

**NORTH DAKOTA STATE UNIVERSITY
DEPARTMENT OF CONSTRUCTION MANAGEMENT AND ENGINEERING
INDUSTRY ADVISORY COUNCIL
BYLAWS**

**ARTICLE I
Name and Purpose**

1. Name.
The name of this organization shall be the Department of Construction Management and Engineering INDUSTRY ADVISORY COUNCIL. Within these bylaws, the terms "IAC," "Advisory Council," or "Council" may be used in lieu of, or in conjunction with, the full organizational name.
2. Purpose.
The Department of Construction Management and Engineering is committed to excellence in teaching, research, and service in and for the construction industry. The word "Department" may be used herein to identify the Department of Construction Management and Engineering of North Dakota State University. The purposes of IAC are to:
 - a. Support the Department's mission by contributing to development of the professional body of knowledge appropriate to construction management and engineering.
 - b. Serve as a liaison between the construction industry and the Department and the College of Engineering and Architecture.
 - c. Advance and support the highest quality faculty, educational facilities, and undergraduate and graduate programs for the students enrolled in the Department programs of North Dakota State University. Assist in the development of innovative programs that benefit industry and support the Department mission.
 - d. Through active participation, the IAC shall offer advice, counsel, and provide industry's vision for the Department.

**ARTICLE II
Membership**

1. Members.
The Industry Advisory Council shall consist of a maximum of fifty (50) members from the construction industry. At least one half (50%) of the Council Members shall be representatives of constructors and subcontractors. A limit of fifteen (15) Council Members shall be representatives of private and public owners and suppliers. The remaining Council Members may be representatives of construction industry support services, including, but not limited to, surety, financial, legal, insurance, and accounting. The Council shall also include up to five (5) non-voting Academic members, including the Chair of the Department. Membership on the Council shall be by invitation from the Executive Committee.
2. New Members.
New members may be recommended by any Council or Academic member to the Executive Committee for consideration for an invitation for membership.

3. Vacancies.
Any vacancy on the Council shall be promptly filled by the Executive Committee.
4. No Compensation.
The Council members shall receive no compensation for their services.
5. Membership Requirements.
The rights, privileges and benefits of the members shall be determined and fixed from time to time by the Executive Committee. Each member shall also be required to pay yearly dues that shall be fixed from time to time by the Executive Committee. Membership dues may be increased or decreased by action of the Executive Committee in their discretion based upon any conditions that may arise from time to time as it appears in the best interest of IAC to do so.
6. Termination of Membership.
 - a. Resignation and Forfeiture of Membership.
Any member may resign from IAC at any time but shall not be entitled to refund of any prepaid dues. Any member who, without a reasonable excuse, misses three consecutive meetings or whose dues are more than three months in arrears shall automatically forfeit their membership in IAC.
 - b. Termination or Suspension of Membership.
The Executive Committee may terminate or suspend the membership of any Council Member whom the Executive Committee believes has been involved in an act discreditable to the industry, the Council, or the Department of Construction Management and Engineering or whose continued membership the Executive Committee believes to be harmful to the Council or the Department of Construction Management and Engineering.

ARTICLE III
Executive Committee

1. Powers.
The business and affairs of the Council shall be conducted and guided by an Executive Committee selected from voting members of the Council. The Executive Committee shall develop and determine the mission, program, business plans, committees, and policies of the Council. All officers shall have such authority and perform such duties in the management of the IAC as are provided in these Bylaws or as may be determined by the Executive Committee consistent with these Bylaws.
2. Members.
The Executive Committee shall consist of a President, Vice President, Treasurer and Secretary, all of whom shall be nominated from the IAC voting membership and duly elected at the Annual Meeting of the Council, and the Immediate Past-President of the Council. In addition, three (3) at-large members shall be elected to the Executive Committee from the Council. At least four (4) Executive committee members shall be contractor or subcontractor members. The remaining three (3) at-large members may be representatives of suppliers and construction industry support services representatives. The Executive Committee shall include the Chair of the Department of Construction Management and Engineering as a non-voting member.
3. Term of Office.
Each member of the Executive Committee shall have a term of one (1) year. No Executive Committee member shall be eligible for reelection to the same office for more than three consecutive terms.

4. Vacancies.
A vacancy in any office may be filled by the Executive Committee at any time and the officers so selected shall hold office for the remaining balance of the term until a successor is elected.
5. President.
The President shall preside at all meetings of the Executive Committee and all meetings of the Council. The President shall have any and all powers and duties which the Executive Committee may from time to time determine. The President shall be elected by the Council at the annual meeting for a term of one (1) year and shall hold that office until a successor has been duly elected. The President shall be an ex-officio member of all committees or task forces and see that officers and council members perform their respective duties in the best interests of the IAC and the Department of Construction Management and Engineering.
6. Vice President.
The Vice President shall assist the President and act as the President in his absence or incapacity and shall perform the duties of the President. When so acting, the Vice President shall have all the powers, duties and responsibilities of the office of the President. The Vice President shall be elected by the Council at the annual meeting of the Council for a term of one (1) year and shall hold that office until a successor has been duly elected.
7. Secretary.
The Secretary shall be responsible for such duties and functions as determined by the Executive Committee including record keeping. The Secretary may delegate to the Executive Director such details of the duties as may be approved by the Executive Committee. The Secretary shall be elected for a term of one (1) year and hold that office until a successor has been duly elected.
8. Treasurer.
The Treasurer shall be responsible for the budgeting and financial affairs of IAC. The Treasurer shall also work with and coordinate the financial affairs of the IAC with the North Dakota State University Development Foundation as appropriate and consistent with the guidelines of the Foundation. The Treasurer may delegate to the Executive Director such details of his duties and functions as may be approved by the Executive Committee. The Treasurer shall be elected for a term of one (1) year and shall hold that office until a successor has been duly elected. The

ARTICLE IV
Fiscal Year

1. The fiscal year of the Council shall begin on July 1 and run through June 30.

ARTICLE V
Meetings

1. Council Meetings.
 - a. Annual Meeting.
The Annual Meeting of the IAC for the transaction of any business relating to the affairs of the IAC shall be held no later than the month of May. At the Annual Meeting, the Executive Committee members shall be elected and such other business shall be transacted as may properly come before the Council. A midyear meeting shall be held no later than the month of October.
 - b. Notice of Meeting.
A written notice of the meeting shall be mailed to all IAC members at least ten (10) business

days but not more than forty-five (45) business days prior to the meeting. Mailing may include electronic mail.

2. Special Membership Meetings.

Special IAC meetings may be called by the President, or by at least two (2) members of the Executive Committee, or by written request delivered to the Secretary from at least three (3) of the Council Members in good standing. The notice provisions pertaining to the Regular Council Meetings shall also apply to Special Council meetings. The Notice shall state the purpose for any Special Meeting. The only business to be transacted at a Special Meeting shall be the matters covered in the written notice to members.

3. Executive Committee Meetings.

The Executive Committee shall meet at least four times a year. Meetings shall be the Annual Meeting and Midyear meeting and two other designated meetings at appropriate intervals, but the Executive Committee may meet more frequently as appropriate.

a. Regular Executive Committee Meetings.

The Secretary shall cause a written notice to be sent to all Executive Committee members at least ten (10) business days prior to all Executive Committee meetings. The meeting may be held by means of conference telephone, other similar communications equipment, so that all persons participating in the meeting can hear each other.

b. Special Executive Committee Meetings.

Special Executive Committee Meetings may be called by the President or at the request of two Executive Committee Members. The Secretary shall cause a written notice to be sent to all Executive Committee Members at least five (5) business days prior to such Special Meeting. The Notice shall state the purpose of the Special Meeting. The only business to be transacted at a special meeting shall be the matters covered in the Notice to members.

4. Other Meetings.

Standing Committees, Ad Hoc Committees or Task Forces may meet at intervals established by their chairs as needed to accomplish their functions and responsibilities. The President or the respective chair may call a special meeting of any committee or task force upon written notice sent to each committee member at least five (5) business days in advance of said meeting. The notice shall state the purpose of the special meeting.

5. Quorum.

a. At Council Meetings.

A quorum consists of those council members in attendance at any properly noticed meeting.

b. By Alternate Means.

For the purpose of matters submitted to the Council by mail poll or ballot or other electronic communication method, the receipt of response thereto from not less than a majority of the full Council shall constitute a quorum. The vote of a majority responding to such means, as the case may be, shall decide any questions brought before it.

6. Quorum of Executive Committee.

a. A quorum is established at any meeting of the Executive Committee when a majority of the full Executive Committee is present. Members may be considered present if participating by conference telephone or other similar communications equipment.

7. Voting.

At each meeting of the Council members, every Council member in good standing shall have one vote. At each meeting of the Executive Committee, every Executive Committee member shall have one vote. When a quorum is present at any Council or Executive Committee meeting, the vote of a majority of the Council members or the Executive Committee, as the case may be, shall decide any question before it. Voting may be by written proxy or by means of conference telephone, telefax machine or similar communications equipment. All voting activities must have at least 50% of the membership response to be a valid process. A member who is not current in the payment of all dues and other sums owed IAC on the date of the vote shall be considered "not in good standing" and shall not be entitled to vote.

ARTICLE VI
Amendment of Bylaws

1. Upon thirty (30) days written notice stating the proposed changes, modifications or amendments, the Bylaws may be amended, altered or repealed and new bylaws may be adopted by the Council by a two-thirds majority vote of a quorum of the Council members. Such vote may be by conference telephone, telefax or written proxy.

ARTICLE VII
Offices and Books

1. Offices.
The principal office of the organization shall be located at the Department of Construction Management and Engineering, North Dakota State University, Fargo, North Dakota.
2. Books.
Any necessary books of business, transactions and affairs of IAC, a copy of these Bylaws and the record of the membership shall be maintained at the Department of Construction Management and Engineering.
3. Emblem.
The Council may adopt an emblem for IAC.

ARTICLE VIII
Committees

1. The IAC shall conduct its affairs and business through standing committees to provide advice and guidance for the support and advancement of the Department of Construction Management and Engineering. Other standing committees, ad hoc committees or task forces may be appointed by the Executive Committee from time to time as appropriate. The Executive Committee may develop and prescribe the function, responsibilities, guidelines and procedures to be followed by each standing or ad hoc committee or task force.