

BYLAWS

ENGINEERING COUNCIL OF BIRMINGHAM, INC.

(A NON-PROFIT CORPORATION)

AMENDED JANUARY, 2006

ARTICLE I NAME AND LOCATION

- SECTION 1. The name of this corporation shall be the Engineering Council of Birmingham, Inc., established as a non-profit corporation in the state of Alabama.
- SECTION 2. The territory covered by this Corporation shall be the Greater Birmingham Metropolitan Area, including Anniston, Gadsden and Tuscaloosa. The principal office of this Corporation shall be located in metropolitan Birmingham, Alabama.

ARTICLE II DEFINITIONS

- SECTION 1. The term “Society (ies)” shall mean any (and all) engineering, scientific or related technical organization or society which is a member of this Corporation.
- SECTION 2. An “accredited representative” of a member society is a person who is authorized to represent the society in all proper deliberations and actions of this corporation.
- SECTION 3. The term “Corporation” wherever used herein shall mean the non-profit corporation specified in Article I, Section I.

ARTICLE III PURPOSES & OBJECTIVES

- SECTION 1. The basic purpose of this Corporation shall be to coordinate and promote those activities of the member Societies which can best be performed by cooperative action in relation to those matters of general professional, education, civic and social nature which are beyond the scope of activity of any individual Society.
- SECTION 2. No Society which is a member of this Corporation shall be committed by any of the actions of this Corporation which are in conflict with its Charter, Certificate of Incorporation, or Constitution, and Bylaws or those of the Society’s parent organization.
- SECTION 3. The objectives of this corporation shall be:
a) To promote cooperation among the member Societies and to strive for unity of action toward common goals.

- b) To aid and encourage High School and College students in their pursuit of an engineering education.
- c) To encourage engineering graduates to consider employment in the Birmingham area.
- d) To sponsor and promote social and other activities of Engineer's Week during February of each year.
- e) To make an annual selection of the Birmingham "Engineer of the Year" and "Young Engineering of the Year". The announcement of the selections and presentation of awards shall be made at the annual function of the Corporation during Engineer's Week.
- f) To represent the engineering profession on the Citizens Supervisory Commission, Personnel Board of Jefferson County, when and if requested.
- g) To represent the engineering profession on the Birmingham Chamber of Commerce Education Committee, when and if requested.
- h) To be available as an advisory and coordinating agency to Technical Societies, Civic Organizations and Local Government.
- i) To represent member Societies in all instances where joint action is deemed desirable by resolution of this Corporation adopted by vote of the Societies in accord with these Bylaws.

SECTION 4. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Code).

ARTICLE IV MEMBERSHIP

SECTION 1. **ELIGIBILITY.** Any engineering scientific or related technical organization, regardless of the type of legal entity, which has purposes and objectives similar to this Corporation, and is interested in promoting the purposes and objectives of this Corporation, and functions within the territory of this Corporation.

SECTION 2. **CURRENT MEMBERS.** As of the adoption of these Bylaws the following are member Societies:

- Alabama Society of Professional Engineers – Birmingham District Chapter
- American Association of Cost Engineers
- American Institute of Chemical Engineers – Central Alabama Section
- American Institute of Industrial Engineers – Birmingham
- American Institute of Mining, Metallurgical and Petroleum Engineers, Alabama Section
- American Nuclear Society

American Society for Metals – Birmingham Chapter
American Soc of Civil Engineers – Birmingham Branch
American Society of Heating, Refrigeration, and Air Conditioning Engineers – Birmingham Chapter
American Society of Mechanical Engineers – Birmingham
American Welding Society – Birmingham
Association of Iron and Steel Engineers – Birmingham
Engineers for Professional Development
Illuminating Engineering Society of No. America – Alabama Section
Institute of Electrical and Electronics Engineers – Alabama Section
Instrument Society of America, Birmingham Section, Inc.
National Association of Corrosion Engineers – Birmingham
Society of Manufacturing Engineers – Birmingham Chapter
Society of Women Engineers

As of the beginning of each fiscal year of this Corporation, the Secretary shall determine and certify to the membership a list of the current member Societies. No amendment to these Bylaws shall be required with respect to stating such then current membership or to make additions or deletions to the list in this Section 2.

- SECTION 3. ELECTION OF MEMBERS. Every application for membership must be submitted in writing, in such form as may be provided by the Board of Directors. The name of the applicant shall be supplied to the member Societies of the Corporation with a recommendation from the Board of Directors as to its acceptance at least five (5) days before the meeting at which the application is to be considered. A favorable vote of two-thirds (2/3) of the Accredited Representatives present at the meeting in person or by proxy shall be required for acceptance of the application.
- SECTION 4. RESIGNATION: Any member Society at any time may give written notice to the Secretary of intention to withdraw from membership. Such notice shall be presented to the Board of Directors at their next meeting, and if the resignation is accepted, it shall be effective upon fulfillment of all financial obligations to this Corporation to the date of notice of withdrawal.
- SECTION 5. SUSPENSION AND EXPULSION. Any member Society of this Corporation suspended or expelled from membership in its parent organization shall automatically be suspended or expelled from membership in this Corporation. Any member Society of this Corporation may be suspended or expelled from membership in this Corporation for any reason upon the vote of two-thirds (2/3) of the Accredited Representatives present in person or by proxy at any meeting. The Board of Directors, by a vote of a majority of the Board Members present at

any Board Meeting, may waive the annual dues for any member Society while that Society is in suspension status.

ARTICLE V DUES AND FINANCE

SECTION 1. DUES. There shall be an initiation fee of \$100 for each Society joining this Corporation. Annual membership dues shall be \$50.00 per society. If, at any time, a change in initiation fee or annual dues appears to be necessary or desirable, the Board of Directors shall prepare a proposal for such and notify the membership in writing before submitting such change to a specified membership meeting for approval. Approval shall be given by a favorable vote of two-thirds (2/3) of the Societies represented in person or by proxy at such meeting.

SECTION 2. FISCAL YEAR. The fiscal year of this Corporation shall begin on March 1st of each year.

ARTICLE VI MEETINGS

SECTION 1. ANNUAL MEETINGS. There shall be an annual meeting of this Corporation for the election and installation of officers and directors, for receiving the annual reports of officers and committees, and for the transaction of such other business as may be timely. The annual meeting shall be held not later than June 30th of each year. Notice of such meeting shall be mailed by the Secretary to the last recorded address of each Accredited Representative at least ten (10) days before the date appointed for such meeting.

SECTION 2. REGULAR MEETINGS. There shall be at least six (6) other meetings of the membership, at time and places selected by the President, during each fiscal year. Notice of the place, day and hour shall be mailed or delivered to each Accredited Representative at his last recorded address to less than ten (10) not more than thirty (30) days before the date of the meeting.

SECTION 3. BOARD OF DIRECTORS. A regular meeting of the Board of Directors may be held immediately before, or after the adjournment or recess of any regular or annual meeting of the Corporation on the same day and in the same place without specific notice thereof. A special meeting of the members of the Board of Directors by filing with the Secretary a written call for such a meeting. The Secretary shall mail to each Director a written notice stating time, place and object of such meeting at least five (5) days before the time thereof.

SECTION 4. SPECIAL MEETINGS. Special meetings of the membership may be called by the President or shall be called upon written request of five (5) Accredited

Representatives. Each Accredited Representative shall be notified of the place, day, hour and purpose of such meeting as specified in Section 2 above.

- SECTION 5. QUORUM. One third of the Member Societies, present in person or voting by mail or by Proxy, shall constitute a quorum at any membership meeting and should there be less, the presiding officer may adjourn the meeting from time to time until a quorum is present.
- SECTION 6. ACCREDITED REPRESENTATIVES. Each member Society shall be entitled to designate at the beginning of each fiscal year two persons to serve as Accredited Representatives. The name, mailing address and phone number of each such Accredited Representative shall be furnished to the Secretary in writing by August 1st of year. Any Accredited Representative shall be furnished to the Secretary in writing by August 1st of each year. Any Accredited Representative designation may be changed by a member Society by furnishing a notice in writing to the Secretary, at any time prior to such change, giving the name and address of the person being designated as an Accredited Representative and the effective date of such change. It is recommended, but not mandatory, that the Chairman or President, and the immediate past Chairman or President of each member Society serve as Accredited Representatives. However, each member Society shall be free to select as Accredited Representatives those persons from among its membership deemed most desirable to serve the best interest of such Society.
- SECTION 7. VOTING. Only Accredited Representatives may vote at meetings and only one vote may be cast by each Accredited Representative, excepting that votes may be casting by proxy. Notwithstanding that there may be two (2) Accredited Representatives of a member Society present at an annual, regular or special meeting, each may vote unless otherwise prohibited by the Bylaws.
- SECTION 8. VOTING BY MAIL. The Accredited Representatives may take action by mail ballot, if such authorized in advance by action taken at a regular or special meeting, for purposes of electing directors and officers. The result of this voting shall be determined by the ballots returned to the Secretary within ten (10) days, and the Secretary shall certify the outcome to the membership.
- SECTION 9. VOTING BY PROXY. Any Accredited Representative may request from the Secretary and receive a proxy form at any time and thereby designate another Accredited Representative to cast his vote and be counted for quorum purposes at any meeting. No proxy shall be valid after three months from the date of its execution, unless otherwise provided in the proxy.

SECTION 10. VOTING BY THE PRESIDING OFFICER. The presiding officer at any meeting shall not be entitled to vote except in the event of a tie.

SECTION 11. VOTES FOR ACTION. A majority of the votes cast at any meeting shall be required for passage of any item, unless otherwise specified in these Bylaws or by the laws of Alabama.

ARTICLE VII ORDER OF BUSINESS

SECTION 1. The order of business for regular meeting shall be as follows:

- (a) Call to order
- (b) Quorum check
- (c) Action on minutes
- (d) Treasurer's report
- (e) Reading of communications
- (f) Elections (officers and directors or new members)
- (g) Reports of other officers
- (h) Reports of committees
- (i) Unfinished business
- (j) New business
- (k) Program (if any)
- (l) Adjournment

SECTION 2. The order of business for special meetings shall be as follows:

- (a) Call to order
- (b) Quorum check
- (c) Transaction of business of notice
- (d) Adjournment

SECTION 3. The order of business may be altered or suspended at any meeting by a majority vote of the Accredited Representatives present. The usual parliamentary rules as laid down in Robert's Rules of Order, Revised, shall govern all debates when not in conflict with these Bylaws.

ARTICLE VIII BOARD OF DIRECTORS AND OFFICERS

SECTION 1. ELIGIBILITY REQUIREMENT. To be eligible for service as a director or officer, a person must be, or have served as, an Accredited Representative of a member Society.

SECTION 2. BOARD OF DIRECTORS. The initial Board of Directors shall consist of those persons named in the Articles of Incorporation who shall hold office until their successors are duly elected and qualified. Thereafter, the Board of Directors shall be elected at each annual membership meeting and shall consist of five (5) persons to include the immediate Past President, or alternatively another Accredited Representative, the present officers (President, Vice President, Secretary and Treasurer). Nominations for directors and officers shall be made by a duly appointed Nominating Committee with the Past President as Chairman. Additional nominations may be made from the floor by an Accredited Representative. For election, a two-thirds (2/3) favorable vote of the Accredited Representatives present in person or by proxy shall be required. Directors shall hold office for one (1) year or until their successors have been duly elected and installed.

SECTION 3. OFFICERS AND DIRECTORS. There shall be four officers of the Corporation consisting of: a President, a Vice-President, a Secretary, and a Treasurer. Election to any one of these offices shall be considered and deemed as election to the Board of Directors. In the event the Past President is not elected as a Director, the fifth Director shall be that person elected as stated in Section 2 above.

SECTION 4. VACANCIES. Interim vacancies on the Board of Directors or in any office shall be filled by a two-thirds (2/3) favorable vote of the Directors present at a meeting. In case the entire Board of Directors shall die or resign, any member may call a special meeting of the Corporation in the same manner that the President may call such meeting, and Directors for the unexpired terms may be elected at such special meetings in the manner provided for their election at the annual meeting.

SECTION 5. MANNER OF ACTING. Except as otherwise provided by the Bylaws, the meetings of the Board of Directors shall be governed by Robert's Rules of Order, Revised. The vote of a majority of the Directors present and voting at any regularly constituted meeting shall be the act of the Directors, unless more than a majority is required by the Bylaws.

ARTICLE IX RESPONSIBILITIES AND DUTIES OF OFFICERS AND DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The management, affairs and business of the Corporation shall be vested in the Board of Directors, who shall exercise all powers of the Corporation as they may lawfully be authorized to do as Directors, by the laws of the State of Alabama, and in accord with the Articles of Incorporation and these Bylaws.

SECTION 2. BOARD MEETINGS. The Board of Directors meetings shall be held periodically as set forth in Article VI, Section 3.

- SECTION 3. QUORUM. A majority of the Board shall constitute a quorum. In the absence of the President, the Vice President shall preside. In the absence of the President and the Vice President, the Directors may choose a chairman for the meeting.
- SECTION 4. ABSENCES FROM MEETINGS. Any member of the Board of Directors absent from a meeting shall communicate with the President or Secretary stating the reason for his absence and the membership of the Board in attendance shall decide in each instance whether or not such absence is excusable. In the event that there are three consecutive unexcused absences on the part of any member of the Board of Directors his membership on the Board may be declared vacant.
- SECTION 5. PRESIDENT. The President shall preside at all meetings of the Corporation and the Board of Directors and shall be a member ex-officio with right to vote on all committees in the case of a tie. With the approval of the Board of Directors he shall appoint all the committees required to carry on the program of the Corporation. He shall also communicate to the membership or to the Board of Directors such matters and make such suggestions as may be in his opinion tend to promote the welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors. He shall handle all correspondence relating to special matters.
- SECTION 6. VICE PRESIDENT. The Vice President shall perform the duties of the President during his absence or inability to perform the same, or in case of a vacancy in the office of President, until such vacancy is filled.
- SECTION 7. TREASURER. The Treasurer shall keep an accurate account of all monies received and expended for the use of the Corporation and shall make all disbursements authorized by the Board of Directors. He shall deposit all sums received in the bank or banks approved as depositories by the Corporation and shall make a report to the members and/or Board of Directors when called upon by the President to do so. Funds may be drawn only upon the signature of the Treasurer and/or such officers as may be designated by the Board of Directors. The funds, books, and vouchers in the hands of the Treasurer shall, with the exception of confidential reports submitted by members at all time be subject to verification and inspection by the Board of Directors. At the expiration of his term of office, the Treasurer shall deliver over to his successor all books, monies and other property. There may be a certified audit annually, or at any time of the books and records of the Corporation, at its expense. The Treasurer or other officers designated to draw funds of the Corporation may be required by the Board of Directors to post a fidelity bond at the expense of the Corporation in

such sum as the Board may prescribe. There shall be an audit of the Treasurer's books by a committee appointed by the President before each annual meeting.

SECTION 8. SECRETARY. The Secretary shall keep the minutes of all meetings of the Corporation and the Board of Directors. He shall conduct all routine correspondence of the Corporation and carry into execution all orders, votes and resolutions not otherwise assigned to specific committees. He shall keep a list of the member Societies of the Corporation and the Accredited Representatives, and he shall execute and deliver all notices and perform such other duties as may from time to time be required by the President of the Board of Directors. All such records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time. He shall make all arrangements for meetings.

SECTION 9. EXCULPATION OF DIRECTORS AND OFFICERS. No Director shall be liable to anyone for any acts on behalf of the Corporation or any omissions with respect to the Corporation committed by such Director, except for his own willful neglect or default, nor shall any Director be liable to anyone for any act of neglect or default on the part of any one or more of the other Directors in the absence of specific knowledge on the part of such neglect or default. Each member of the Board of Directors and each officer shall be indemnified by the Corporation against expenses reasonably incurred by him, in connection with any claim asserted or proceeding brought, to which he may be made a party by reason or his being or having been a member of the Board of Directors or office-holder of the Corporation, except in relation to matters as to which he shall be found, by a disinterested person or persons to whom the question may be referred by the Board of Directors, or shall be finally adjudged to be, liable for willful misconduct in the performance of his duties as such member of the Board of Directors or office-holder. The Corporation, at its own expense, may settle any such claim asserted or proceeding brought, when such settlement appears to be in the best interest of the Corporation. Expenses against which members of the Board of Directors or officer-holders may be indemnified hereunder include the amount of any settlement of judgment, costs, attorney fees, and related charges thereof.

SECTION 10. REMOVAL OF DIRECTORS. In the event any Director repeatedly neglects his duties or conducts his work in a manner detrimental to the best interests of the Corporation, the other Directors shall investigate and take action to correct the trouble, and, if necessary, by unanimous vote ask for the resignation of such director or declare the directorship vacant. The Director involved has no vote.

ARTICLE X COMMITTEES

SECTION 1. Committee may from time-to-time be established as determined by the Board of Directors and/or the President and shall have such duties and authority as may be designated.

ARTICLE XI AMENDMENTS

SECTION 1. On the recommendation of a majority of the Board of Directors or by a petition signed by not less than twenty percent (20%) of the Accredited Representatives, these Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds (2/3) affirmative vote of the member Societies represented at any scheduled meeting in person or by proxy provided that a written notice of the proposed changes shall have been sent to the entire membership entitled to vote at least forty-five (45) days prior to the date of the meeting.

ARTICLE XII DISSOLUTION

SECTION 1. On recommendation of the Board of Directors dissolution of the Corporation shall be made effective by an affirmative vote of all member Societies who shall vote therefore in person or by proxy at a special meeting held for that purpose on written notice stating the time, place and purpose. Such written notice shall be served in person or by certified mail to each member Society not less than ten (10) days nor more than thirty (30) days before the meeting. Dissolution and liquidation of the assets shall further be conducted in accord with Alabama law and the Articles of Incorporation.

ARTICLE XIII WAIVER OF NOTICE

SECTION 1. Whenever any notice is required to be given under the provisions of the Alabama Non-Profit Corporation Act or under the provisions of the Certificate of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV SEAL

SECTION 1. The Corporation shall have a corporate seal which shall be identified by the following words:

Engineering Council of Birmingham, Inc.
ALABAMA