

ENGINEERS' CLUB OF MEMPHIS

CONSTITUTION

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Article 1. General

- 1.0 *Name.* The name of this organization is the **ENGINEERS' CLUB OF MEMPHIS** (hereinafter "Club"). The abbreviation and acronym of the Club is ECM.
- 1.1 *Headquarters.* The headquarters office of the Club shall be located in the city of Memphis, Tennessee.
- 1.2 *Duration.* The duration of the Club is perpetual.
- 1.3 *Purposes.* The purposes of the Club shall be to:
 - 1.3.1. Advance and promote the health, safety and welfare of the public.
 - 1.3.2. Advance the professional, social and economic interests of the engineer.
 - 1.3.3. Present opportunities for participation and learning experiences in the engineering and allied professions.
- 1.4 *Objectives.* The objectives of the Club shall be to:
 - 1.4.1 Provide professional and educational opportunities for the improvement of its members.
 - 1.4.2 Develop and implement educational courses and programs that will address the needs and desires of engineers and others interested in engineering programs.
 - 1.4.3 Provide meaningful learning experiences.
 - 1.4.4 Assist and aid educational institutions with engineering curricula and scholarships.
 - 1.4.5 Advance the participation in public affairs requiring engineering education, experience and knowledge, without engaging in partisan or personal politics.
 - 1.4.6 Provide funding sufficient to implement and carry out these objectives.

Article 2. Membership

- 2.0 *Qualifications.* Membership in the Club is available to engineers, engineering students and other persons similarly qualified in another branch of engineering or in an allied profession.
- 2.1 *Classes.* The voting membership classes of the Club shall be Member, Life Member and Honorary Member. The non-voting membership of the Club shall be Student Member and Affiliate Member.
- 2.2 *Admission.* Applicants shall be admitted to membership in the Club in such manner as the Board of Directors may prescribe and direct.

- 2.3 *Obligations.* All members of the Club must subscribe to the Certificate of Incorporation, Constitution, Bylaws and other governing documents of the Club.

Article 3. Separations from Membership

- 3.0 *Resignation.* Any member of the Club may tender her or his resignation.
- 3.1 *Disciplinary Proceedings.* Any member of the Club may be subject to disciplinary proceedings following notice and an opportunity to be heard, in accordance with procedures adopted by the Board of Directors.
- 3.2 *Expulsion.* Any member of the Club may be expelled by an affirmative vote of not less than seventy-five percent (75%) of the Board of Directors. All dues and other monies paid to the Club will remain with the Club.

Article 4. Fees and Dues

- 4.0 *Schedule.* The Board of Directors shall establish a schedule of fees and annual dues.

Article 5. Management

- 5.0 *Board of Directors.* The corporate powers of the Club shall be vested in the Board of Directors (the "Board"). The Board shall be responsible for the supervision, control and direction of the Club. The Board shall provide bylaws for the regulation and conduct of the Club's powers and affairs. The Board shall provide and determine the Club's policies and procedures, or changes therein, within the limits of those bylaws. The Board shall actively prosecute the Club's purposes, and shall have discretion in the disbursement of its funds. The Board shall adopt such rules and regulations for the conduct of the Club's business as shall be deemed advisable. The Board may, in the execution of the powers granted, appoint such agents as it may consider necessary.
- 5.1 *Executive Committee.* The Executive Committee (the "ExCom") shall exercise such part of the authority of the Board as delegated and permitted under applicable laws and the Club's governing documents.

Article 6. Officers and Directors

- 6.0 *Board of Directors.* The Board of Directors (the "Board") shall consist of no more than seventeen (17) directors, either elected by voting of the members of the Club, or appointed, as provided in the Bylaws. The directors shall be voting members of the Club. The Board shall consist of the President, the President-elect, the latest Past President continuing to be a member of the Club, the Secretary, the Treasurer and twelve (12) Directors.

- 6.1 *Voting.* Unless otherwise provided for in the Bylaws, all decisions at any meeting of the Board of which there is a quorum shall be made by a majority of those present.
- 6.2 *Executive Committee.* The Executive Committee (the "ExCom") shall consist of the President, the President-elect, the Past President, the Secretary and the Treasurer.
- 6.3 *Terms.* The term of office of the President is one (1) year; for President-elect one (1) year and; for Past President one (1) year. The term of office for Secretary and Treasurer shall be determined by the Board and according to the Bylaws. The President-elect shall automatically assume the office of President for the year following election.
- 6.4 *Officers.* The officers of the Club shall be the President, the President-elect, the Past President, the Secretary and the Treasurer. The Board shall appoint the Secretary and the Treasurer from among the voting membership of the Club.
- 6.5 *Duties.* The duties of the officers of the Club shall be as defined in the Rules of Policies and Procedures.
- 6.6 *Quorum.* Unless otherwise stipulated, a quorum for any meeting of the Board shall be fifty percent plus one member of the Board (50% + 1). If a lesser number is present, the Board may adjourn until a quorum is present.
- 6.7 *Compensation.* Directors shall not receive any stated compensation for their services as Directors. However, the entire Board may, by resolution, authorize reimbursement to Directors of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses.
- 6.8 *Resignation and Removal.* Any Director may resign at any time by giving written notice to the President, the Secretary or the full Board. Such resignation shall take effect at the time specified in the notice. If no time is specified, the resignation shall become effective at a day and time specified by the President or the Board. Any Director may be removed by a majority vote of the Board at any regular meeting or special meeting at which a quorum is present, provided that the Director has been given due notice, and the Director has had an opportunity to be heard.
- 6.9 *Vacancies.* Any vacancy that may occur on the Board shall be filled by appointment of the President, with consent of the full Board.
- 6.10 *Bonding.* The Treasurer, or any other person entrusted with the handling of the funds or property of the Club, shall, at the discretion of the Board, furnish, at the

Club's expense, a fidelity bond approved by the Board in such sum as the Board shall establish.

Article 7. Meetings

- 7.0 *Annual Membership Meeting.* The Club shall hold at least one (1) business meeting annually, termed the "Annual Membership Meeting," on a date fixed in the Bylaws. The quorum for the Annual Membership Meeting shall be as stipulated in the Bylaws.
- 7.1 *Annual Board of Directors Meeting.* The Club shall hold one (1) ANNUAL Board of Directors Meeting for the principal purpose of election of officers. The Board may also address any other item normally brought before the Board.
- 7.2 *Executive Committee Meetings.* Meetings of the Executive Committee (the "ExCom") shall be held as determined by the chair.
- 7.3 *Regular Meetings.* Scheduled meetings of the Club shall be held on a weekly basis, except for legal holidays or other intervening events that may preclude a weekly meeting. Regular meetings shall be held at a time and place designated by the Board.
- 7.4 *Special Meetings.* Special meetings shall be held at a time and place designated by the Board for the purpose of addressing specific issues that may affect the Club and/or its membership at large. Any special meeting must be publicly noted to all Club members with notice given of a minimum of seven (7) days in advance of the date and day selected for the meeting.

Article 8. Committees

- 8.0 *Establishment.* The President, subject to the approval of the Board of Directors, shall review the need for any standing committee, special committee or sub-committee. The Board, as provided in the Rules of Policies and Procedures, shall establish such committees as may be appropriate.
- 8.1 *Duties.* The duties of committees shall be defined by the President and approved by the Board of Directors as outlined in the Rules of Policies and Procedures.
- 8.2 *Appointments.* Appointments to committees shall be as set forth in the Rules of Policies and Procedures.
- 8.3 *Acting for the Board of Directors.* There shall be an Executive Committee (the "ExCom") of the Club (described above), consisting of officers of the Club. When so directed by the Board of Directors, the ExCom shall act for the Board, provided that the acts of the ExCom are within the provisions of the Club's

Bylaws and the Rules of Policies and Procedures. All acts of the ExCom shall be reported to the Board. A simple majority of the ExCom shall constitute a quorum.

- 8.4 *Debts or Obligations.* No committee shall contract any debt or obligation on behalf of the Club unless expressly authorized by the Board of Directors.

Article 9. Dissolution

- 9.0 *Termination.* In the event that the activities of the Club are terminated by reason of liquidation, dissolution, termination or other means, whether voluntary, involuntary or by operation of law, none of the property or assets of the Club shall be made available in any way to any individual, corporation or other organization, except corporations or organizations established for the benefit of the engineering profession which qualify as exempt under sections 501(a) or 501(c) of the United States Internal Revenue Code.
- 9.1 *Assets.* After all outstanding obligations have been paid, and in keeping with the foregoing provision, the Board of Directors shall give the highest priority for liquidation of Club assets to the establishment, or continued operation of engineering scholarships at ABET/EAC accredited engineering colleges in Tennessee universities.

Article 10. Amendments

- 10.0 *Proposed.* Amendments to this Constitution may be proposed by: (a) a two-thirds (2/3) vote of the entire Board of Directors or, (b) a petition signed by not less than fifteen percent (15%) of the voting members of the Club.
- 10.1 *Review.* Amendments submitted by petition shall be reviewed by the Board of Directors before transmission to the voting members of the Club.
- 10.2 *Distribution.* A copy of the proposed amendment and a ballot shall be distributed to each voting member of the Club for ratification, together with an opinion by the Board addressing the merits of the proposed amendment. All minority opinions of the Board must also be included in the distribution.
- 10.3 *Effective Date.* An amendment to this Constitution shall become effective on the date of the affirmative vote of two-thirds (2/3) of the votes cast. A minimum of forty-five (45) days must pass between the presentation of the amendment proposal to the Club and the vote to approve or to disapprove the amendment proposal.

Article 11. Adoption

11.0 *Effective Date.* This Constitution shall become effective on its adoption in the manner prescribed for voting on amendments, Sections 10.2 and 10.3. Thereupon, the previous Constitution, 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 

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