

BYLAWS OF THE ENGINEERS' CLUB OF PHILADELPHIA

ARTICLE I NAME AND OBJECTIVES

1. The name of this organization shall be the Engineers' Club of Philadelphia, also known as "ECP" or the "Club."
2. The Club is a non-profit, 501(c)(6) organization dedicated to the advancement of the engineering field including its various disciplines, the professional development of its Members, and networking among technical professionals
3. The Club's objectives are:
 - Be the Engineering Center of the Delaware Valley
 - Provide membership options and benefits
 - Provide professional development programs
 - Promote engineering education
4. The Members of the Club, both individually and collectively, are empowered to implement the objectives of the Club in consonance with the dignity of the engineering profession and the reputation of the Club.
5. The Club will not participate in nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II MEMBERSHIP

1. Membership may be granted, subject to the procedures described herein, to any:
 - (a) Persons with an engineering degree,
 - (b) Students pursuing an engineering degree
 - (c) Persons who, by scientific, technical, practical experience, business, or other interests, are qualified to cooperate in the advancement of engineering, or who have an interest in supporting the growth and enhancement of an engineering center in the greater Philadelphia metropolitan region,
 - (d) Engineering/technical firms, agencies, or academic institutions who employ engineers, or
 - (e) Professional or technical societies or organizations related to engineering whose objectives and activities are consistent with those of the Club (referred to as affiliates).
2. Classes of individual, corporate, and affiliate memberships in the Club shall be as determined and authorized by the Club's Board of Directors (the "Board").
3. Application for membership shall be submitted by each applicant to the Club pursuant to procedures as determined and authorized by the Board.
4. The Board shall determine the fees and annual dues payable by the Members. Payment of the annual dues shall be required to maintain status as a Member.
5. Resignations of Membership shall be made to the Board in writing and shall be accepted when all outstanding dues and other financial obligations, have been paid.

6. Continued membership in the Club shall be conditioned on compliance with rules, regulations or procedures, as promulgated by the Board.

7. Membership in the Club is not transferable or assignable.

ARTICLE III MEETINGS OF MEMBERS

1. Meetings of the Members shall be held at a place and time as may be determined by the Board with proper notice of the Meeting given to all Members at least 20 days prior to the date of the meeting.

2. The Annual Meeting of the Members shall be held in June of each year. The results of the election of the Officers and Directors of the Club shall be announced at the Annual Meeting. If the Annual Meeting shall not be called and held within six months after the designated time, any Member may call such meeting.

3. Every individual Member of the Club shall be entitled to one vote and shall be referred to as a voting member. No Member shall sell his or her vote for money or anything of value. Upon request of a Member, the books or records of membership shall be produced at any business meeting of the Members. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be Members entitled to vote may vote. The right of a Member to vote, and its right, title and interest in or to the Club or its property, shall cease on the termination of its membership. Corporate Members shall not be entitled to a corporate vote.

4. Voting may be by ballot, by mail (including e-mail), or by any other reasonable means determined by the Board; provided that voting by proxy shall not be permitted.

5. Business meetings of the Members may be called at any time by the President, the Board, or at least ten percent of the voting Members at the time the request is made. When such a request has been received from a group of Members, it shall be the duty of the President, with concurrence of the Board, to fix the time of the meeting which shall be held not more than sixty days after receipt of the request.

6. The presence in person of ten percent (10%) of the voting Members shall constitute a quorum at all meetings of the Members for the transaction of business except as may be otherwise provided by law.

ARTICLE IV OFFICERS AND EXECUTIVE DIRECTOR

1. The officers of the Club shall be President; President-Elect; Vice President, Treasurer; and Secretary.

2. Each of the officers shall be a Member.

3. Each officer shall hold office for a term of two years. The President, President-Elect, and Vice President shall be elected in even-numbered years and the Treasurer and Secretary shall be elected in odd-numbered years. The President, Vice President, and President-Elect shall serve no more than one full-term in each position. The Treasurer and Secretary shall serve no more than three consecutive terms in each position.

4. Each officer shall have such authority and shall perform such duties as are provided by the Bylaws and as may be further prescribed by the Board. The Board may secure the fidelity of any or all such officers by bond or otherwise.

5. Any officer may be removed by the Board whenever in its judgment the best interests of the Club will be served.

6. The President shall preside at all meetings of the Members and Board, have oversight of the affairs of the Club, and ensure that all orders and resolutions of the Board are carried into effect; subject, however, to the right of the Board to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Club or to the Executive Director. The President shall execute bonds, mortgages and other documents requiring seal, under the seal of the Club. The President shall be an ex-officio member of all committees except the Nominating Committee and shall have the general powers and duties of supervision and management usually vested in the office of President.

7. The President-Elect shall act in all cases for and as the President in the President's absence or incapacity, and shall perform such other duties as may be required from time to time. The President-Elect shall automatically succeed to the office of President at the end of the term.

8. The Vice President shall act in all cases for and as the President-Elect in the latter's absence or incapacity, and shall perform such other duties as may be required from time to time.

9. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club, and shall keep the moneys of the Club in a separate account to the credit of the Club. The Treasurer shall disburse the funds of the Club as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the Club. The Board may delegate some or all of these duties to the Club's financial staff, if any, an outside accountant, or an appointed Assistant Treasurer.

10. The Secretary shall attend all sessions of the Board and all meetings of the Members and act as clerk thereof, and record all the votes of the Club and the minutes of all its transactions to be kept for that purpose (unless such task is delegated to another individual). The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board or President. The Secretary shall keep in safe custody the corporate seal of the Club, and when authorized by the Board, affix the same to any instrument requiring it.

11. The Board may engage an Executive Director who shall manage the day-to-day operations of the Club, perform such other duties as may be assigned by the Board, and shall report to the Board. The Executive Director may be a volunteer, an employee of the Club or an independent contractor, and shall enter into an employment agreement or an independent contractor agreement with the Club, as applicable. Any compensation the Executive Director receives for services shall be as determined and approved by the Board.

12. The Executive Director will supervise any employees hired by the Club.

ARTICLE V BOARD OF DIRECTORS

1. The business and affairs of the Club shall be managed by the Board, consisting of the Officers, nine elected Directors, and the most recent past President of the Club. The Executive Director shall be an

ex-officio, non-voting member of the Board; however, by majority vote of the Board the Executive Director may be dismissed from all or any part of a meeting. The Directors shall serve a term of three years and shall serve no more than two consecutive full-terms as Director. **Proviso:** The past Presidents on the FY 2010 board will continue on the board until their terms would normally end.

2. In addition to the powers and authority expressly conferred by these Bylaws upon them, the members of the Board may exercise all such powers of the Club and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the Members.

3. The Board shall meet at least four times per year. The meetings of the Board may be held at such times and at such place or places, as a majority of the Directors may appoint, or as may be designated in the notice calling the meeting. A meeting may be called by the President or upon written request of five voting members of the Board.

4. Written or personal notice of every meeting of the Board shall be given to each member of the Board at least seven (7) days prior to the day named for the meeting.

5. A majority of the Board in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Board in attendance at a meeting at which a quorum is present shall be the acts of the Board.

6. Actions of the Board can be conducted through an in-person meeting, a conference call, or by mail (including electronic mail) or such other means as defined by the Board.

7. A member of the Board shall stand in a fiduciary relation to the Club and shall perform the duties of a member of the Board, including duties as a member of any committee of the Board upon which one may serve, in good faith, in a manner reasonably believed to be in the best interests of the Club, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing such duties, a member of the Board shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (a) One or more officers or employees of the Club whom the member of the Board reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons as to matters which the member of the Board reasonably believes to be within the professional or expert competence of such person.
- (c) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the member of the Board reasonably believes to merit confidence.

8. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a member of the Board or any failure to take any action shall be presumed to be in the best interests of the Club. A member of the Board shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) The member of the Board has breached or failed to perform the duties of his or her position under this section; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

9. The provisions of this section shall not apply to:

- (a) The responsibility or liability of a member of the Board pursuant to any criminal statute; or
- (b) The liability of a member of the Board for the payment of taxes pursuant to Federal, State or local law.

10. Members of the Board as such shall not receive any salary for their services, or any amount for attendance at each meetings of the Board, provided, however, that nothing herein shall be construed to preclude any member of the Board from serving the Club in any other capacity and receiving compensation therefore.

11. The Board may declare vacant the office of a member of the Board if he or she is declared of unsound mind by an order of court or is convicted of a felony or if, within sixty days after notice of his or her selection, he or she does not accept such position either in writing or by attending a meeting of the Board, and fulfill such other requirements of qualification as the Bylaws may specify.

12. A vacancy in the office of President shall be filled by the President-Elect for the remainder of the term, followed by one full term as President, provided that the President-Elect was elected to that office by the general membership. A President-Elect elected by the Board to fill a vacancy shall only assume the presidency for the remainder of the term. In such a case, the ballots for the next election will include an election for both President and President-Elect.

13. A vacancy in the office of President-Elect shall be filled for the remainder of the term by the Board within sixty days of the vacancy. A person filling a vacancy as President-Elect shall not automatically become President, but shall be eligible to be a candidate for President or President-Elect for the following term, regardless of the amount of time served while filling the vacancy.

14. If the office or position of any member of the Board other than President or President-Elect becomes vacant for any reason, the Board may choose a successor or successors, who shall hold the position for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI NOMINATIONS AND ELECTIONS

1. Prior to the Annual Meeting of the Club, the Members shall elect the Officers and Directors whose terms have expired.

2. At a meeting of the Board, a minimum of four individual Members in good standing shall be appointed by the President with the approval of the Board to act as the Nominating Committee.

3. The Nominating Committee shall present the proposed slate of nominations to the Board for approval.

4. In February, the Nominating Committee shall send to the Membership a list containing the names of one or more eligible candidates nominated for each office to be filled at the next election, and shall certify that those candidates have expressed their willingness to serve if elected. If vacancies subsequently occur in this official list of nominees, the Nominating Committee shall have the power to make additional nominations to complete the list.

5. Additional nominations of officers and directors may be presented in writing, if endorsed by at least ten percent (10%) of Members in good standing, who certify that the persons thus nominated have expressed their willingness to serve if elected. The Members shall be given 30 days from the publication of the Nominating Committee's slate of candidates to submit additional nominations. These nominations, with the names of the proposers, shall be submitted to the Membership as part of the election procedure described herein.

6. When there is only one nominee for each of the offices to be filled at any election, the Secretary shall cast the Ballot and publish the result to the Membership.

7. In advance of the Annual Meeting, the Board may appoint two or more tellers of election, who must be voting Members. No Member who is a candidate for office or a member of the Board shall act as a teller.

8. When there is more than one nominee for any office, the election shall be by letter ballot supervised by the Tellers. A list of all nominees, arranged in alphabetical order, shall appear on the ballots and shall be mailed to each Member. Ballots must be received by the Tellers not less than forty-eight hours before the Annual Meeting. The Tellers shall count all legal ballots and shall present to the Club at the Annual Meeting a signed report, giving the number of votes cast for each candidate. The incumbent President shall declare elected those candidates who have a plurality of the legal votes cast.

ARTICLE VII COMMITTEES

1. The following committees shall consist, except as specified, of one or more Members of the Club, as appointed by the Board in its sole discretion:

- (a) The Executive Committee shall conduct the business of the Club in the absence of the Board. The Executive Committee shall exercise such powers as may be delegated to it by the Board. The Executive Committee consists of the President, President-Elect, Vice President, Treasurer, Secretary, and Immediate Past President. The Executive Director shall be an ex-officio, non-voting member of the Executive Committee; however, by majority vote of the Executive Committee the Executive Director may be dismissed from all or any part of a meeting.
- (b) The Finance Committee shall monitor the finances of the Club and shall be chaired by a member of the Board of Directors other than the Treasurer. The treasurer shall be an ex-officio member of the committee.

2. The Board may establish additional committees each of which shall consist of one or more Members of the Club, as appointed by the Board in its sole discretion. When the Board determines that it is in the best interest of the Club, it may waive the requirement that committee members must be current Members of the Club.

ARTICLE VIII BOOKS AND RECORDS

1. The Club shall keep an original or duplicate record of the proceedings of the Members and the Directors, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Club, and an original or a duplicate membership register, giving the names of the Members, and showing their respective addresses and the class and other details of the membership of each.

2. The Club shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Club in this Commonwealth, or at its principal place of business wherever situated.

3. Every Member shall, upon written demand under oath stating a proper purpose therefore, have a right to examine, in person or by agent or attorney, during the usual hours for business, the membership

register, books and records of account, and records of the proceedings of the Members and Directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the Member. The demand under oath shall be directed to the Club at its registered office in the Commonwealth of Pennsylvania or at its principal place of business wherever situated. This examination and copying shall be in accordance with procedures as developed by the Club; such procedures may include a provision for financial compensation from the person making the request to compensate for staff time to compile the materials and for the actual costs of the copying. At no time shall the original materials be removed from the Club office by the person, agent, or attorney making this request.

ARTICLE IX ANNUAL REPORT

The Board shall present annually to the Members a report, verified by the President and Secretary, or by a majority of the Board, showing in appropriate detail the following information for the fiscal year immediately preceding the date of the report:

1. The assets and liabilities, including the trust funds as of the end of the fiscal year, along with the principal changes from the beginning of the fiscal year
2. The revenue or receipts and the expenses or disbursements of the Club, both unrestricted and restricted to particular purposes, including separate data with respect to each trust fund held by or for the Club.
3. The number of Members of the Club, together with a statement of increase or decrease in such number during the fiscal year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

ARTICLE X NOTICES

If required, written notice shall be given to any Member either personally or by sending a copy thereof by U.S. mail, by overnight courier service, by fax transmission, or by e-mail, to the address (or fax number or e-mail address) appearing on the books of the Club. If the notice is sent by U.S. mail or courier service, it shall be deemed to have been given to the Member when deposited in the United States mail or with a courier service for delivery to that Member and, if the notice is sent by fax or e-mail, it shall be deemed to have been given upon transmission. A notice of a meeting shall specify the place, day, and hour of the meeting and any other information required by statute or these Bylaws.

ARTICLE XI MISCELLANEOUS PROVISIONS

1. The fiscal year of the Club shall begin on the first day of July or as determined by the Board.
2. The Members of the Board shall assume their duties on the first day of July following their election, and shall hold office until their successors have been duly elected and qualified.

3. One or more persons may participate in a meeting of the Board or of the Members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can participate

4. The rules contained in the tenth edition of *Robert's Rules of Order Newly Revised* shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Club may adopt.

5. The corporate seal shall have inscribed thereon the name of the Club, the year of its organization and the words "Corporate Seal, Pennsylvania".

6. The Club shall make no purchase, lease or rent of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board.

7. Whenever the lawful activities of the Club involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental "profit". All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Club, and in no case shall be divided or distributed in any manner whatsoever among the Members, Directors or officers of the Club.

8. All checks or demands for money and notes of the Club shall be signed by such officer or officers as the Board designates.

ARTICLE XII AMENDMENTS

1. Proposals to amend these Bylaws may be made by the Board, or at least 25 Members in good standing by written presentation to the Board.

2. The proposed amendments shall be sent to each voting Member for comment.

3. A thirty day period shall be provided for receipt of written comments from the membership beginning with the mailing date of the proposed amendment to all Members.

4. Adoption of the proposed amendments shall be by a two-thirds affirmative vote of the Board in office.

ARTICLE XIII INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

1. The corporation shall indemnify each of its Directors, officers and members, whether or not then in service as such (and the executors, administrators and heirs of each such person), against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative, to which the individual is or was a party or is threatened to be made a party because he or she is or was a Director, officer or member of the corporation, provided that he or she has acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its

equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal proceeding, shall not of itself create a presumption that the person had reasonable cause to believe that his or her conduct was unlawful.

2. Indemnification shall be provided by the corporation under the terms of section 1. above unless the members determine that indemnification is not proper because the person seeking indemnification fails to satisfy the applicable standard of conduct set forth in section 1.

3. The corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by a Director, officer, or member in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of such individual to repay the amount if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized under this Article XIII.

4. To the extent that a Director, officer, or member has been successful on the merits or otherwise in defense of an action or proceeding or in defense of any claim, issue, or matter relating thereto, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

5. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled. In the event the corporation enters into an agreement with one or more Directors, officers, or members to indemnify such parties against judgments, fines, settlements, and/or other liabilities, the terms of such indemnification agreement(s) will supersede and take precedence over the terms of this Article XIII. The corporation shall have the right (but not the obligation) to purchase and maintain insurance on behalf of a Director, officer, or member against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the corporation would have the right to indemnify him or her against that liability under this Article XIII.

ARTICLE XIV DISTRIBUTION OF ASSETS AND DISSOLUTION

1. No part of the earnings, assets, or other property of the Club shall be distributed to, or otherwise shall inure to the benefit of, any Member or other individual.

2. Upon the dissolution of the Club, and after payment of all of its debts and liabilities (or after setting aside a reserve for payment of all such debts and liabilities), all of the remaining assets of the Club shall be distributed, in the discretion of the Board, to one or more nonprofit organizations organized under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor provisions thereof) which promote the interests and the advancement of engineering.

END OF BYLAWS