

THE ENGINEERS' CLUB OF ST. LOUIS CONSTITUTION
(Amended January 18, 2010)

ARTICLE I. Name, Location and Duration (Governance) (Amended April 20, 2009)

The name of the Corporation shall be THE ENGINEERS' CLUB OF ST. LOUIS. The Corporation shall be located in the City of St. Louis, Missouri area, and the Corporation shall have perpetual duration.

ARTICLE II. Objectives and Purposes (Governance) (Amended April 20, 2009)

The Corporation shall be a nonsectarian, nonpolitical, and nonprofit society. The objectives and purposes of the Corporation shall be to promote the educational and professional improvement of its members, to advance the field of engineering, to make available to the general public technical and scientific information and knowledge, and generally to aid in the solution of public questions involving engineering and scientific problems.

ARTICLE III. Powers (Governance) (Amended April 20, 2009)

For the attainment of the objectives and purposes as set forth, the Corporation shall have powers to hold, receive, lease, purchase, sell, encumber, and dispose of property of every kind and to erect, repair, alter and maintain any edifice and it shall have powers to borrow money, issue bonds, debentures and notes and make other contracts, and to secure its obligations by encumbering and pledging any or all property of the Corporation, excepting endowment funds and income there from.

The Corporation shall have the power to receive and take by deed, device and otherwise, any real or personal property for the objectives and purposes herein set out, and may acquire and administer funds, trusts, and foundations established in accordance with said objectives and purposes. The Corporation shall have power to receive and obtain from its members and others, dues, fees, contributions, assessments and trusts. In general, the Corporation shall have all powers proper, necessary and incidental to carry out the objectives and purposes of the Corporation.

ARTICLE IV. Effective Date (Governance) (Amended April 20, 2009)

This Constitution shall take effect upon adoption by the membership of the Corporation and approval as the governing instrument of the Corporation by a Pro Forma Decree granted by the Circuit Court of the City of St. Louis, Missouri.

ARTICLE V. Membership Categories (Governance) (Amended April 20, 2009)

A member of this Corporation shall be a person of the age of eighteen years or more, elected to membership by the Board of Directors. The Candidate for membership shall be of good moral character and shall be qualified under one of the following categories: Corporate Member, Affiliate Member, Junior Member, and Student Member. Members of each class shall be equally entitled to vote and to exercise all of the other rights and privileges of membership, excepting that only Corporate Members shall be eligible to hold elective offices and also that no Corporate

Members shall hold two elective offices concurrently. There shall be no other restriction on the rights of a member to hold an official position.

There shall also be associated with the Corporation Senior Members and Honorary Members who, upon designation or election to such status, shall be entitled to the same rights and privileges as their respective classification of either Corporate Member or Affiliate Member.

SECTION 1 - A Corporate Member shall be a person who, at the time of election, shall have reached the age of thirty years and, in addition, shall fulfill one or more of the following requirements:

- (a) Be a Registered Professional Engineer or a Registered Architect; or
- (b) Hold a college or university degree in engineering, architecture or science; or
- (c) Possess at least eight years experience of responsible character in the field of professional engineering, architecture or science.

SECTION 2 - An Affiliate Member shall be a person who at the time of election shall have reached the age of thirty years and who is engaged in an occupation allied to the practice of engineering, architecture or science, or whose interest is in one or more of these fields. The election of Affiliate Members may be suspended during any period in which the number of Affiliate Members is greater than thirty percent of the total number of members, at the discretion of the Board.

SECTION 3 – A Junior Member shall be a person between the ages of eighteen and thirty years, who is a graduate in engineering, architecture or science or who is engaged in an occupation allied to one or more of these fields. A Junior Member, upon reaching the age of thirty shall be elected by the Board of Directors to either the classification of Corporate Member or Affiliate Member.

SECTION 4 – A Student Member shall be a person who is a student in engineering, architecture or science. A Student Member, upon either leaving school or graduating, shall notify the Corporation at which time they will be elected to the appropriate membership class.

SECTION 5 - A member shall be designated as a **Senior Member** to their respective classification of either Corporate Member or Affiliate Member by the Board of Directors provided the member shall have reached the age of sixty-two years and is retired.

SECTION 6 - A member shall receive the additional title and distinction of **Honorary Member**, upon election by the Board of Directors, as recognition for either of the following:

- (a) meritorious services to the Corporation; or
- (b) distinguished achievement in the engineering, architectural or scientific fields

SECTION 7 – Each of the three membership classifications, Corporate, Affiliate and Junior, shall be divided into two grades:

- (b) Resident Affiliate Members 100%
- (c) Resident Junior Member 50%
- (d) Senior Member 50%
- (e) Any of the Above Non-Resident Member 25%
- (f) Student Members 0%
- (g) Honorary Member shall be exempt from further payment of dues and assessments

SECTION 2 - When two members have a spousal relationship, only the higher ranking member (i.e. Corporate or Affiliate versus Junior) shall be required to pay dues. The spouse member of an Honorary Member shall be required to pay dues.

SECTION 3 – The Board of Directors shall have the authority to increase or decrease annual dues in any amount not exceeding ten percent (10%) in any one year. The changes in dues may be authorized provided:

- (a) That the notice of proposal of said change in dues shall be contained in the notice calling the meeting of the Board of Directors at which said proposal shall be voted, and
- (b) That a two-thirds majority of the Board of Directors present at said meeting shall vote in favor of said change in dues.

SECTION 4 - Dues of a newly elected member shall begin on the first day of the next month for the pro-rata period remaining in the fiscal year.

SECTION 5 - The Board of Directors shall have the authority to excuse a member from the payment of dues.

SECTION 6 – Dues Payment(s) - Dues are payable within 30 days after the date on the first Dues Invoice unless the member notifies the Corporation in writing that they are opting for either the semi-annual or quarterly dues payment plans.

- (a) If a member elects to make semi-annual payments, the first installment is payable within 30 days after the date on the first Dues Invoice, with the balance due within 180 days after the date on the first Dues Invoice.
- (b) If a member elects to make quarterly payments, the first installment is payable within 30 days after the date on the first Dues Invoice, with subsequent quarterly payments due within 90 days, 180 days, and 270 days after the date on the first Dues Invoice for quarterly payment plan.

Dues that remain unpaid 30 days after the due date(s) specified above will be considered in arrears, with membership subject to cancellation by the Board of Directors, provided the member was notified in writing by the Secretary that their dues are in arrears and that the member has four weeks from the date of the notification to pay the outstanding dues or assessment balance, and thereby restore their membership to good standing.

Should the member fail to provide timely response to the notice referenced above, such failure shall constitute abandonment of membership and the Club Manager shall be directed by the Board of Directors to delete the individual's name from the list of the membership.

The Board of Directors may deny a member's request to elect to use the semi-annual or quarterly payment plan, when, in the opinion of the Board, the member has demonstrated an abuse of this benefit by failing to make timely and responsible installment payments.

SECTION 7 - An Application Processing Fee shall accompany the application for election and shall be as follows:

- (a) Corporate Member \$25;
- (b) Affiliate Member \$25;
- (c) Junior Member \$10; and
- (d) Student Member, fee waived

SECTION 8 - Assessments in addition to the annual dues may be authorized by the Board of Directors, provided that:

- (a) The notice of proposal for said assessment be contained in the notice calling the meeting of the Board of Directors at which said proposal shall be voted;
- (b) A two-thirds majority of the Board of Directors present at said meeting vote in favor of said assessment.

The total amount assessed in any fiscal year shall not exceed one-half the total of annual dues for that year.

The total amount assessed in any fiscal year exceeding one-half of the total of annual dues for that year may be proposed by the Board of Directors; however, they shall require an affirmative vote of a majority of the votes cast by the members of the Corporation through referendum by ballot.

ARTICLE VIII. Resignation, Cancellation, Reinstatement and Expulsion (Governance) (Amended April 20, 2009)

SECTION 1 - A member whose dues have been fully paid to date may resign their membership in good standing by addressing a signed written resignation to the Board of Directors. Their dues shall be suspended and their resignation accepted as of the date of receipt of the resignation.

SECTION 2 - The Board of Directors shall have the authority to cancel the membership of any member whose dues or assessments are in arrears for a period of one year or longer, provided that the member shall be notified by the Secretary that he/she shall have four weeks in which to pay the dues or assessments owed, and thereby restore their membership to good standing. Failure of the member to respond to the notice in a timely manner shall constitute abandonment of membership and the Secretary shall be directed by the Board of Directors to delete their name from the list of members.

SECTION 3 - The Board of Directors shall have the authority to reinstate a former member who has resigned from the Corporation in good standing, without the requirement of the Application Processing Fee that is required of new members. A member whose membership was canceled for non-payment of dues may be re-elected to membership by the Board of Directors provided that they shall submit a new application accompanied by the appropriate Processing Fee for their classification.

SECTION 4 - The Board of Directors shall have the power to expel a member. The procedure shall consist of the following:

- (a) Submission of a petition, stating charges based upon professional or personal misconduct, and signed by five Corporate Members; or
- (b) Submission of notice from the Secretary stating that the Registration Board of Missouri or another state having similar Registration Laws, has revoked the Certificate of Registration of the member.

The member shall be provided with a copy of the charges and shall be invited to appear in front of the Board of Directors after a reasonable time, at the hearing of the charges. The Board of Directors shall vote upon expulsion of the member, which will require a majority vote of three-fourths of all the current Board Members. After expulsion has been approved, the member shall be invited to submit a letter of resignation. Failure to submit the letter of resignation shall be followed at the next Board of Directors meeting by a formal order of expulsion without further notice.

ARTICLE IX. Board of Directors and Officers (Governance) (Amended April 20, 2009)

SECTION 1 - The Corporation shall be governed by the Board of Directors, consisting of the Officers of the Corporation, together with twelve elected Directors and the current Past President of the Corporation. The officers of the Board of Directors shall be the same as those of the Corporation. The Officers of the Corporation shall be: President, President-Elect, Secretary, and Treasurer.

SECTION 2 - The Officers of the Corporation and twelve Directors shall all be members and shall serve without financial remuneration.

SECTION 3 - The Executive Committee shall consist of the Officers of the Corporation.

ARTICLE X. Election of Officers and Directors (Governance) (Amended April 20, 2009)

SECTION 1 - Officers and Directors shall assume office on June 1. The Officers shall serve for a period of one fiscal year and until their successors are elected.

The President-Elect shall automatically assume the office of President for one year upon completion of his/her term as President-Elect.

Directors shall serve for a period of two fiscal years and until their successors are elected. Six of the Directors shall be elected each year and each elected director so that twelve elected Directors shall serve at all times.

Should a vacancy in an elective office occur, the President shall submit a qualified nominee to the Board of Directors for approval by simple majority of those members of the Board present at the regular meeting of the Board at which the nominee is submitted for consideration. A vacancy in an elective office shall be filled for the period remaining until the next regular annual election. Should the President be unable to complete his/her term of office, the President-Elect (or in the absence of the President-Elect the ranking officer) shall perform all duties and responsibilities of the President.

SECTION 2 - There shall be a **Nominating Committee** composed of seven members. The members of the Nominating Committee shall be appointed by the President based on the following criteria and restrictions:

The following members are ineligible for Nominating Committee membership:

- (a) a member who has served on the two preceding Nominating Committees;
- (b) a members of the current Board of Directors;
- (c) a member of the two preceding Boards of Directors; and
- (d) a Student Member.

The Nominating Committee shall consist of seven (7) eligible members of the Corporation as appointed by the President based on the following criteria:

- (a) Group One - Two Committee members shall be selected from the membership of the preceding Nominating Committee plus one alternate; and
- (b) Group Two - Five Committee members currently serving on one of the Standing Committees, plus one alternate. Each Chairperson of a Standing Committee shall propose two candidates, to the President for consideration.
- (c) The Chairperson of the Nominating Committee shall be the Group One member with the longest continuous membership in the Corporation.

SECTION 3 - The Chairperson of the Nominating Committee shall call the first meeting by March 15. Five members of this Committee shall constitute a quorum, provided that one of the five shall be from Group One. In case of inability of a member of this Committee to serve, the elected alternate from that member's Group shall serve.

SECTION 4 - The task of the Nominating Committee is to nominate the following:

- (a) One or more Nominees for the Office of President-Elect and Secretary, and
- (b) Two or more Nominees for the Office of Treasurer; and
- (c) Twelve or more Nominees for the six positions as Members of the Board of Directors.

The Committee shall meet as often as necessary to complete its task and file a Report of its nominations with the Secretary by the first day of April. No one shall be nominated who has not specifically agreed to be a Nominee and to serve, if elected.

SECTION 5 - The ballot for the annual election shall list each office and under it, the Nominees for that office in alphabetical order. A ballot shall be distributed to every member of the Club as soon as practical after the first of April, to be returned at a time designated by the Board of Directors. The method of distribution and return of the ballot shall be as directed by the Board of Directors to insure maximum opportunity of voting by the membership based on the available technology.

SECTION 6 - The person receiving the highest number of votes for each office shall be the nominee elected. The six nominees who receive the highest number of votes in the group of twelve or more nominees for directors shall fill the six elected positions as Directors.

SECTION 7 - In the event of a tie vote for any office or position, the tie shall be resolved by the Board of Directors.

ARTICLE XI – Member Voting Method (Administrative) (Amended January 2010)

The following method shall be used for the distribution, return and counting for voting requiring a ballot.

- (a) Numbered ballots shall be distributed to members with one unstamped, addressed return envelop;
- (b) The marked ballot shall be placed in the return envelop.
- (c) Ballot envelopes shall be retained unopened until the day they are to be counted. . They are to be opened at the meeting of the Tellers and the ballot and envelope shall be separated to ensure the secrecy of the voting process.
- (d) As part of the tallying of the votes, the Tellers shall verify that there was no duplication of the numbered ballots.
- (e) The President shall appoint the Officers, members of the Board of Directors, and Committee Chair-people as Tellers to count the ballots.

ARTICLE XII. Authority and Responsibility of the Board of Directors (Governance) (Amended April 20, 2009)

SECTION 1 - The Board of Directors shall have the authority to exercise all the powers of the Corporation as set out in the Constitution and shall have the responsibility for administering, directing, and managing all of the Corporation’s affairs.

- (a) The Board of Directors shall hold regular monthly meetings at a time to be fixed at its convenience. Other meetings may be held upon the call of the President, or in case of the President’s absence or inability, by the President-Elect or by at least one-third of the Board of Directors. At the Board meeting, nine members shall constitute a quorum. All matters

before the Board shall be determined by a majority of those present unless otherwise provided for in the Constitution.

- (b) The Board of Directors shall have authority to adopt Board Orders concerning the procedures and affairs of the Corporation that are consistent with the Constitution. Such Board Orders shall be dated and published in the next issue of the Journal. Board Orders shall remain in effect until amended or repealed by the Board.

SECTION 2 - The President shall have general supervision of the affairs of the Corporation, under the direction of the Board of Directors. The President shall preside at all meetings of the Corporation, and shall serve as a member of all Standing Committees. In the absence of the President, the Officer to preside at the meetings shall be chosen in the following succession: President-Elect, Secretary, and then Treasurer. In the event of the absence of the Treasurer, the Director with the longest continuous membership in the Corporation shall preside.

SECTION 3 - The Treasurer shall have charge of the funds of the Corporation, to deposit, invest and disburse as the Board of Directors shall determine. The Treasurer shall submit to the Board a report of all receipts and expenditures at each regular meeting of the Board of Directors.

SECTION 4 - Real Property of the Corporation shall be purchased, sold or encumbered upon recommendation of the Finance Committee and approval of the Board of Directors, only subsequent to a grant of authority by an affirmative vote of the majority of the votes cast by the membership through a letter ballot.

ARTICLE XIII –Staff Management/Responsibility (Administrative) (Amended April 20, 2009)

SECTION 1 - There may be a Club Manager and the Club Manager’s Staff who shall be appointed by the Board of Directors and shall be paid such compensation as shall be contracted by the Board of Directors. The Board of Directors shall enter into a written contract with the Club Manager for a period of no longer than one year, by an affirmative vote of the majority of the Board of Directors at a regular meeting of the Board.

SECTION 2 - The Club Manager and/or the Club Manager’s staff shall have charge of all records and correspondence of the Corporation; shall record the minutes of the meetings of the Board of Directors; shall supervise all bank checks for Corporation expenses and disbursements; shall supervise all notices; shall serve as Editor of the Journal; shall supervise the distribution and collecting of ballots, and shall perform other such duties as may be assigned by the Board of Directors.

SECTION 3 - The Club Manager under the supervision of the Board of Directors shall maintain records of the residences and places of business or employment of the members. Upon application by a member, the Club Manager is authorized to change the membership grade so that it will be on a current basis, Resident or Nonresident. All such changes shall be reported to the Board of Directors.

SECTION 4 - A Petty Cash Fund, in an amount to be decided upon by the Board of Directors, shall be maintained in the sole custody of the Club Manager. The Club Manager is authorized to defray such cash expenditures as require immediate payment from this fund and shall render monthly accounts of this fund to the Finance Committee.

ARTICLE XIV – Facility Use (Administrative) (Amended April 20, 2009)

The Board of Directors shall have authority to make the Club building available for meeting purposes to engineering, architectural, scientific and educational organizations.

The use of the Club building for meeting purposes other than those of the Club shall also be available to:

- (a) Local societies or local sections of national organizations of engineering or allied professions whose chief objective is the advancement of the knowledge and practice of engineering, or of allied sciences, or the promotion of interest in them
- (b) Companies having Club members as employees
- (c) Individual members and their groups upon petition to the Board of Directors.

Service charges for such meetings shall be fixed by the Board of Directors. In addition to the service charge, there shall be a charge for all out-of-pocket expenses at cost. Organizations will be held responsible for any damage or breakage of furniture or fixtures.

The Club will not be responsible for the loss of any articles of value when meetings are held under the auspices of other organizations. Committee meetings, for which no charge will be made, may be held in the Club at the discretion of the Secretary.

ARTICLE XV. Committees (Administrative) (Amended April 20, 2009)

SECTION 1 - There shall be a **Finance Committee**, which shall consist of the Treasurer, the President-Elect, the President and, in absence of the later, the Secretary. The responsibilities of this Committee shall be as follows:

- (a) This Committee shall prepare a budget of anticipated income and expenditures for the fiscal year for approval by the Board of Directors at the May Board meeting.
- (b) Authority is hereby vested in the Finance Committee to have access to the Corporation safety deposit box, and to disburse funds from the savings or checking accounts of the Corporation, and, when specifically authorized by the Board of Directors, to execute purchases, sales or transfers of bonds, securities, or other personal property instruments binding the Corporation.
- (c) The signatures of any two of the members of the Finance Committee shall be required to exercise the foregoing authority, with the exception of disbursing funds from the checking accounts of the Corporation, where the signatures of any two of the Officers of the Corporation shall be required.

SECTION 2 - The **Audit Committee** shall consist of a Past President, serving as Chair, a first year member of the Board of Directors and a Corporate Member of the Club.

A Certified Public Accountant shall audit the accounts of the Treasurer at the close of every third fiscal year. In years not having an audit by a Certified Public Accountant, the President shall appoint the Audit Committee to conduct an internal audit. The Auditor's or Audit Committee's report shall be submitted to the Board of Directors and published in the Journal.

SECTION 3 - The President shall each year appoint a Chairperson to the following Standing Committees:

- Education Committee
- Fellowship Committee
- House Committee
- Professional Development Committee
- Meetings Committee
- Membership Committee
- Professional Recognition Committee
- Public Affairs Committee
- Young Engineers Committee

The number of members serving on these Committees shall be within the discretion of the President, who shall fill the appointments as soon as possible after their election. Members may serve on more than one committee. The Chairperson of the Standing Committees shall report the activities of their Committees at the regular meetings of the Board of Directors.

SECTION 4 - The President, with the approval of the Board of Directors, may appoint additional Committees for temporary purposes, as well as create additional Standing Committees for purposes of longer duration.

ARTICLE XVI Meetings (Governance) (Amended April 20, 2009)

Arrangements for all meetings of the Corporation shall be subject to regulation by the Board of Directors. An annual meeting shall be held during the month of May or June at which the Officers and Directors, elected for the following year, shall be installed.

ARTICLE XVII The Journal (Administrative) (Amended April 20, 2009)

A Journal shall be published at such times as the Board shall specify and shall be entitled "The Journal of the Engineers' Club of St. Louis", one of which shall be published and distributed each year and containing a roster of the membership of the Club together with other matters of historical and current interest to the membership. Advertising may appear in the Journal, which shall be sent to the membership without charge.

ARTICLE XVIII Annual Awards (Administrative) (Amended April 20, 2009)

SECTION 1 – The Board of Directors may choose one individual each year, whether a member of the Club or not, to receive an award for distinguished service in engineering, architecture or science. The award shall be known as the **ACHIEVEMENT AWARD OF THE ENGINEERS’ CLUB OF ST. LOUIS**. The Award shall be bestowed upon the recipient at the Annual Meeting in May or June. Nomination of an individual for this Award may be initiated by any member of the Club. The nomination shall be forwarded to the Professional Recognition Committee for consideration. After due deliberation, the Professional Recognition Committee shall make a recommendation to the Board of Directors.

SECTION 2 - The Professional Recognition Committee may award, with the Board of Directors approval, citations to not more than two members of the Club annually. The citation is to be designated as the “**Award of Merit**” for outstanding performance or contributions reflecting credit to the engineering profession or the Engineers’ Club of St. Louis. The presentation shall be made at the Annual Dinner Meeting.

SECTION 3 - The Young Engineers’ Committee may recommend awarding a citation, designated the “**Young Engineer of the Year Award,**” to not more than one member of the Club annually. The award shall be recommended by the Committee and approved by the Board of Directors and shall be designed to recognize distinguished service of younger members to the engineering profession, the community and The Engineers’ Club of St. Louis. The award presentation shall take place at the Annual Dinner Meeting.

ARTICLE XIX. Amendments (Governance) (Amended April 20, 2009)

SECTION 1 - Articles designated herein as “**Governance**” shall only be amended, revised or repealed by a ballot vote of the membership. The distribution of the ballot shall be preceded by either of the following conditions:

- (a) the Board of Directors shall approve the amendment by a majority vote for submission to the members of the Corporation; or
- (b) a petition for submission of the amendment signed by at least fifty Corporate Members shall be filed with the Secretary.

Notice of the amendment must be given to the membership at least thirty (30) days prior to the distribution of the ballots.

An amendment submitted to the membership by a ballot shall take effect provided that:

- (a) The total number of ballots cast for and against the amendment shall equal at least one-fourth of the total number of members of the Corporation; and
- (b) Two-thirds of the total number of ballots cast shall be cast for the amendment. The counting of ballots shall not be taken until the return deadline specified, but in no event less than two weeks after the distribution of the ballot to members.

Ballots shall be distributed to the membership in such a manner as deemed appropriate by the Board of Director based on the current available technology, provided:

- (a) All eligible voting members have reasonable access to the ballot, and
- (b) Ballots become invalid if duplicated, and
- (c) Confidentiality of individual votes are maintained

SECTION 2 – Articles designated herein as “**Administrative**” may be amended, revised or repealed by a vote of the Board of Directors, said vote being conducted by a ballot distributed at a regular meeting of the Board. Notice of the proposed amendment, revision or repeal of an Administrative Article shall be made to the Club membership at least sixty (60) days prior to the date of the regular meeting of the Board at which the vote is to be taken.

The amendment shall take effect provided that two-thirds of the Board of Directors casts a favorable vote for the passage of the amendment.

ARTICLE XX Voting on Propositions Other Than Amendments (Governance) (Amended April 20, 2009)

SECTION 1 - To determine the position of the membership on any proposition, a ballot vote shall be taken:

- (a) At the direction of the Board of Directors; or
- (b) Upon receipt of a petition for a vote, signed by a minimum of fifty Corporate Members.

Each proposition submitted to the membership by a ballot shall be stated in the affirmative sense, so that members favoring the proposition may support it by voting “Yes,” and members against the proposition may oppose it by voting “No.”

Notice of the proposition being submitted to the membership shall be given thirty days before the ballot vote. During the thirty day period a negative argument of less than 500 words may be prepared by any member against the proposition. The negative argument shall be incorporated into the ballot if it has been signed by no less than ten Corporate Members and submitted to the Club Manager more than seven days before the ballot.

The President shall appoint a committee of five members to compose an affirmative argument. In case of a proposition submitted by a petition of members, the members signing the petition shall select those five persons who shall form the committee to compose the affirmative argument for the proposition. The affirmative argument shall be less than 500 words.

With each ballot shall be distributed a concise, impartial statement of the proposition accompanied by:

- (a) The affirmative argument as described above; and
- (b) The negative argument as described above, if any.

SECTION 2 - A proposition submitted to the membership for consideration shall take effect provided that:

- (a) The total number of ballots cast for and against shall equal at least one-fourth of the total number of members of the Corporation, and also
- (b) Two-thirds of the total number of ballots cast in the referendum shall be cast for the proposition. The counting of ballots shall not be taken until the return deadline specified, not less than two weeks after the distribution of the ballots to members.

SECTION 3 - Ballots shall be distributed to the membership in such a manner as deemed appropriate by the Board of Director based on the current available technology, provided:

- (a) All eligible voting members have reasonable access to the ballot
- (b) Ballots become invalid if duplicated
- (c) Confidentiality of individual votes are maintained

ARTICLE XXI Endowment Fund (Governance) (Amended April 20, 2009)

SECTION 1 - An Endowment Fund has been established for the purpose of:

- (a) Ensuring the perpetuation of the continued well being of The Engineers' Club of St. Louis, its service to the engineering profession and to the community, and such education and civic welfare pertaining to the engineering profession, and
- (b) Securing greater uniformity of purpose, powers, and duties of administration in the management and control of property given, devised or bequeathed for such purpose.

Such Fund shall be kept separate and distinct from all other funds of the Club and shall be under the management and control of the Endowment Fund Board of Trustees. Said Board of Trustees shall be affected, constituted and operate as hereinafter defined.

SECTION 2 - The membership of the Endowment Fund Board of Trustees shall consist of the past presidents of the Club retaining membership in the Corporation.

The Endowment Fund Board of Trustees shall hold a meeting annually during the month of April at the call of the President of the Corporation. The senior Past President present at the meeting shall be the presiding officer, and the Secretary of the Corporation shall be the Secretary of the Board of Trustees.

The Endowment Fund Board of Trustees shall elect from its members an Administrative Board of Trustees of six (6) members to serve until the next annual meeting. The immediate Past President shall be one of the six. The Administrative Board of Trustees shall designate one of its members to serve as Chairperson.

The President and Secretary of the Corporation shall be ex-officio members of the Endowment Fund Board of Trustees and the Administrative Board of Trustees without power to vote, but the President of the Corporation will receive copies of all fiscal reports, audits, and financial statements and report on these to the Board of Directors of the Club. Such reporting will be no less than annually. The Secretary shall be the custodian and the disbursing officer of the funds of the

Endowment Fund. The Secretary, Corporate Treasurer or both shall deposit and invest funds of the Endowment Fund in such a manner and in such amounts as they may from time to time be directed by the Administrative Board of Trustees.

SECTION 3 - The Board of Directors of the Club may, from time to time, decide to place in the Endowment Fund any and all revenues derived from special fund raising campaigns by the Club. In addition, any contribution, devise or bequest on the part of both Club members and non-Club members may be accepted by the Endowment Fund Board Directors and placed in the Endowment Fund.

SECTION 4 - From the time of the receipt of any moneys or property available for use by such Endowment Fund, the principal or income or both shall be devoted to such purposes as may be respectively designated by the donors; otherwise, the Administrative Board of Trustees may determine and direct its use as hereafter provided.

Unless otherwise specifically directed by the donors, the Administrative Board of Trustees shall be limited in its authority to disburse funds in the Endowment Fund only to transferring such items from the Endowment Fund for the benefit of the Corporation exclusively, as designated by the Administrative Board of Trustees and disbursed through the regular business channels of the Corporation.

The amounts transferred to the Corporation shall be under the control and direction of the Board of Directors of the Corporation. The amounts, which may be transferred to the Corporation, shall be at the discretion of the Endowment Fund Board of Trustees; subject, however, to the following limitations:

The amount, which may be so transferred by the Administrative Board of Trustees during any one fiscal year of the Endowment Fund (which shall coincide with the fiscal year of the Club) shall not exceed the sum of the following items:

- (a) The income received, which does not include gains or losses on the sale of securities or other assets, during such fiscal year upon the invested assets of the Endowment Fund (but income which is not transferred during such fiscal year shall, at the end thereof, become a part of the fund), and
- (b) Only in extreme emergency, as determined by 75 percent of the Endowment Fund Board of Trustees present, with all members being properly notified of such meeting, may an additional sum, not to exceed ten (10) percent of the accumulated principal of the Fund as of the first day of such fiscal year, be withdrawn from the principal of the Fund.

SECTION 5 - In the management of property and assets of the Endowment Fund, the Administrative Board of Trustees is authorized to invest the funds of the Endowment Fund in a prudent manner, using diversified and balanced strategies to achieve the preservation and growth of the Fund. The Administrative Board of Trustees shall, annually, define the specific objectives of the Fund and may direct the investments or consult a financial professional to meet the set objectives. Investments may include Certificates of Deposit, stocks and stock mutual funds, and

bonds (individual corporate bonds must be rated not less than “A” by Moody or Standard & Poor’s) and bond mutual funds.

The Endowment Fund Board of Trustees, through the Administrative Board of Trustees, shall direct the real and personal property obtained by gifts or devise.

The Administrative Board of Trustees shall have authority to accept or reject gifts, which are subject to conditions imposed by the donor with respect to the retention or sales thereof, or with respect to the use thereof. Unless otherwise directed by the donor, the Administrative Board of Trustees shall have authority to retain donated securities or other property for such period of time as the Administrative Board of Trustees may deem proper or to sell or exchange securities or other property at any time they deem it to be for the best interest of the Endowment Fund.

SECTION 6 - The Administrative Board of Trustees shall have authority to expend funds of the Endowment Fund in payment of expenses necessarily incurred in connection with the management and operation of the business and officers of the Endowment Fund; but no Trustee shall be entitled to receive any compensation, directly or indirectly, for services rendered as such.

SECTION 7 - The Secretary of the Administrative Board of Trustees shall prepare an annual statement of the status of the Endowment Fund at the end of each fiscal year and submit to the current Club President for review with the Board of Directors of the Club. This report shall be detailed and specific to include assets, investments, and any other pertinent data which helps the Board of Directors of the Club understand the status of the Endowment Fund.

SECTION 8 - The Club’s Finance Committee shall also review those documents annually and shall conduct a full-scale audit annually and at any time they feel such action is appropriate. The findings of any such audit will be reported to the Board of Directors of the Club. Any audit findings that would imply the Administrative Board of Trustees or any individual Trustee is acting outside of the guidelines established in this article, would cause the Board of Directors of the Club to insist upon the correction of the findings that are outside of the guidelines.

SECTION 9 - It is the intent of this Article XXI to clearly define the format, operation, powers, duties, and privileges of the Board of Trustees of the Endowment Fund with relation to and in cooperation with the Board of Directors of the Engineer’s Club and the Constitution. Therefore, if any conflicts, ambiguities or inconsistencies shall develop between this article and any other article of the Constitution, then the terms and conditions of this article shall take preference.

ARTICLE XXII Indemnification (Governance) (Amended April 20, 2009)

The Corporation shall indemnify and hold harmless each person who is now or who shall hereafter serve as an Officer, Director, Employee or Agent of the Corporation or members of the Board of Trustees of the Endowment Fund, or the Administrative Board of the Endowment Fund 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 Corporation, or by reason of any such action alleged to have heretofore, or hereafter been taken or omitted by such person as an

Officer, Director, Employee or Agent of the Corporation 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, liabilities, costs or expenses incurred in connection with any claim, or liability or threat or prospect thereof, based upon or arising out of that person's duties as an Officer, Director, Employee or Agent of the Corporation. The determination of all questions as to the existence of negligence or willful misperformance 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 rights accruing to any person under the provision of the section shall not exclude any other rights to which such persons may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person, in any case, even though not specifically provided for in this constitution.