

October 9, 1991

Adopted in Dec. 1991
Revised June 1, 1992
Approved as corrected August 10, 1992

BY-LAWS

OF

THE SAN FERNANDO VALLEY ENGINEERS' COUNCIL

FIRST: The name of this corporation is The San Fernando Valley Engineers' Council (hereinafter called the Council).

SECOND: The Council is organized and operated exclusively for charitable purposes, including the furtherance of educational endeavors and other exempt purposes within the meaning of Section 501(c)(3) of the Internal Code of 1986, as amended (the "Code").

ARTICLE I - BOARD OF DIRECTORS

Section 1. The Council shall be managed by its Board of Directors, (hereinafter referred to as The Board).

The members of the Board are "Trustees" and "Directors at Large", both of whom shall hereinafter be referred to as "Directors".

Trustees. Trustees are past Presidents of the Council and described in Section 3, of Article I additionally as Life Members.

Directors at Large. Directors at Large are delegate representatives of engineering societies approved by the Board and are described in Section 3, Article I.

All corporate powers shall be exercised by the Board.

Section 2. Qualifications. Each Director shall be at least eighteen years of age and shall have such other qualifications as may be prescribed by these By-Laws.

Section 3. Number and Definition. The number of Directors shall not be less than three or more than twenty. The initial Board membership shall be those past presidents of the Council, alive on of the date these By-Laws are adopted, and whom are willing and able to participate in the Council activities, and shall be called "Trustees". Trustees shall additionally be designated Life Members. Each future President becomes a Director upon election to the office of President-Elect, and may be elected to Trustee upon fulfilling his duty as President. The Council may approve other Directors, known as "Directors at Large". The Council may increase or decrease the number of Directors from time to time by majority vote of the entire board. As used in these By-Laws, the term "Entire Board of Directors", "The Entire Board", or "The Board" means the total number of Directors entitled to vote if the Council's Board of Directors had no vacancies.

Section 4. Term. The term of office of the Trustees shall be for as long as they are willing and able to participate. Directors at Large are elected to a three year term and must be accompanied by a letter from their respective Engineering Society requesting the Council elect them as a Director at Large.

Section 5. Vacancies. In case of one or more vacancies on the Board by reason of death, resignation, or otherwise, the remaining Directors, even in the absence of a quorum, may, by majority vote, elect a successor or successors for the unexpired term or terms. A vacancy on the Board for the purpose of this section shall also be deemed to exist whenever the Directors increase their number by amendment to these By-Laws.

Section 6. Meetings. Regular meetings of the Board shall be held at such place and at such time as may be fixed by resolution of the Board or as may be specified in a meeting notice. Special meetings may be held at any time upon the call of the President or a majority of the Board by telegraphic or written notice duly served on or sent to each director not less than fourteen (14) days before such meeting. One meeting of the Board shall be designated the annual meeting at which the Directors shall report and confirm the membership of the Board and the officers of the Council for the ensuing year and shall transact such other business as may properly come before the meeting. A quorum for the conduct of business shall be a majority of the Board. If a quorum is not present, action taken by a vote of the majority of those present shall constitute valid corporate action.

Section 7. Removal from Office. Any Director may be removed, for cause, from office by a two-thirds (2/3) affirmative vote of the Board of Directors. The term of any officer shall expire immediately upon removal of such officer or director. The remaining directors may fill any vacancy or vacancies created by such removal. Any director may resign by giving notice in writing to the President or the Secretary. The acceptance of any

such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.

Section 8. Participation by Telephone. Any one or more members of the Board of Directors, or of a committee thereof, may participate in a meeting of the Board or Committee, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of the resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or of such committee.

Section 10. Delegates. Delegates are representatives of the participating society who are invited to the meetings of the Board with voice but no vote until such time as their Petition for appointment as Director is approved by the Board. The Petition is a letter from the President of the respective Society requesting the representative be considered as a Director. Upon approval by the Board, the delegate becomes a Director and member of the Board, with full Director privileges.

Section 11. Committees of the Board. The Board of Directors may, at its discretion, appoint committees which shall have and exercise such power that shall be conferred or authorized by the resolutions appointing them.

Section 12. Standing Committees. The Board of Directors shall appoint directors or officers to serve as chair and members of standing committees for a term of one (1) year. All committees except the Executive Committee shall be advisory. Standing Committees shall be as follows:

Executive Committee. The Executive Committee shall be composed of the Immediate Past President, The President, The President-Elect, The Secretary, and The Treasurer. The Executive Committee shall possess and may exercise the powers of the Board of Directors between meetings of the Board as permitted by law. The President shall chair the Executive Committee.

Audit Committee. The Audit Committee shall include three members of the Board. They shall be either Directors or Officers who do not otherwise have direct responsibility for the fiscal affairs of the Council. Members of the Budget Committee are

specifically excluded from the Audit Committee. The members shall be appointed by the President and approved by the Board.

Budget Committee. The Budget Committee shall be chaired by the Treasurer and composed of the President and other Directors appointed by the President and approved by the Board.

Honors and Awards Committee. The Chair of the Honors and Awards Committee shall be appointed by the President and approved by the Board. Members of the Committee shall be recommended by the Chair and approved by the Board. All honors and awards shall be recommended by the Honors and Awards Committee and approved by the Entire Board of Directors.

ARTICLE II. OFFICERS

Section 1. Officers. The officers of the Council shall be: President, President-Elect, Secretary, Treasurer, and such other officers appointed by the Board of Directors to hold their offices for such term, and who shall perform such duties, as shall be determined from time to time by the Board of Directors.

Section 2. The President. The President shall be elected by the Board to serve one year from April 1 to March 31. The President shall be the chief executive officer of the Council. The President shall chair the Board of Directors and the Executive Committee. The President shall also recommend the persons to chair all committees except as otherwise specified by these By-Laws. The President shall preside at all meetings of the Board of Directors. The President shall be an ex-officio officer of all committees. The President shall provide a written report on the operations of the Council for the preceding year to the Directors at their annual meeting and from time to time shall report to the Board all matters in which the interest of the Council may require attention.

Section 3. The President-Elect. The President-Elect shall be elected by the Board to serve a one (1) year term from April 1, to March 31. The President-Elect shall perform such responsibilities as may be directed by the President. If for some reason the President is unable to serve the Council, the President-Elect shall automatically assume the duties of the President for the vacant and unexpired term, and continue in the office of President for the regularly elected term.

Section 4. Treasurer. The Treasurer shall be elected by the Board to serve a two (2) year term from April 1, to March 31. The Treasurer is the Chief Financial Officer of the Council. The Treasurer shall keep full and correct account of receipts and disbursements in the books of the Council and shall deposit all monies and other valuable effects to the

credit of the Council in such banks of deposit as may be approved by the Board of Directors. The Treasurer shall disburse sums of the Council only as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors an accurate accounting of all the financial transactions and of the financial condition of the Council. The Treasurer shall, when necessary, and with the Board approval, establish a Financial Resources Committee and recommend a Chairperson for this committee.

Financial Resources Committee. The Chairman of the Financial Resources Committee shall be appointed by the President, upon the recommendation of the Treasurer, and approved by the Board. The Financial Resources Committee Chairman reports to the Treasurer.

Section 5. Secretary. The Secretary shall be elected by the Board to serve a one (1) year term from April I to March 31. The Secretary shall attend all sessions of the Board and Executive Committee, record, transcribe, and distribute the minutes of these meetings in a timely manner to allow review and acceptance/amendment at the following meeting. The Secretary shall give, or cause to be given, notice of all meetings and shall perform such other duties as may be required. The Secretary is custodian of the Corporate Seal, shall affix the same to all papers and documents whenever the Corporate Seal shall be required to be so affixed and shall arrange for the safekeeping of the Seal. The Secretary shall have custody of the book of minutes for the Council and shall present the same for audit annually.

Section 6. Assistant Treasurer and Assistant Secretary. Additional officers may be appointed from time to time by the Board to serve as Assistants to the Treasurer and Secretary.

ARTICLE III. PROFESSIONAL STAFF

The Board shall be responsible for selecting the Chief Staff Officer (if any) for the Council. The Chief Staff Officer shall be responsible for selecting the other members of the staff (if any), and overall management of the staff office (if any), responsible to the Board, and reporting directly to the President of the Council.

ARTICLE IV. INDEMNITY AND INSURANCE

Section 1. Indemnity of Directors and officers. The Council shall indemnify each director, officer or employee of the Council to the fullest extent permitted by the laws of the State of California.

Section 2. Insurance. The Council may purchase and maintain insurance to assure the indemnity of the Council Directors, Officers, and Employees of the Council, described in ARTICLE IV Section 1, above.

ARTICLE V. FISCAL YEAR

The fiscal year of the Council shall correspond to the calendar year (January 1 to December 31).

ARTICLE VI. AMENDMENTS TO THE BY-LAWS

Amendments or additions to the Bylaws may be made by a 60% vote of the Trustees present at a meeting of the Board, providing there are a minimum of five (5) Trustees present and ten days prior notice of the proposed change has been sent to the Trustees. Only the Trustees can vote on bylaw changes.

ARTICLE VII. INVESTMENTS

Section 1. Investments and Proxies. The Board shall have power to make investments of the funds of the Council and to change the same, and may from time to time sell any part of the securities of the Council. Any officer, or such other Board designated person, acting on written instructions delivered to him by the Board, may execute and deliver on behalf of the Council proxies on stock owned by the Council and may vote such stock at any meeting of the stockholders.

Section 2. Transfer and Assignments. The Board may authorize any officer, director, or any other person or persons to execute such form of transfer assignment as may be customary or necessary to constitute the transfer of stocks, bonds, or other securities standing in the name of or belonging to the Council. A company, association, or person transferring any such stocks, bonds or other securities pursuant to a form of transfer or assignment so executed shall be fully protected.

Section 3. Delegation of Investment Management. Except as otherwise provided by the applicable instrument, the Board may; (1) delegate to its Committee, officers, or agents, including investment counsel, the authority to act in place of the Board in investment and reinvestment of institutional funds; (2) contract with independent investment advisors, investment counsel or managers, banks or trust companies so to act; and (3) authorize the payment of compensation for investment advisory or management

services, advisors, investment counsel or manager so to act. Each such contract shall provide that it may be terminated by the Board at any time, without penalty, upon not more than sixty (60) days notice. The Board shall be relieved of all liability for the investment and reinvestment of institutional funds by, and for the other acts or omissions of persons, to whom authority is so delegated.

ARTICLE VIII CONTRACTS, CHECKS, AND OTHER INSTRUMENTS

The Board may authorize any director(s), officer(s), or such other person(s) as shall be designated by the Board, in the name of or on behalf of the Council to enter into any contract or to execute and deliver any instrument or to sign checks, drafts, endorsements, notes or other evidences of indebtedness of the Council and such authority may be general or confined to specific instances; and unless so authorized by the Board or these By-Laws, no other officer or other person shall have power or authority to bind the Council by any contract or engagement or to render it liable for any purpose or for any amount. The Board shall have discretion to reject any grant, gift, or bequest the conditions which might conflict with or jeopardize the Council's non-profit status. The Board shall have final authority over the making of all grants and other charitable expenditures, and nothing in this Article shall constitute any restriction or limitation of any power of the Board conferred by applicable law or these By-Laws.

ARTICLE IX. LOANS

No loans shall be contracted on behalf of the Council and no debt instrument shall be issued on its behalf unless authorized by the Board.

ARTICLE X. NOTICE

Notices, wherever required in these By-Laws, shall be deemed to have been given:

- by messenger, at the time of delivery,
- by telegram, at the time of filing,
- by mail, when deposited in the United States mail with the first class postage thereon prepaid.

Notice shall be sent to the addressee at the current address in the Council's records unless a written request is filed with the Secretary of the Council for the notice to be mailed to some other address.