



**TEXAS COUNCIL OF ENGINEERING LABORATORIES**

**CONSTITUTION  
AND  
BY-LAWS**

**ADOPTED JULY 24, 1972**

**REVISED JANUARY 27, 1975  
REVISED JANUARY 20, 1976  
REVISED SEPTEMBER 11, 1981  
REVISED JULY 24, 1986  
REVISED JANUARY 1, 1992  
REVISED JANUARY 1, 1999  
REVISED JULY 20, 2005  
REVISED April 1, 2010**

# CONSTITUTION

## **Article I--Name**

The corporation shall be known as the TEXAS COUNCIL OF ENGINEERING LABORATORIES, herein referred to as "The Council".

## **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 this corporation is organized are as follows: To foster, promote and encourage, by all legal and lawful means, geoprofessional services including geotechnical, geologic, environmental, construction materials engineering and testing, and related professional services; to facilitate the making of geoprofessional services available to the public; to develop high standards of performance in the science of geoprofessional services; to promote and advance knowledge and learning in the science and practice of geoprofessional services; to promote and maintain a high standard of integrity and ethical practices in the performance of geoprofessional services; and to promote and encourage legislation, administrative and judicial decisions favorable to the profession and practice and the offering of geoprofessional services.

## **Article V--Location**

The street address of the initial registered office of the corporation was 3601 Manor Road, Austin, Texas. The address of the office of the corporation is currently 1001 Congress, Suite 200, Austin, Texas, and shall change as directed by the Executive Board.

## **Article VI--Officers and Directors**

There shall be such officers and directors as established by the By-Laws. All officers and directors shall be elected by secret mail 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 Executive Board. All policy for establishing fees and dues, collections, and distribution of monies shall be in accordance with the By-Laws.

### **Article VIII--Dissolution**

This corporation 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 members or by the Executive Board. The Constitution 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 of the proposed amendment or amendments shall be given in writing to each member of the Council within three weeks of the mailing date. Four weeks after the mailing of 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 are 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.

# BY-LAWS OF THE TEXAS COUNCIL OF ENGINEERING LABORATORIES

## Article I--Membership

**Section 1.** Classes of Membership: There shall be two classes of membership in this council, known respectively as member firm and associate member firm.

**Section 2.** Each member firm shall have one vote. Associate member firms shall have no vote, nor shall any of their representatives be eligible to hold elected office in the Council, ***but can serve on any committee and may even chair any committee.***

## Article II--Requirements for Membership

To be eligible for membership, a firm must be a construction materials engineering laboratory and/or a geotechnical engineering firm, and must comply with the following requirements:

**Section 1.** All geotechnical and/or construction materials testing and inspection services provided by the firm must be under the direction and supervision of a professional engineer licensed in the State of Texas. The licensed engineer in responsible charge must be a full-time employee of the firm. The firm shall render such services in conformance with ASTM Standard E-329 for inspection and testing agencies for materials as used in construction.

**Section 2.** The firm must be in operation under the Laws of Texas and be actively engaged in the construction materials and/or geotechnical engineering disciplines.

**Section 3.** More than 75 percent of the firm's business must be for the public, rather than for special interest having part or whole ownership of the firm. It must 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. Further, its test reports, directly or indirectly, must 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.

**Section 4.** The firm must have at least two years of proven business financial stability and professional experience under the existing ownership at the time of application for membership.

**Section 5.** 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.

**Section 6.** The firm shall support the Council's endorsed programs, published manuals of practice, and any professional standards applicable to the discipline for which it offers services. It must possess all legally required licenses, certificates, and registrations in the discipline of services it provides. Its President, or designated officer, must agree to abide by and be governed by these by-laws.

### **Article III--Requirements for Associate Membership**

To be eligible for associate membership, a firm must comply with the following requirements:

**Section 1.** The firm must comply with the requirements of Article II, Sections 1, 3, 4, 5, and 6, and Article VII.

**Section 2.** The firm must possess all legally required licenses, certificates, and registrations to provide its disciplines of service in the State of Texas, and be actively engaged in the construction *materials* and/or geotechnical disciplines.

### **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 Executive Board 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 by letter all current members of the Council 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 Executive Board for balloting.

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

**Section 5.** The applicant, upon election by the Executive Board, shall be notified of election to membership contingent upon the elected applicant's subscription to the Constitution and By-Laws of the Council, and upon payment of required dues and fees.

**Section 6.** Officials of an applicant firm whose application does not receive favorable vote from the Executive 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 Executive Board, including an opportunity to be heard, which shall be granted without unreasonable delay. If three-fourths of those Executive Board members 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 written questionnaire.

## Article VI--Termination of Membership

**Section 1.** A member firm, or associate member firm, may be dropped from membership for non-payment of dues. Dues are payable on the first day of the month following ***issuance of dues statements shortly 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 automatically, unless the Executive Board votes to continue such membership as a result of such member firm's written request. Such written request should indicate a schedule for payment of dues owed. 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 firm may be subject to censure, suspension of membership for a stated period of time, or expulsion for violation of the Council's Constitution or By-Laws. ***For this to occur, a complainant must be filed by another member firm. 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 Chairman of the Disciplinary Committee shall then write to the Chief Officer of the member firm that is subject to the complaint, transmitting the allegations and requesting a reply within thirty (30) days.

(d) Upon receipt of the reply, the Chairman shall forward it to the complainant(s). If, within thirty (30) days, the complainant has not withdrawn the charges, then the Chairman shall forward the charges and all pertinent correspondence to the members of the Disciplinary Committee.

(e) 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.

(f) The Disciplinary Committee shall give to the member charged and to the complainant reasonable notice in writing stating the place, date, and time of the hearing. The member 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.

(g) 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.

(h) In the event the Disciplinary Committee, after reviewing the entire record, upholds the charges and recommends that the member charged be disciplined, it shall make a written decision to that effect recommending official censure upon the member charged, suspending the member for a stated period of time, or expelling the member from the Council. Such decision shall be transmitted in writing to the complainant and the member charged. Disciplinary action shall be effective upon receipt of the written decision of the Disciplinary Committee.

(i) The charged member may appeal an adverse decision of the Disciplinary Committee by transmitting a written request for review of that decision to the Executive Board. Upon request of the member charged, the Executive Board may stay the imposition of disciplinary action pending the decision on appeal. The Executive 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 Executive Board shall be transmitted in writing to the complainant and to the member charged. The findings and determination of the Executive Board shall be binding on the member charged and upon the Council.

**Section 3.** Withdrawal from Membership: Any member whose dues are paid up currently may, upon his request therefor to the Executive Board, voluntarily resign from membership. A member 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 may be dropped from the Council for failing to meet the requirements of Article V. The following procedures will be observed:

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

(b) After review of the evidence, the Chairman will contact the chief officer of the firm in question to verify the data submitted, and to obtain additional information related to compliance with membership requirements.

(c) The Chairman shall then present the complete dossier to the Executive Board. If the Board decides the compliance failure is insignificant, or accepts the member firm's pledge to take adequate corrective action, the matter shall be dismissed.

(d) If, after consideration of the data, the Executive Board decides that the firm is no longer eligible for membership, it shall direct the President to send such notice to the member firm, along with an explanation of the Board's action.

(e) The member firm in question will have the right to a hearing before the Executive 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 firm convince the Executive Board of its eligibility, the case will be dismissed. If the Executive Board remains convinced of the member firm's ineligibility, it shall notify the member firm 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 Executive Board shall be binding on the former member firm and the Council.

(h) Whatever the outcome of the hearing, the member firm in question shall be without recourse by way of damages or otherwise against the Council, any of its members, the Executive Board, the Executive Director, the President, or the Chairman of the Membership Eligibility Review Committee.

**Section 5.** Upon being terminated or resigning, a former member firm shall surrender its plaque and cease to use all insignia, seals, rights, privileges, and perquisites which it held by virtue of membership in the Council.

## **Article VII--Fees and Dues**

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

**Section 2.** Dues: The annual dues shall be established by a majority vote of the members attending the annual meeting on the recommendation of the Executive Board. Dues shall become due and payable on the first day of the month following **issuance of dues statements shortly after** the annual membership meeting. Dues will be prorated to the nearest quarter to the date of admission.

## **Article VIII--Officers and Their Election**

**Officers:** The Executive Board of the Council shall consist of four Directors, a President, President-Elect, Immediate Past President, and Secretary-Treasurer. Officers must be Professional Engineers. Directors shall be principals and/or Professional Engineers.

**Section 1.** Election of Officers and Directors:

(a) The Executive Board shall consist of representatives of at least five (5) member firms, each of which shall be in good standing.

(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) Eight weeks before the date of the annual meeting, the President shall appoint a nominating committee of three members. In appointing this committee, due regard shall be given to the geographical distribution and professional classification of the members.

(b) 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. The nominations shall be made with due regard to the geographical distribution and professional classification of the members, so that the Executive Board as finally constituted will be representative of the entire membership.

(c) Not less than three weeks before the date of the annual meeting, a ballot shall be sent to each member *firm* 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 in an unmarked envelope enclosed in a signed outer envelope. 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 Executive Board. In the event of a tie vote for any officer or director, the deciding vote shall be resolved by the hold-voter officers and directors.

**Section 3.** Vacancies: Should a vacancy occur in the Executive Board, the remaining members of the Executive Board shall appoint a member to fill such vacancy until it can be filled in the next regularly scheduled election.

**Section 4.** Meetings of the Executive Board: The Executive Board of the Council 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 Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive 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 Executive Board and Officers**

**Section 1.** Duties of the Executive Board: The governing authority of the Council shall be vested in the Executive Board, which shall have all the powers accorded to it by the Texas Non-Profit Corporation Act. The Executive Board is empowered to transact all business of the Council, and except in matters pertaining to membership, may delegate its authority to one or more officers or employees of the Council. The Executive Board may appoint an Executive Director, who shall serve at the pleasure of the Executive Board. The salary and expenses shall be agreed upon by contract with the Council represented by the Executive Board. The Executive Director shall be bonded in sufficient amount, in the opinion of the Executive Board, to cover the current liquid assets of the council and the premiums of this bond shall be an expense of the Council.

**Section 2.** Duties of the President: The President shall preside over all meetings of the membership and of the Executive Board. The President shall appoint all committees of the membership and of the Executive Board. The President shall exercise a general direction over all the affairs of the Council. 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 be Chairperson of the Resolutions Committee.

**Section 4.** Duties of the Secretary-Treasurer: The Secretary-Treasurer shall keep the minutes and records of all proceedings of the Council at meetings of the membership and meetings of the Executive 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 Executive 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 Executive Board. The Secretary-Treasurer shall be the Chairperson of 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 the Council as are assigned by the Executive Board, such as establishing and operating an office or offices of the Council, and promoting membership and public service by the Council. The Executive Director shall keep the minutes and records of all proceedings of the Council and at meetings of the membership and meetings of the Executive Board. The Executive Director shall maintain a complete file of all correspondence of the Council. The Executive Director shall send such notices and ballots as are provided for in these By-Laws, or as may be directed by the Executive 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 the Council, showing currently all additions and deletions from membership, and shall perform such other duties as pertain to the Office of Executive Director, together with such duties as may be assigned by the Executive Board.

**Section 6.** Disbursement of Funds: The Secretary-Treasurer shall draw checks for payment of bills approved for payment by the Executive 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 Executive Board.

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

## **Article X--Membership Meetings**

**Section 1.** Annual Meeting: Each year and at least three months in advance, the Executive 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 Executive Board for the next Annual Meeting; and in the absence of such election, the Executive 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 Executive 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 the council in attendance constitute a quorum for the transaction of business; and 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 By-Laws.

## **Article XI--Standing and Task Committees**

**Section 1.** Appointment: The President shall appoint all chairpersons and approve members of committees, with the approval of the Executive 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 follows:

(a) Finance and Budget Committee: The Finance and Budget Committee shall consist of the Secretary-Treasurer as Chairperson and two members, at least one of whom shall be a Director. This committee shall prepare a recommended budget for presentation to the Executive Board at the meeting of the Executive Board held immediately preceding the Annual Meeting. The recommended budget, when approved by the Executive 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. This committee shall also annually audit all accounts and make a report and such other reports as the Executive 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 Executive Board.

(c) Public Relations Committee: The Public Relations Committee shall acquaint the public and the members of the council by appropriate means as to the purposes, aims, and policies of the Council, and shall promote the good will of groups and organizations with whom the membership associates professionally.

(d) Liaison Committee: The Liaison Committee shall represent the Council 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.

(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 the Council, and shall inform the membership of government activities which potentially affect the professional practice of construction materials engineering.

(f) Practice Committee: The Practice Committee shall define, subject to approval of the Executive Board, standards of practice and standards of care for the various aspects of the disciplines of the professional practice of construction materials engineering.

(g) Resolutions Committee: The Resolutions Committee shall consist of the President-Elect as Chairman and two 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 transact special projects or investigations undertaken by the Council.

## **Article XII—Local Chapters**

**Section 1.** Purpose. As hereinafter provided, the Executive 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 Executive 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 Executive Board for recognition of a local Chapter of the TCEL. The organization of a local Chapter shall become effective upon the approval of the proposed Constitution and Bylaws of such Chapter by the Executive Board of the TCEL. Such Chapter Constitution, Bylaws and any amendment thereto shall become effective only after approval by the Executive Board of TCEL.

**Section 4.** Membership and Territory. The Constitution of each local Chapter of the 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 firm members. The names and addresses of all members 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 By-Laws**

**Section 1.** Amendments to the By-Laws may be initiated by a petition signed by ten members or by the Executive Board. These By-Laws 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 the Council within three weeks of the mailing date. Four weeks after the mailing of 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(s), they shall thereupon be amended accordingly. Should the committee determine that the required majority of the membership are not in favor of the amendment(s), it shall declare the proposed amendment(s) not adopted and these By-Laws not be affected thereby.

