

THE ENGINEERING FOUNDATION 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”).

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

ARTICLE II

Purpose

The purpose of the Foundation shall be:

- A. To provide educational programs and services for engineering supervisors and managers, educators, business, government and the general public; no person shall be denied admission, use of facility or privileges, appointment to the faculty or administrative staff, or denied a scholarship or student loan on the basis of race or sex.
- B. To determine the needs and desires of engineers and engineering information with regard to professional education and development
- C. To develop and implement educational courses and programs that will meet the needs and desires of engineers and persons interested in engineering programs.
- D. To encourage the engineering profession in the development and adoption of technical and managerial information.
- E. To provide significant learning experiences.
- F. To assist individuals in the acquisition of skills that will lead to improved job performance.
- G. To assist educational institutions.
- H. To develop and release publications primarily devoted to the attainment of the objectives of the Foundations.

I. To provide funding sufficient to implement these objectives.

### ARTICLE III

#### MEMBERSHIP

The Foundation 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 Foundation, 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 sit may consider necessary.

Section 2. Selection – The Board of Directors shall consist of the Board of Directors of The Engineers' Club of St. Louis.

Section 3. Meetings – Regular meetings of the Board of Directors shall be held annually. One regular meeting shall be held as soon as possible after the annual appointment of Directors, for the purpose of approving the annual budget and such other business as may be brought before it. 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 as shown on the Foundation's records.

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 – Two-thirds 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, be 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 Foundation.

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 the appointment of the Board of Directors of the Engineers' Club of St. Louis.

Section 9. Electronic Mail Vote by Board of Directors – In lieu of a formal meeting, the Board of Directors may transact its business by electronic mail vote, providing that, in the event of electronic mail vote, the matter has been previously discussed at either a prior meeting or through electronic mail and the electronic mail ballots of all of the Directors are returned and at least a majority of votes cast are in the affirmative. Action taken pursuant to such procedures in each such case shall bind the Foundation.

## ARTICLE V

### OFFICERS

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

Section 2. President – The President shall be the principal executive officer of the Foundation, 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 ex officio member of all committees. The President shall perform all duties of President of the Foundation 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 Foundation; 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 Foundation, shall, at the discretion of the Board of Directors, furnish, at the expense of the Foundation, 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 Foundation 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 Foundation as partners for any purpose. No Director, officer, employee or agent of this Foundation shall be liable for the act or failure to act on the part of any other Director, officer, employee or agent of the Foundation. 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 Foundation shall use its funds only to accomplish the objectives and purposes specified in these bylaws. On dissolution of the Foundation, any funds remaining shall be distributed in accordance with the Articles of Incorporation.

Section 5. Indemnification – The Foundation shall indemnify and hold harmless each person who is now or who shall hereafter serve as an officer, director, employee or agent of the Foundation 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 Foundation, 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 Foundation, 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 a nay 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 Foundation. 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 Foundation 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 Foundation shall be set by resolution of the Board of Directors.

## ARICLE VIII

### AMENDMENTS

Section 1. 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.