

# ENGINEERS' CLUB OF MEMPHIS

## BYLAWS

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## Article 1. General

- 1.0 **Name/Abbreviation.** The name of this organization is the **ENGINEERS' CLUB OF MEMPHIS** (hereinafter "Club"). The abbreviation and acronym of the Club is ECM.

## Article 2. Membership

- 2.0 **Membership Grades and Qualifications.** Any person who possesses the qualifications for membership as prescribed in Articles 2.0 and 2.1 of these Bylaws may apply for admission or advancement. The Board of Directors (the "Board") may provide for the waiver of qualifications for membership except in the grade of Honorary Member.

2.0.1 **Student Member.** To be eligible for the grade of Student Member, an individual shall be: (a) a member of a student organization of a recognized engineering society at the school where enrolled OR, (b) be enrolled at a school which is eligible to have a recognized student engineering organization, but currently does not have such an organization.

2.0.2 **Affiliate Member.** To be eligible for the grade of Affiliate Member, an individual shall have, and demonstrate an interest in advancing the purposes and objectives of the Club, AND not be eligible for the Student Member grade.

2.0.3 **Member.** To be eligible for the grade of Member, an individual shall:

2.0.3.1 have graduated with a bachelor's degree from an ABET/EAC-accredited, or substantially equivalent engineering program, AND EITHER: (a) subsequent to graduation, have had responsible charge of engineering work acceptable to the Board as principal or assistant for not less than five (5) years, AND provide three (3) references, OR; (b) be a licensed Professional Engineer or Professional Surveyor, OR;

2.0.3.2 have graduated with a bachelor's degree from a non-accredited ABET/EAC four (4) (or more) year curriculum in engineering, engineering technology or related science acceptable to the Membership Application Review Committee, AND; (a) subsequent to graduation, have had responsible charge of engineering work acceptable to the Board as

principal or assistant for not less than five (5) years, AND; (b) be a licensed Professional Engineer or Professional Surveyor, OR;

2.0.3.3 have graduated with a master's degree from a school having an ABET/EAC-accredited, or substantially equivalent engineering program, AND EITHER: (a) subsequent to graduation, have had responsible charge of engineering work acceptable to the Board as principal or assistant for not less than four (4) years, OR; be a licensed Professional Engineer or Professional Surveyor, OR;

2.0.3.4 have graduated with a doctorate in engineering from a school having an ABET/EAC-accredited, or substantially equivalent engineering program, AND EITHER: (a) subsequent to graduation, have had responsible charge of engineering work acceptable to the Board as principal or assistant for not less than three (3) years, OR; be a licensed Professional Engineer or Professional Surveyor, OR;

2.0.3.5 be a licensed Professional Engineer or Professional Surveyor AND, subsequent to licensure, have had responsible charge of engineering work acceptable to the Board for not less than five (5) years, AND provide three (3) references.

2.1 **Membership Classifications.** The rights, obligations and procedures for awarding the Club's membership classifications shall be as determined by the Board of Directors. These classifications do not constitute additional membership grades.

2.1.1 **Life Member.** To be eligible for Life Member, individuals in the grade of Affiliate, Associate and Member shall have: (a) reached the age of seventy (70) years, AND; (b) paid dues for at least twenty-five (25) years, OR; (c) have paid dues for thirty-five years.

2.1.2 **Honorary Member.** To be eligible for Honorary Member, an individual shall have attained acknowledged eminence in some branch of engineering or in the arts and sciences related thereto, shall have adhered to high standards of conduct, and shall have benefitted her/his community, nation and humanity. Members of the Board of Directors shall be ineligible for election to honorary membership during their terms of active membership on the Board. Election of Honorary Members shall be by unanimous vote of the Board.

2.2 **Application for Membership.** Application for membership in the Club, including application forms, references and qualification verification and approval, shall be made in such manner as the Club may direct.

2.3 **Confidentiality of Application.** Application and member information shall be considered confidential, and shall not be released or provided for other than

Club business, unless the release of such information is: (1) authorized by the Board of Directors, (2) authorized by the individual Club member or (3) required by law.

### **Article 3. Separations from Membership**

3.0 **Termination.** Club membership shall terminate by: (a) death, (b) non-payment of dues, (c) resignation or (d) expulsion.

3.0.1 *Non-payment of dues.* Club membership shall terminate in the event that the Club member's dues become twelve (12) months in arrears.

3.0.2 *Resignations.* Any member of the Club may tender resignation of Club membership. Separation from Club membership will be effective upon acceptance by the Board of Directors.

3.0.3 *Expulsion.* Any member of the Club may be expelled as disciplinary action for conduct which, in the opinion of the Board of Directors, is improper and prejudicial to the best interests of the Club. Expulsion may be implemented following due notice to the member, and her/his right to be heard.

3.0.4 *Reinstatement of Membership.* Former members of the Club may be reinstated to the same grade in the manner prescribed by the Club.

### **Article 4. Fees and Dues**

4.0 **Dues Year.** The Club's fiscal and dues year is from February 1 through January 31.

4.1 **Rights to levy fees and dues.** The Board of Directors may establish entrance and other appropriate fees. The Board shall establish a schedule of dues by a two-thirds (2/3) vote for the individual grades of membership.

4.2 **Obligations to pay.** Except as otherwise provided in these Bylaws, every member shall be obligated to pay the fees and dues identified herein in advance of February 1 each year. A person who is elected to membership in the Club after July 31 in any calendar year, shall pay only one-half (1/2) of that year's dues. A Club member who is advanced from any grade to a

higher grade in the Club shall pay the annual dues of the higher grade, effective the next Club membership year.

4.2.1 *Good Standing.* A Club member whose obligation to pay is current shall be a Club member in good standing.

4.3 ***Delinquency.*** Any Club member who is not in good standing may forfeit rights and privileges of membership as determined by the Board.

4.4 ***Annual Dues.*** The annual dues payable by the Club membership shall be as follows:

4.4.1 *Student Members.* Annual dues for Student Members shall be zero dollars (\$0.00).

4.4.2 *Affiliate Members.* Annual dues for Affiliate Members shall be sixty dollars (\$60.00).

4.4.3 *Members.* Annual dues for Members shall be seventy-five dollars (\$75.00).

4.4.4 *Life Members.* Life Members shall be exempt from payment of entrance fees and dues.

4.4.5 *Honorary Members.* Honorary Members shall be exempt from payment of entrance fees and dues.

4.5 ***Dues Abatement.*** The Board of Directors may excuse any Club member from payment of dues.

## Article 5. Management

5.0 ***Board of Directors Duties.*** The Board of Directors (the "Board") shall be policy based, defined as a deliberating body, which has fiduciary, legal and strategic responsibilities. The Board shall: focus on continuous strategic planning, determine desired outcomes, develop and approve policy imperatives to guide operations and ensure that the Club uses those policies to work toward meeting its vision and fulfilling its mission.

5.1 ***Executive Committee Duties.*** The Executive Committee (the "ExCom") shall be oversight based. It shall have detailed responsibilities such as monitoring day-to-day operations, overseeing details of financial management, coordinating/implementing the action of the Board and communicating results/progress to the Board and to the Club membership.

## 5.2 **Financial Management.**

5.2.1 *Fiscal Year.* The fiscal year of the Club shall be from February 1<sup>st</sup> to January 31<sup>st</sup>.

5.2.2 *Annual Budget.* An annual budget of estimated income and expenses shall be adopted by the Board prior to the beginning of each fiscal year.

5.2.3 *Unbudgeted Expenses.* The ExCom shall have the authority, without urgency or prior Board approval, to approve budget changes of up to five hundred dollars (\$500.00) for individual items, with an aggregate limit in a given fiscal year of ten percent (10%) of the annual operating budget.

5.2.4 *Audit of Club Accounts.* The Board shall retain an independent certified public account, or other financially qualified and experienced person (or persons) or firm to annually review and audit the accounts of the Club. The audit shall produce a consolidated financial statement of the Club, which shall be presented to the Board for acceptance.

## **Article 6. Officers and Directors**

6.0 **Officers.** The officers of the Club shall be a President, President-elect, Past President, Secretary and Treasurer. The elected officers of the Club shall be a President-elect and Directors. The appointed officers shall be a Secretary and a Treasurer, who will hold those respective offices at the pleasure of the Board of Directors (the "Board") in accordance with the Bylaws. The officers of the Club shall perform all duties required by law and the Club's governing documents, and those duties incident to the office, or as may be assigned. Such duties may include, but are not limited to preparation for, attendance at and participation in meetings of the Board, the Executive Committee (the "ExCom") and other official assignments. The officers shall take office, and the President-elect elected the previous year shall become president, on the first day of the administrative year following their election or appointment. They shall hold office until their successors have been duly elected or appointed and installed. A vacancy occurring in any position other than President shall be filled through election or appointment by the Board. Any vacancy shall be filled for the unexpired term of the officer being replaced.

6.0.1 **President.** The office of President is not by election or appointment. The President-elect shall assume the office of President in the year following her/his election. The President shall be the principal executive officer of the Club, and shall, in general, perform all duties incident to the office of

President, and have such other powers, and perform such other duties as the Board may from time to time assign.

6.0.1.1 *Qualifications.* The President shall be a voting member of the Club, and shall have had prior service on the Board.

6.0.1.2 *Term.* The President shall serve a one (1) year term. The President shall assume the office immediately following the conclusion of her/his term as President-elect. After serving one (1) full term, the President shall be ineligible for re-election or re-appointment to the same office for a minimum of three (3) years.

6.0.1.3 *Inability to Serve.* In the event the President becomes unable to serve, the President-elect shall succeed the President, and complete the term of office of the vacating president, and then her/his own term as President. The office of President-elect shall remain vacant until the next Annual Membership Meeting.

6.0.1.4 *Vacancy.* Vacancies in the office of President shall be filled for the unexpired portion of the term by the President-elect. A vacancy occurring in any other position shall be filled through election or appointment by the Board. Any vacancy shall be filled for the unexpired term of the officer being replaced.

6.0.1.5 *Compensation.* The President shall not receive compensation for services, but may be reimbursed for expenses, and may receive designated Club-function meals free of cost to her/him.

6.0.1.6 *Duties.* The President shall preside at business and other regular, or designated meetings of the Club, and shall chair Board of Directors and Executive Committee meetings and functions. The President shall be an ex officio member of all Club committees.

## 6.0.2 ***President-elect.***

6.0.2.1 *Qualifications.* Candidates for President-elect shall be a voting member of the Club, and shall have had prior service on the Board.

6.0.2.2 *Term.* The President-elect shall serve a one (1) year term. After serving one (1) full term, she/he shall be ineligible for re-election to the same office. The term of the office of President-elect shall begin at the close of the Annual Membership Meeting, and shall continue until a successor is installed.

6.0.2.3 *Vacancy.* Vacancies in the office of President-elect shall be filled for the unexpired portion of the term by the customary nomination and election procedure, except that the Board shall set the date for closing the balloting for such election.

6.0.2.4 *Compensation.* The President-elect does not receive compensation for services, but may be reimbursed for expenses.

6.0.2.5 *Duties.* The President-elect shall act in place of the President when the President is not available. The President-elect shall serve as the vice-chair of the Board and the ExCom.

### 6.0.3 **Past President.**

6.0.3.1 *Qualifications.* The Past President shall be a voting member of the Club, and shall have had prior service as President.

6.0.3.2 *Term.* The Past President shall serve a one (1) year term immediately following the conclusion of a term as President. A Past President may be recalled to serve as needed.

6.0.3.3 *Vacancy.* Vacancies in the term of Past President shall be filled for the unexpired portion of the term by the latest available past president.

6.0.3.4 *Compensation.* The Past President does not receive compensation for services, but may be reimbursed for expenses.

6.0.3.5 *Duties.* The Past President serves as chair of the Club's Nominating Committee.

### 6.0.4 **Secretary.**

6.0.4.1 *Qualifications.* The Secretary shall be a voting member of the Club.

6.0.4.2 *Term.* The term of the Secretary shall be three (3) years. The term may be extended by mutual agreement between the Secretary and the Board. The Secretary shall be appointed by the Board as provided for in Section 6.4 of the Constitution.

6.0.4.3 *Vacancy.* Vacancies in the office of Secretary shall be filled by action of the Board upon recommendation of the ExCom.

6.0.4.4 *Compensation.* The Secretary shall be reimbursed for documented expenditures attendant to her/his role in conducting her/his assigned duties only in matters directly associated with Club activities and/or as directed by the ExCom or the Board. The Secretary may receive designated Club-function meals at no cost to her/him.

6.0.4.5 *Duties.* The Secretary shall serve as secretary at all meetings of the Club, the Board and the ExCom. The Secretary shall record proper proceedings of all meetings of the Club, insure that all notices are duly given in accordance with the provisions of these Bylaws and the Rules of Policies and Procedures, maintain the membership rolls, conduct the Club's

correspondence and maintain records of that correspondence, meeting minutes and other documents pertinent to Club activities.

#### 6.0.5 **Treasurer.**

6.0.5.1 *Qualifications.* The Treasurer shall be a voting member of the Club.

6.0.5.2 *Term.* The term of the Treasurer shall be three (3) years. The term may be extended by mutual agreement between the Treasurer and the Board. The Treasurer shall be appointed by the Board as provided for in Section 6.4 of the Constitution.

6.0.5.3 *Vacancy.* Vacancies in the office of Treasurer shall be filled by action of the Board upon recommendation of the ExCom.

6.0.5.4 *Compensation.* The Treasurer does not receive compensation for services, but may be reimbursed for expenses. The Treasurer may receive designated Club-function meals at no cost to her/him.

6.0.5.5 *Duties.* The Treasurer shall monitor the general and trust funds of the Club, except for the F. G. Prutt Educational Fund. The Treasurer shall oversee all transactions in securities, and shall provide an annual financial report to the Board. The Treasurer shall provide to the Board each month a report of income and expenditures of the Club.

6.1 **Directors.** There shall be twelve (12) Directors of the Club.

6.1.1 *Qualifications.* Candidates for the office of Director shall be voting members of the Club.

6.1.2 *Term.* Directors shall serve a three (3) year term, beginning at the start of business at the annual Board of Directors meeting.

6.1.3 *Vacancy.* Vacancies in the office of Director shall be filled for the unexpired portion of the term by appointment of the Board.

6.1.4 *Compensation.* Directors do not receive compensation for their services.

6.1.5 *Duties.* Director's duties may include, but are not limited to attendance at, and participation in meetings of the Board, responsibility for speakers and programs at weekly Club meetings and other official assignments.

6.2 **Removal from Office.** The incapacitation of any officer or director of the Club, or neglect in the performance of the duties of the office, may be grounds for removal from office by the Board.

## Article 7. Meetings

### 7.0 Business Meetings.

7.0.1 *Annual Membership Meeting.* The Club shall convene at least one (1) business meeting annually, termed the Annual Membership Meeting.

7.0.1.1 *Date.* The Annual Membership Meeting shall be held in January. The day and time shall be set by the Board.

7.0.1.2 *Quorum.* A quorum for the Annual Business Meeting shall be fifty percent plus one Club member (50% + 1) of those eligible to vote.

7.0.2 *General Meetings.* The Board shall schedule and hold regular weekly luncheon meetings on a day and time designated by the Board, with the exception of days on which legal holidays conflict with such a schedule. No official business shall be conducted at such meetings.

7.0.3 *Special Business Meetings.* The Club may call Special Business Meetings.

7.0.3.1 *Requirements.* The Board may call Special Business Meetings of the Club upon written request of not less than ten (10) Club members, and that request shall state the purpose of the meeting. Notice of a Special Business Meeting shall be published in the official Club publication at least thirty (30) days prior to the date of the special meeting, or by a special notice mailed to the members of the Club not less than twenty (20) days prior to the date of the special business meeting. Notice of a Special Business Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Special Business Meeting.

7.0.3.2 *Quorum.* A quorum for the Annual Business Meeting shall not be less than fifteen percent (15%) of the voting members of the Club.

7.0.4 *Board of Directors Meetings.*

7.0.4.1 *Requirements.* Board of Directors meetings shall be held monthly at a time and place designated by the Board. Special meetings of the Board may be held as determined by the Board. At least ten (10) days advance notice of any such special meeting shall be given by the Secretary to all members of the Board. Notice of a special meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such special meeting.

7.0.4.2 *Quorum.* A majority of the members of the Board shall constitute a quorum at any meeting of the Board.

#### 7.0.5 Annual Board of Directors Meetings.

7.0.5.1 *Requirements.* The Board shall hold one (1) ANNUAL meeting in addition to those meetings specified in Article 7.0.4. The purpose of this meeting is primarily for the election of officers of the Club, but also may include other items normally addressed by the Board.

7.0.5.2 *Date.* The Annual Board of Directors Meeting shall be held in January at a time and place set by the Board.

7.0.5.3 *Quorum.* A quorum for the Annual Board of Directors Meeting shall be fifty percent plus one (50% + 1) of those eligible to vote.

#### 7.0.6 Executive Committee Meetings.

7.0.6.1 *Requirements.* Meetings of the Executive Committee (the "ExCom") shall be held at such times and places as the chair determines necessary to discharge its duties.

7.0.6.2 *Quorum.* A majority of the members of the ExCom shall constitute a quorum at any meeting of the ExCom.

## Article 8. Administrative Provisions

- 8.0 ***Official Club Publications.*** For the purpose of notices and announcements to members of the Club, *THE MIXER* shall be the official Club publication. Notices and announcements relating to Club affairs published in *THE MIXER* shall be deemed to have been brought to the attention of all members of the Club.
- 8.1 ***Conflict of Interest.*** A Conflict of Interest shall be defined as any activity, transaction, relationship, service or consideration which is, or appears to be contrary to the best interests of the Club, or which, in the interests of the individual or another organization, has the potential to be placed above those of the Club.
- 8.2 ***Earnings/Activities.*** No part of the net earnings of the Club shall inure to the benefit of, or be distributed to its directors, officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Club shall not participate in, or intervene in (including the publishing or distribution of statements) any

political campaign on behalf of (or in opposition to) any candidate for public office.

- 8.3 **Activities.** Activities of the Club in the furtherance of its educational, scientific, literary and charitable purposes shall include, but not be limited to publications, conferences and continuing education.
- 8.4 **Dissolution.** Upon dissolution of the Club, the Board of Directors shall, after paying, or making provision for the payment of all of the liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Service Code of the United States, as the Board shall determine.
- 8.5 **Limitations.** No member, officer, director, committee, agent or representative of the Club shall have any right, authority or power to expend money of the Club, to incur liability on its behalf, or to make any commitment that will, or may be deemed to bind the Club in any expense or financial liability, unless such expenditure, liability or commitment has been authorized and budgeted by the Board, or by specific resolution at a duly called meeting of the Board or the ExCom.

## Article 9. Amendments

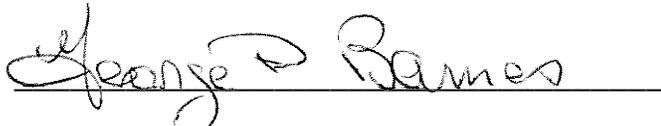
- 9.0 **Bylaws Amendments.** The Bylaws may be amended in the same manner as provided for in Article 10 of the Constitution.
- 9.1 **Rules of Policy and Procedure.** The Rules of Policy and Procedure may be amended by the Board in the following manner:
- 9.1.1 *Procedure.* The Board may, at any meeting with a quorum present, amend the Rules of Policy and Procedure by a two-thirds (2/3) vote of those present and voting, provided that a copy of such proposed amendment shall have been sent to each member of the Board at least thirty (30) days in advance of the meeting at which action thereon is to be taken.

## Article 10. Adoption

10.0 **Effective Date.** These Bylaws shall become effective on their adoption in the manner prescribed for voting on amendments, Section 9.0. Thereupon, any previous Bylaws and prior amendments are repealed and made void.

**ADOPTED** by the Board of Directors and the membership of the Engineers' Club of Memphis on January 14, 2014.

**SIGNED**

A handwritten signature in cursive script that reads "George D. Barnes". The signature is written over a solid horizontal line.

George D. Barnes, P.E. (ret.)

President