaws of the  
South African Section  
of  
AAACE International, Inc.

Rev. Date: May 2023

## **ARTICLE I: DEFINITIONS**

**Section 1.** The geographical area served by this Section shall be Republic of South Africa.

**Section 2.** The ARTICLES which constitute this document shall be the BYLAWS; and will hereafter be referred to as the Bylaws. AACE International, Inc. will hereafter be referred to as AACE. The South African Section will hereafter be referred to as the Section. The Section's Board of Directors will hereafter be referred to as the Board. Anyone holding membership in AACE in the class MEMBER will hereafter be referred to as a Member. Anyone holding membership in AACE in the class STUDENT will hereafter be referred to as a Student Member.

A year as described under Terms of Office shall be June 1 through May 31.

## **ARTICLE II: OFFICERS AND BOARD OF DIRECTORS**

**Section 1.** The Officers of the Section shall be the following:  
President  
Vice President  
Secretary  
Treasurer

**Section 2.** The government and management of the Section is vested in the Board, except as otherwise provided in the Bylaws.

**Section 3.** The Board shall consist of the following:  
President  
Vice President  
Secretary  
Treasurer  
Directors (not less than one [1] nor more than five [5] voting members) (Past President, President Elect, Additional Members)

**Section 4.** All Officers and Directors shall be Members of the Section and of AACE. Officers and Directors shall be elected by Members.

**Section 5.** A quorum of the Board shall consist of a simple majority of the Board members.

## **ARTICLE III: MEMBERSHIP**

**Section 1.** Each member of AACE in good standing shall be considered eligible for membership in this Section.

**Section 2.** Membership in this Section shall become effective upon payment of annual dues to AACE and shall continue as long as the member maintains a good standing in the Association. Members failing to pay their dues within ninety (90) days of due date are automatically transferred to inactive status and have no voice in the government of this Section.

**Section 3.** The classes of membership shall be as follows:  
Member  
Student Member  
Corporate membership

Members are entitled to all privileges defined in these Bylaws. Student Members are entitled to all privileges defined in these Bylaws, except those of voting and of holding elective office.

#### **ARTICLE IV: TERMS OF OFFICE**

**Section 1.** Officers shall serve a term of one year. Officers may serve two (2) years with the proviso that at least one (1) new officer is elected each year.

**Section 2.** Directors shall serve staggered terms of two years.

**Section 3.** Terms of Office shall be June 1 through May 31. Officers and Directors shall be installed in June each year. Officers and Directors shall be installed in office at the meeting prior to the Annual Meeting, or at the end of each year.

**Section 4.** Any Officer or Director may be removed from office, with or without cause, by two thirds vote of all Members eligible to vote under the Bylaws.

**Section 5.** The Board may appoint additional officers if it considers it necessary to better achieve the objectives of the Company, by a two-thirds vote of all Members eligible to vote under the Bylaws.

#### **ARTICLE V: DUTIES OF OFFICERS AND DIRECTORS**

**Section 1.** In addition to the duties prescribed herein, the President, and in case of his or her absence, the Vice President, shall preside at all meetings of the Section and perform such other duties as customarily pertain to the offices of President and Vice President. If the President and Vice President are both absent, the Secretary shall preside at the meeting.

**Section 2.** In addition to the duties prescribed herein, the Secretary shall keep such minutes of the proceedings of the Board as may be required, and distribute said minutes to the Board

for approval. The Secretary shall also keep the minutes of the Section meetings and shall keep a roll of the members.

**Section 3.** The Treasurer shall collect and have charge of the funds of the Section and shall disburse the same only upon the authority of the President or the Secretary of the Section. The Treasurer shall report annually in writing to the membership or more often if required. All accounts shall be audited by the full Board at least once a year. Treasurer must file appropriate annual reports with AACE, regulatory authorities and the South African Revenue Service

**Section 4.** In addition to their other duties prescribed herein, the Board shall meet at least twice a year on the call of the President or any three Members of the Board. They shall have power to make such regulations, not inconsistent with the Bylaws, as shall be necessary for the protection of the property of the Section and for the preservation of good order in the conduct of its affairs. It shall also be the duty of the said Board to present business for the action of the Section.

#### **ARTICLE VI: COMMITTEES**

**Section 1.** Standing committees are appointed by the Board no later than the meeting following installation of Officers and shall serve terms of one year.

**Section 2.** The committees shall devise their own rules of procedure, subject to the approval of the Board.

**Section 3.** There will be at least the following standing committees, with the Vice President of the Section as Chair of the Program Committee:

- Nominating
- Membership
- Program

**Section 4.** Special committees may be appointed by the Board as required, and shall serve terms as required to accomplish their purpose, but in no event shall the term be longer than one year.

#### **ARTICLE VII: MEETINGS**

**Section 1.** Regular meetings of the Section shall be held each year. There will be a minimum of three (3) technical meetings or events each year.

**Section 2.** Procedural questions requiring rulings not specifically provided for in the Bylaws shall be decided in accordance with a guideline such as the most current edition of Robert's Rules of Order.

- Section 3.** The order of business at every business meeting of the Section shall be:
- a. Approval of the minutes of the preceding meeting
  - b. Report of the Board of Directors
  - c. Committee reports
  - d. Other business, including strategic dialogue

This order may be changed for any meeting by vote of the majority of the members present at the meeting.

**Section 4.** The time and physical or virtual location of each meeting shall be the responsibility of the Program Committee. Members shall be notified, in writing, at least one (1) week prior to the date of the meeting.

#### **ARTICLE VIII: FINANCIAL**

**Section 1.** Each member shall pay to AACE their annual dues, payable on the first day of each fiscal year.

**Section 2.** The fiscal year of the Section shall be from January 1 to December 31. A financial report shall be given by the Treasurer at the first scheduled meeting of each fiscal year.

**Section 3.** Officers and Directors shall have no power to make the Section liable for any debts amounting to more than half of the amount in the Treasury, in cash, and not subject to prior liabilities.

**Section 4.** Officers and Directors shall have no power to make AACE liable for any debts or activities taken on by the Section.

**Section 5.** AACE-ZA shall be a registered non-profit organisation within South Africa with the registered name of ASSOCIATION FOR THE ADVANCEMENT OF COST ENGINEERING IN SOUTH AFRICA NPC and registration number K2018008353

**Section 6.** A bank account will be opened in the name of the AACE-ZA with the following board members having signing rights:

- President
- Vice President
- Treasurer

#### **ARTICLE IX: ELECTIONS**

**Section 1.** Election of Officers and Directors shall be by ballot vote. Elections may be conducted, and the actions voted upon by mail, electronic means, or a meeting duly held. Annual elections of Officers and Directors will be held prior to June of each calendar year, with special elections as approved by the Board of Directors.

**Section 2.** It shall be the purpose of the Nominating Committee to judiciously select at least one candidate for each office and directorship to become vacant. The committee must obtain the agreement of each individual to serve if elected. The committee shall verify that all members on the slate are members in good standing with AACE prior to holding the election. The Nominating Committee shall provide its proposed selection of candidates, accompanied by a brief biographical sketch for each candidate, at least 30 days prior to the start of the election.

**Section 3.** The nominees' names shall appear in alphabetical order. The ballot shall clearly instruct the voter as to the appropriate marking to be used and the number of people that may be voted for in each office or directorship.

**Section 4.** In the event the election is not held electronically, the President shall appoint a special committee of tellers. All paper ballots, sealed in a plain envelope and dated, shall be turned over to the committee of tellers for counting. When the ballots have been recorded, the votes shall be tabulated and the tabulation turned over to the Secretary. The Secretary shall audit the tabulation against the record of the number of ballots received.

**Section 5.** Election results shall be announced as soon as possible, but within 30 days following the close of the election. Those candidates receiving the greatest number of votes cast shall be elected. The vote of Members is to be determined from the total number of Members who actually vote, rather than from the total number of Members entitled to vote. In the case of a tie vote, the office shall be appointed by the Board from among those tied for the office.

## **ARTICLE X: AMENDMENTS**

**Section 1.** Proposals to amend the Bylaws must be signed by at least four (4) members of the Section and must be submitted in writing to the Board.

**Section 2.** The Board shall consider these proposals and notify the proposers of the Board's opinion within sixty (60) days.

**Section 3.** These Bylaws may be amended at any meeting of the Section provided official notice of the proposed amendment shall have been sent to each member with notice of the meeting at least one month in advance thereof. A two-thirds vote of those present shall be necessary to amend these Bylaws.

**Section 4.** Amendments to these Bylaws shall become effective at the next regular meeting.

**Section 5.** Amended Bylaws shall be submitted to AACE.

#### **ARTICLE XI: DISSOLUTION OF THE SECTION**

**Section 1. STATEMENT OF PURPOSE:** Section is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the United States Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 2. DISSOLUTION:** Upon the dissolution of the Section, all of its assets and net income, current and accumulated, remaining after the payment of its debts, obligations, and claims shall be transferred to and become the property of the central organization AACE International, Inc., a nonprofit corporation exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code. If AACE International, Inc. would not be exempt from federal income tax at the time the Section dissolution occurs, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the United States federal government, or to a state or local government (or international territory for non-U.S. Sections), for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the United States county (or international territory for non-U.S. Sections) in which the principal office of the Section is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.