

THE ENGINEERING FOUNDATION OF ST. LOUIS

d.b.a. THE ENGINEERING CENTER OF ST. LOUIS

BYLAWS

ARTICLE I – NAME AND OFFICE

Section 1. Name – The name of this corporation shall be THE ENGINEERING FOUNDATION OF ST. LOUIS (the “Foundation”) and, under a legal Doing Business As (d.b.a.) filing, shall formally be known as THE ENGINEERING CENTER OF ST. LOUIS (the “Center”).

Section 2. Office – The Center shall have such offices within and out of the State of Missouri as may be determined by the Board of Directors.

ARTICLE II – PURPOSE

Section 1. Mission – The Mission of the Center shall be to advance the engineering profession, raise awareness of current issues in the industry, and encourage the next generation to pursue a career in engineering by building interest in Science, Technology, Engineering, and Math (STEM).

Section 2. Vision – The Vision of the Center shall be to be the hub for engineering activities and a driving force for public engagement with engineering.

Section 3. Goals – The Goals of the Center shall be:

- A. To act as a trusted source for the industry benefitting the St. Louis region and to advise community leaders, civic organizations, and public agencies.
- B. To be a resource for education systems providing exposure to all students on engineering fundamentals.
- C. To build a community of engineers by partnering with affiliated societies, companies, and other like-minded organizations.
- D. To support a platform of diversity and inclusion in the technical, scientific, and educational fields of engineering.
- E. To obtain individual donations, corporate donations, and grant funding from regional and national sources to further advance the mission.
- F. To provide funding sufficient to implement these objectives.

Commented [JK1]: Added this so to not limit ourselves to partnering with affiliates.

ARTICLE III – MEMBERSHIP

The Center shall have no members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Board's Name and Authority – The Board of Directors shall have supervision, control and direction of the affairs of the Center, shall determine its' policies or changes therein within the limits of the bylaws, shall actively prosecute its purpose, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Selection and Service

- A. The Board of Directors shall consist of not fewer than eleven (11) nor more than twenty-one (21) members.
- B. The Officers shall be the President, President-Elect, Treasurer and Secretary of the Engineers' Club of St. Louis.
- C. The President of the Board of Directors shall appoint the Nominating Committee. The Nominating Committee shall present a slate of directors for consideration at each Annual Membership Meeting.
- D. A minimum seven (7) of the Directors shall be elected by the members of the Board of Directors from among the current members of the Engineers' Club of St. Louis.
- E. Up to seven (7) of the Directors shall be elected by the members of the Board of Directors from members of Affiliated Societies.
- F. Up to seven (7) of the directors shall be At-Large members presented by the Nominating Committee for consideration by the Officers to present to the Board of Directors at the Annual Board meeting. Additional nominations may be made from the floor of the Board at such Annual Board Meeting. No second is required.
- G. At all times the majority of the Board of Directors shall consist of appointees that are current or past directors of the Engineers' Club of St. Louis.
- H. Directors shall serve a term of three years and may succeed themselves. Members of the Board of Directors shall be elected at each Annual Board Meeting.

Commented [JK2]: Alternatively, this could be current members. That gives more flexibility in the event someone who wasn't a director wants to be involved with the Center.

Commented [JK3]: I suggest we make this seven for both categories, that gives us more flexibility at filling the board.

Commented [JK4]: Alternatively, this could be current members. Would not change one without changing both.

Commented [JK5]: Amended this to three years. I think three is more critical for the Center so we can maintain continuity and momentum.

Section 3. Meetings – Regular meetings of the Board of Directors shall be held

quarterly. Special meetings may be called by the President at any time, or shall be called upon written request submitted to the Secretary by not less than two Directors. Notice of any regular, special or adjourned meetings of the Board of Directors shall be given at least five days previous thereto by written notice delivered personally or sent by mail or electronic mail to each Director at the Director's last known address.

Commented [JK6]: We should consider how we specify meetings. We say that we will approve new members at the annual meeting, and then also say to have a meeting right after the appointment. But we only require one meeting. Let's discuss.

Section 4. Voting – Except as otherwise specifically provided in these bylaws, all decisions at any meeting of the Board of Directors or any committee of which there is a quorum, shall be a majority vote of those present.

Section 5. Quorum – One-half of those eligible to vote shall constitute a quorum at any meeting of the Board of Directors. Any lesser number may adjourn from time to time until a quorum is present.

Section 6. Compensation – Directors as such shall not receive any stated compensation for their services as Directors, but, the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedure for approval and payment of such expenses by designated officers of the Center.

Section 7. Resignation or Removal – Any Director may resign at any time by giving written notice to the President, the Secretary or to the Board of Directors. Such resignations shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board of Directors. Any Director may be removed by a majority vote of the Board of Directors at any regular or special meeting at which a quorum is present.

Section 8. Vacancies – Any vacancies that may occur on the Board of Directors may be filled by nomination by the Officers and appointment by the Board of Directors of the Center.

ARTICLE V – OFFICERS

Section 1. Officers – The Officers of the Center shall be the President, President-Elect, Secretary, and the Treasurer of The Engineers' Club of St. Louis.

Section 2. President – The President of the Board of Directors shall be the President of the Engineers' Club of St. Louis. The President shall be the principal executive officer of the Center, and shall, in general, perform all duties incident to the office of President and have such other powers and shall perform such other duties as the Board of Directors may from time to time assign. The President shall be an exofficio member of all committees. The President shall perform all duties of President of the Center under the General Not-For-Profit Corporation Law of the State of Missouri.

Section 3. President-Elect – At the request of the President or in the event of the President's absence or inability to act, the President-Elect shall perform any and all of the duties of the President. In addition, the President-Elect shall have such other powers and shall perform such other duties as the Board of Directors may from time to

time assign.

Section 4. Secretary – The Secretary shall keep the minutes of all meetings of the Center; see that all notices are duly given in accordance with the provisions of these bylaws; shall perform all duties of the Secretary as outlined in the General Not-For-Profit Corporation Law of the State of Missouri.

Section 5. Treasurer – The Treasurer shall keep an account of all monies received and expended; make disbursements authorized by the Board of Directors; keep such other books and records as may be necessary; and, shall perform such other duties as the Board of Directors shall from time to time assign.

Section 6. Vacancies – Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting, or by mail ballot.

Section 7. Bonding – The Treasurer, or any other person entrusted with the handling of funds or property of the Center, shall, at the discretion of the Board of Directors, furnish, at the expense of the Center, a fidelity bond approved by the Board of Directors, in such a sum as the Board of Directors shall establish.

ARTICLE VI – COMMITTEES

Section 1. Appointment – The President, subject to the approval of the Board of Directors, shall review the need for, name and appoint such standing, special or subcommittees as may be required by the bylaws or as the President may find necessary.

Section 2. Rules and Regulations – The Board of Directors shall establish such rules and regulations as may be necessary for such committees.

ARTICLE VIII – MISCELLANEOUS

Section 1. Rules of Order – “Robert’s Rules of Order, Revised” most recent edition, shall govern all deliberations when not in conflict with these bylaws.

Section 2. Seal – The Center shall have a seal of such design as the Board of Directors shall adopt.

Section 3. Limitation – Nothing in these bylaws shall constitute Directors or the Center as partners for any purpose. No Director, Officer, employee or agent of this Center shall be liable for the act or failure to act on the part of any other Director, Officer, employee or agent of the Center. Nor shall any Director, Officer, employee or agent be liable for acts or omissions under these bylaws, excepting only acts or omissions arising out of willful negligence.

Section 4. Dissolution – The Center shall use its funds only to accomplish the objectives and purposes specified in these bylaws. On dissolution of the Center, any funds remaining shall be distributed in accordance with the Articles of Incorporation.

Section 5. Indemnification – The Center shall indemnify and hold harmless each person who is now or who shall hereafter serve as an Officer, Director, employee or agent of the Center from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of having heretofore or hereafter been an Officer, Director, employee or agent of the Center, or by reason of any action alleged to have heretofore or hereafter been taken or omitted by such person as an Officer, Director, employee or agent of the Center, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by such person in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims or liabilities, cost or expenses incurred in connection with any claim or liability or threat or prospect thereof, based upon or arising out of that person's own negligence or willful miss-performance of that person's duties as an Officer, Director, Employee, or agent of the Center. The determination of all questions as to the existence of negligence or willful miss-performance as to the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made and shall be final and conclusive if made, by the Board of Directors acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so affected). The right accruing to any person under the provision of this section shall not exclude any other rights to which such person may be lawfully entitled, nor shall anything herein contained restrict the right of the Center to indemnify or reimburse such person in any case, even though not specifically provided for in these bylaws.

Section 6. Fiscal Year – The fiscal year of the Center shall be set by resolution of the Board of Directors of the Center.

ARICLE VIII – AMENDMENTS

These bylaws may be amended or appealed, in whole or in part, by a majority vote of those present at any duly organized meeting of the Board of Directors of the Center.