

# Joint Engineers Council of Alabama

A NONPROFIT CORPORATION

## BYLAWS & Articles of Incorporation

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# BYLAWS OF JOINT ENGINEERS COUNCIL OF ALABAMA A NONPROFIT CORPORATION

## 1. ARTICLE ONE - INTRODUCTION

### *1.1. Definition of Bylaws*

These Bylaws constitute the code of rules adopted by Joint Engineers' Council of Alabama for the regulation and management of its affairs.

### *1.2. Purposes and Powers*

This Corporation will have the purposes or powers as stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law. The purposes or powers are summarized as follows:

To organize and represent any engineering technical society, joint council, land surveyors society, or individual engineer in promoting: engineering professionalism and ethics, responsibility to the public interest, and leadership In applying technology to the benefit of all people.

To provide technical assistance in public policy making by: examining proposed legislation and rules promulgated by government agencies, offering advice and assistance in cases where the corporation feels that it has expertise or a vested interest, and suggesting legislation which the corporation considers to be for the betterment of the people of Alabama.

To conduct and transact any business lawfully authorized and not prohibited by the Alabama Non-Profit Corporation Act or other legislation to which the corporation Is subject.

## 2. ARTICLE TWO - OFFICES AND AGENCY

### *2.1. Principal and Branch Offices*

The principal office of this Corporation in the State of Alabama will be located at 660 Adams Avenue, Suite 333, Montgomery, Alabama 36104. In addition, the Corporation may maintain other offices within the State of Alabama as its business requires.

### *2.2. Location of Registered Office*

The location of the registered office of this Corporation is 660 Adams Avenue, Suite 333, Montgomery, Alabama 36104. A registered office location will be continuously maintained in the State of Alabama for the duration of this Corporation. The Board of Directors may change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

### **3. ARTICLE THREE - MEMBERSHIP**

#### *3.1. Definition of Membership*

The Members of this Corporation are those persons or corporations or other entities having membership rights in accordance with the provisions of these Bylaws.

#### *3.2. Classes of Members*

This Corporation will have two classes of Members: Society Membership and Individual Membership.

#### *3.3. Qualifications of Members*

The qualifications and rights of the Members of this Corporation are as follows:

##### *3.3.1. Society Membership*

Any engineering or land surveying society (or organization) which is approved by the Board of Directors and supports the principles of this Corporation may hold membership in this Corporation by paying annual dues as set forth in these Bylaws.

##### *3.3.2. Individual Membership*

Any licensed professional engineer or licensed professional land surveyor who supports the principles of this Corporation and pays the annual dues stated in these Bylaws and is approved by the Board of Directors may hold individual membership in this Corporation with no voting privileges.

#### *3.4. Members Dues*

The annual dues payable to the Corporation by Members will be in such amounts as may be determined by resolution of the Board of Directors. The first annual dues will be payable and submitted in full with the application for membership. Future annual dues will be payable in advance on the anniversary of the members' admission to the Corporation.

#### *3.5. Assessments*

Member-ships will be nonassessable. The Board of Directors may determine the type of occasions for which fines may be assessed against Members, as well as the amounts thereof. The Board will have full authority to assess such fines on the occasions specified..

The amount of dues fixed by the Board of Directors shall become, on and after notice, an indebtedness to the Corporation collectible by due course of law. The failure to pay any dues or fines assessed shall render the Member liable to expulsion.

#### *3.6. Place of Members Meetings*

Meetings of Members will be held at any place selected by the Board of Directors.

### ***3.7. Annual Members Meetings***

The annual meeting of the Members will be held during the last calendar quarter of each year at a location, date, and time announced to all Members.

### ***3.8. Special Members Meetings***

Special meetings of the Members may be called by one of the following: The Board of Directors, The Chairman, Members having at least ten percent (10%) of the votes which all Members are entitled to cast at such meeting.

### ***3.9. Notice of Members Meetings***

A notice of a Members' meeting shall state the location, date, and time of the meeting. In the case of a special meeting, the notice shall also state the purpose or purposes for which the meeting is called. Meeting notices shall be delivered not less than five (5) nor more than forty (40) days before the date of the meeting to each Member entitled to vote. If mailed, the notice will be considered delivered when deposited in the United States mail, with postage prepaid, addressed to the Member at his or her address as it appears on the records of the Corporation.

### ***3.10. Voting Rights of Members***

Each Member of the Society class of membership will be entitled to one vote on each matter submitted to a vote of the Members.

### ***3.11. Members Proxy Voting***

A Member may vote either in person or by proxy executed in writing by the Member or duly, authorized attorney-in-fact. No proxy will be recognized as valid after eleven (11) months from the date of its execution unless expressly provided otherwise in the proxy.

### ***3.12. Quorum of Members***

The number of Members entitled to vote in person or by proxy which constitutes a quorum at a Member meeting will be Members holding one half of the votes entitled to be cast in such manner. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by law, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

### ***3.13. Transferability of Membership***

Membership in this Corporation is nontransferable and nonassignable.

### *3.14. Termination of Membership*

Membership will terminate in this Corporation on either of the following events, and for no other reason: Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or duly authorized attorney-in-fact. The death of a Member. The failure of a Member to pay dues, fines, or assessments on or before their due date. For cause, inconsistent with membership, after notice, trial, and conviction.

Before a membership terminates for any reason other than the resignation or death of the Member, the Member will be -given an opportunity to be heard before the Board of Directors. A Member terminating membership status for reasons other than death may be completely and automatically reinstated if the cause of termination is corrected before formal adoption by the Board of Directors of a resolution acknowledging such termination.

## **4. ARTICLE FOUR - DIRECTORS**

### *4.1. Definition of Board of Directors*

The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

### *4.2. Structure of Board and Qualifications of Directors*

The Board shall be composed of one member from each of the engineering and land surveying organizations within the State of Alabama or other groups which hold membership in this Corporation. Each State engineering society, State or local engineers' council or group holding membership in this Corporation shall appoint its representative to the Board.

### *4.3. Number of Directors*

The number of Directors of this Corporation shall be not less than three at any time. The number of Directors may vary between the minimum of three and a maximum of twenty-five, with the amount to be determined by a vote of two-thirds (2/3) of the incumbent directors.

### *4.4. Terms of Directors*

Directors will be appointed (by the groups they represent) for a term of one year. Each Director will hold office for the term for which appointed or until a successor has been selected and qualified.

A Director may be removed from office when such action will serve the best interests of this Corporation. Before a Director may be removed from office he or she shall be given an opportunity to be heard before the Board of Directors and to present evidence in his or her behalf.

### *4.5. Vacancies on the Board*

Resignation of Directors will become effective Immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of

Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by a majority of -the remaining Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

#### *4.6. Place of Directors Meetings*

Meetings of the Board of Directors, regular or special, will be held at any place the Board of Directors may designate.

#### *4.7. Regular Directors Meetings*

Regular meetings of the Board of Directors will be held at a location, date, and time announced to all Directors.

#### *4.8. Notice of Special Directors Meetings*

Written notice stating the location, date, and time of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) nor more than five (5) days before the date of the meeting. Delivery may be made personally or by first class mail, by or at the direction of the Chairman, or the Secretary, or the Directors calling the meeting.

If mailed, such notice will be deemed to be delivered when deposited in the United States Mail addressed to the Director's address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

#### *4.9. Call of Special Board Meetings*

A special meeting of the Board of Directors may be called by: The Chairman, The Executive Committee, A number constituting a quorum of the Board of Directors.

#### *4.10. Waiver of Notice*

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

#### *4.11. Quorum of Directors*

A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation or any provision of these Bylaws.

## **5. ARTICLE FIVE - OFFICERS**

### *5.1. Roster of Officers*

The officers of this Corporation may consist of the following personnel: A Chairman, A Vice Chairman, A Secretary-Treasurer, An Executive Director.

### *5.2. Selection and Term of Officers*

Each officer of this Corporation will be elected and appointed by the Board for a term of two years. Each officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular meeting of the Board of Directors.

### *5.3. Chairman*

The Chairman will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or Directoral Committees, supervise and control the affairs of the Corporation. The Chairman will perform all duties incident to the office and other duties provided in these Bylaws or prescribed by the Board of Directors. The Chairman shall be an exofficio member of all committees; he or she shall preside when present at the meetings of the Board and of the Executive Committee, and shall recommend appointment of all committee chairmen and committee members to the Board for their approval. The Chairman shall be a Member of the Board.

### *5.4. Vice Chairman*

The Vice Chairman will perform all duties and exercise all powers of the Chairman when the Chairman is absent or is otherwise unable to act. The Vice Chairman will perform other duties be prescribed by the Board of Directors. In the event that the office of Chairman becomes vacant for any reason, the Vice Chairman shall serve as acting Chairman until the office is filled by election as provided in these Bylaws.

### *5.5. Secretary-Treasurer*

The Secretary-Treasurer shall perform duties commonly ascribed to this office or prescribed by the Board. The Secretary-Treasurer shall be the custodian of the funds of the Council. He or she shall: collect all dues and other funds of the organization disburse all moneys of the Council in accordance with the instructions of the Board keep full and accurate accounts, present financial statements, and prepare, sign and file all reports to governmental authorities required by law or directed to be filed by the Board.

In the absence of the Chairman and Vice Chairman, he or she shall preside at meetings of the Board of Directors. The Secretary-Treasurer shall give bond in such sum as fixed by the Board, the premium on such bond to be paid by the Council.

### *5.6. Executive Director*

If duties and activities of the Council dictate, the Chairman shall appoint, with the approval of the Board, an Executive Director of the Council. The Executive Director shall be chief executive officer of the Council and shall be an employee of the Council reporting to the Board. He or she shall be responsible for the management and administration of the affairs of the Council.

### *5.7. Removal of Officers*

Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint Officers whenever in their judgment the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

## 6. ARTICLE SIX - INFORMAL ACTION

### *6.1. Waiver of Notice*

Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

### *6.2. Action by Consent*

Any action required byelaw or under the Articles of Incorporation of this Corporation or these Bylaws, or any action which otherwise may be taken at a meeting of either the Members or Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

## 7. ARTICLE SEVEN - COMMITTEES

### *7.1. Definition of Directoral Committees*

This Corporation may have certain Committees, each of which will consist of two (2) or more Directors. Such Directoral Committees will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, no such Committee will have the authority of the Board in reference to affecting any of the following:

Submission to Members of any action for which the approval of Members is required under the law. Filling of vacancies in the Board. Adoption, amendment, or repeal of Bylaws. Amendment or repeal of any resolution of the Board. Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

## *7.2. Appointment of Committees*

The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Directoral Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such Directoral Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

## *7.3. Executive Committee*

There shall be an Executive Committee, consisting of the officers and the immediate past Chair, which shall be empowered to act on behalf of the Board in the interval between official meetings of the Board on all matters, except those expressly stated in these Bylaws that shall require Board action. Three affirmative votes are necessary to transact any business of the Executive Committee. No state society (or organization) shall have more than one Member on the Executive Committee.

# **8. ARTICLE EIGHT - OPERATIONS**

## *8.1. Fiscal Year*

The fiscal year of this Corporation will be the calendar year.

## *8.2. Execution of Documents*

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the Chairman, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

## *8.3. Books and Records*

This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Directoral Committees. The Corporation will keep at its registered office a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Corporation.

## *8.4. Inspection of Books and Records*

All books and records of this Corporation may be inspected by any Member, or a Member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

### *8.5. Nonprofit Operations-Compensation*

This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

### *8.6. Dissolution*

Upon dissolution of the Council, all of its assets, after all expenses and debts have been paid, shall be distributed to an organization which is exempt from taxation under Sec. 501 (c) (3), 501 (c) (4), or 501 (c) (6) of the Internal Revenue Code of 1954 (or corresponding provision of any later United States Internal Revenue Law).

## 9. ARTICLE NINE - AMENDMENTS

### *9.1. Amendment of Articles of Incorporation*

The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by a majority of the Directors.

### *9.2. Modification of Bylaws*

The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by a majority of the Directors.

## 10. ARTICLE TEN - EXCULPATION OF DIRECTORS

### *10.1. Indemnification*

No Director shall be liable to anyone for any acts in behalf of the Corporation or any omissions with respect to the Corporation committed by such Director except for his or her own willful neglect or default. Any person made a party to any civil or criminal action, suit or proceeding by reason of the fact that he or she is or was a Director, officer, or employee of this Corporation, shall be indemnified by the Corporation against the reasonable expenses, including, without limitation, attorneys' fees and amounts paid in satisfaction of judgment or in settlement other than amounts paid to the Corporation, actually and necessarily incurred by or imposed in connection with, or resulting from the defense of such civil or criminal action, suit or proceeding, or in connection with or resulting from any appeal therein, except in relation to matters as to which it shall be adjudged in such civil or criminal action, suit or proceeding that such Officer, Director or employee is liable for negligence or misconduct in the performance of his or her duties. In the case of a criminal action, suit or proceeding a conviction (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not of itself be deemed an adjudication that such Officer, Director or employee is liable for negligence or misconduct in the performance of his or her duties to the Corporation. Any amount payable pursuant to

this Article may be determined and paid, at the option of the person to be indemnified, pursuant to procedure set forth from time to time in the Bylaws or by any of the following procedures:

Order of the court having jurisdiction of any such civil or criminal action, suit or proceeding, resolution adopted by a majority of a quorum of the Board of Directors of the Corporation without counting in such majority or quorum any interested Directors, or order of any court having jurisdiction over the Corporation. Such right of indemnification shall not be exclusive of any other right which such Officers, Directors and employees of the Corporation, and the other persons above mentioned, may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw agreement, provisions of law or otherwise, as well as their rights under this Article.

### *10.2. Exculpation for Good Faith Acts*

No Director or officer shall be liable to anyone for any acts 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 Director of such neglect or default.