

REVISED 4/17/1970
REVISED 11/18/1971
REVISED 12/11/1981
REVISED 4/28/1982
REVISED 10/14/1999
REVISED 06/16/2006
REVISED 06/26/2008
REVISED 10/22/09

TEXAS ENGINEERING FOUNDATION BYLAWS

ARTICLE I NAME

The name of this corporation shall be Texas Engineering Foundation and will be hereinafter referred to as the Foundation.

ARTICLE II PURPOSES

The purposes of the Foundation as stated in its Articles of Incorporation are:

A. To carry on through the use of this Foundation's assets, including the income therefrom, for exclusively educational, literary, scientific and charitable purposes, or any one of them, or to the use of any corporation, trust, fund, or foundation whose purposes and operations are exclusively charitable, scientific, literary, or educational, and in furtherance thereof including but not limited to the following:

- (1) To foster and maintain the honor and integrity of the learned profession of engineering;
- (2) To study, improve and facilitate the services of engineering and the mathematical and physical sciences for the benefit of mankind;
- (3) To promote the study of the engineering, the mathematical, physical and engineering sciences, and research therein, the diffusion of knowledge thereof, and the continuing education of professional engineers by only charitable, educational, literary or scientific means;
- (4) To cause to be published and to distribute addresses, reports, forms, treatises, and other works on subjects pertaining to the engineering, mathematical, physical and engineering sciences and the application thereof to the use of mankind.
- (5) To maintain an engineering library and an engineering research center;
- (6) To acquire, preserve and exhibit rare books, drawings, writings and documents, objects of art, and items of scientific and historical interest having engineering significance or bearing on the engineering, mathematical or physical sciences;
- (7) To improve the relations between members of the engineering profession, the Government of the United States, the State of Texas, local municipal

governments and other political subdivisions, and the public by only charitable, educational, literary or scientific means;

(8) To foster suitable standards of engineering education and moral and ethical fitness for admission to the practice of the profession of engineering, and to provide scholarships in one or more of the engineering schools of the State of Texas for worthy and qualified applicants, and to endow teaching fellowships and chairs of instruction by learned and qualified professors of engineering at engineering schools in the State of Texas;

(9) To relieve, aid and assist as charitable acts deserving indigent and destitute members of the Texas Society of Professional Engineers who shall be ill, incapacitated, or superannuated and in great need of aid;

(10) To promote the preservation and integrity of a free and independent profession of engineering and the American Constitutional form of government only by charitable, educational, literary or scientific means;

provided; however, that no part of the assets or income of the Foundation shall inure to the benefit of any private member of the Foundation or individual, and provided further that the Foundation shall not engage in, nor shall any of its funds or property be used in, carrying on propaganda or otherwise attempting to influence legislation.

B. To receive by gift, bequest, devise or in any other manner, money, assistance and any other form of contribution, whether of real, personal or mixed property, from any person, firm or corporation to be used in the furtherance of the objectives and purposes of this Foundation;

C. To establish one or more offices and to employ such agents, employees and clerical force as may be deemed necessary or proper to conduct and carry on the work of the Foundation and to pay for the services of such persons a reasonable compensation;

D. To contract and be contracted with, to sue and be sued, invest and reinvest the funds of the Foundation, and to do all acts and things requisite, necessary or proper or desirable to carry out and further the objectives and purposes for which this Foundation is formed.

ARTICLE III OFFICES

The Foundation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or outside of the State of Texas as the Board of Trustees may from time to time determine.

ARTICLE IV

MEMBERS

Section 1. Membership Categories, Dues, and Recognition Categories

The grades of membership shall be Licensed Member, Member, Graduate Member, Fellow or Corporate Fellow, Colleague or Corporate Colleague and Friend or Corporate Friend. A person may hold two or more grades of membership in the Foundation. The grades of membership are defined as follows:

(a) Member of the Foundation shall be a person who is a Licensed Member, Member, or Graduate Member of the Texas Society of Professional Engineers (every Member of TSPE is automatically a Member of the Foundation). **Dues: \$5/Year.** Licensed Members or Members – Retired will pay ½ dues. Licensed Members or Members – Life will not be charged dues.

(b) Fellow or Corporate Fellow of the Foundation shall be an individual or company that has demonstrated a special interest in the development of the engineering profession and desires to support and participate in the activities of the Foundation. A gift or commitment of **\$2,000/Year for at least 10 years, or a one time gift of \$20,000.**

(b) Colleague or Corporate Colleague of the Foundation shall be an individual or company that has demonstrated a special interest in the development of the engineering profession and desires to support and participate in the activities of the Foundation. A gift or commitment of **\$1,000/Year for at least 10 years, or a one-time gift of \$10,000**

(d) Friend or Corporate Friend of the Foundation shall be an individual or company that has an interest in the development of the engineering profession and desires to support and participate in the activities of the Foundation. A gift or commitment of **\$500/Year for at least 10 years or one-time gift of \$5,000**

Note: Corporate Members may designate their own representative to the Foundation

(e) Gifts Any gift to the Texas Engineering Foundation general fund by a Member of the Foundation to honor any individual will also apply to that Member's account toward becoming a Fellow, Colleague, or Friend of the Foundation.

Section 2. Distinguished Engineer of the Foundation is an honor bestowed by the Board of Trustees upon a person in recognition of distinguished service in the technical advancement or the professional development of engineering or both. The Board of Trustees shall not extend more than five invitations to this grade in any one year. **[No Dues]**

Section 3. Voting. Each member, regardless of grade, shall be entitled to one vote on each matter submitted to a vote of the members. A person holding more than one grade of membership shall be entitled to only one vote.

Section 4. Transfer of Membership. Membership in this Foundation is not transferable or assignable.

ARTICLE V MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held in each year during the Annual Meeting of the Texas Society of Professional Engineers and in the same city and state in which said meeting is held, for the transaction of such business as may come before the meeting or as otherwise determined by the Board of Trustees of the Foundation.

Section 2. Special Meetings. Special meetings of the membership may be called either by the Chairperson, Board of Trustees, or by a request of ten percent of the membership.

Section 3. Place of Meeting. The Board of Trustees may from time to time designate any place, either within or outside of the State of Texas as the place of meeting for any annual meeting or for any special meeting of members.

Section 4. Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, facsimile or electronic mail, to each member entitled to vote at such meeting, not less than five nor more than forty days before the date of such meeting, by or at the direction of the Chairperson or the Secretary. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. Any member may waive notice of any meeting.

Section 5. Quorum. Those members present shall constitute a quorum at any meeting provided advanced notice of the meeting is given as set forth in Section 4 of this Article.

ARTICLE VI BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the Foundation shall be managed by its Board of Trustees. These powers can be terminated or suspended by a two-thirds vote of the Texas Society of Professional Engineers Board of Directors.

Section 2. Number, Tenure and Qualifications. The Board of Trustees shall be comprised of the following "designated" trustees:

- TSPE President,
- TSPE President-Elect,
- TSPE Immediate Past President,
- ATSPPE Immediate Past President,
- TSPE Education Council Chair,

- TSPE Executive Director, and
- TEF Past Chairmen

And eleven (11) "elected" trustees:

- One Trustee elected from each of the five TSPE Regions and
- Six trustees elected at large.

All elected trustees must be in good standing in one of the grades of membership in the foundation as outlined in Article IV, Sec. 1

Section 3. Election of Trustees. The trustees shall be nominated by a three person nominating committee established by the Texas Engineering Foundation Board and elected by the Texas Engineering Foundation members at the annual meeting of members. Those members present at the annual meeting shall constitute a quorum.

Section 4. Terms of Office. Elected trustees shall serve for three-year terms and may be re-elected for a maximum of three consecutive terms. The designated trustees shall serve concurrent with their terms in their respective offices. Time served as a designated trustee shall not count toward time served or constitute a break in service as an elected trustee. Elected officers of the Foundation shall serve one-year terms but may be re-elected for a maximum of seven consecutive terms. A Trustee not attending any meetings during a calendar year may be replaced by the Board of Trustees.

Section 5. Regular Meetings. A regular annual meeting of the Board of Trustees shall be held without other notice than by this bylaw, during and at the same place as the annual meeting of the members. The Board of Trustees may provide by resolution the time and place, either within or outside of the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chairperson or three or more of the trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside of the State of Texas, as the place for holding such special meeting.

Section 7. Notice. Notice of any special meeting of the Board of Trustees shall be given at least two days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile or electronic mail to each trustee at the address as shown by the records of the Foundation. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the

business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 8. Quorum. A majority of the Board of Trustees, not counting Past Chairmen, shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the trustees are present at said meeting, a majority of the trustees present may elect to adjourn or continue the meeting. In the latter event all actions taken must be subsequently approved by a majority of the Board.

Section 9. Attendance. Trustees, who may find on occasion inability to attend a regular or special meeting of the Board of Trustees, may designate a person to attend and participate in the discussion of the meeting on behalf of the Trustee. The Chairperson of the Board of Trustees shall be advised, (in writing), in advance of the meeting, of the designated alternate Trustee attendance, and any voting instructions, if any, by the Trustee.

Section 10. Vacancies. Any vacancy occurring in the Board shall be filled by the trustees. A trustee elected to fill a vacancy shall be elected for the unexpired term.

Section 11. Compensation. Trustees as such shall not receive any stated compensation for their services, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the Board.

Section 12. Executive Committee. The Board of Trustees, by resolution, adopted by a majority of the trustees, shall designate and appoint an Executive Committee which shall consist of the:

- Chairperson,
- Vice Chairperson,
- Secretary-Treasurer,
- Immediate TSPE Past President, and the
- TSPE Executive Director.

The Executive Committee shall be subject in all respects to the authority and discretion of the Board of Trustees and between its meetings the Executive Committee shall have and exercise the power and authority of the Board of Trustees in the management of the Foundation.

Section 13. Scholarship Committee.

- a. To initiate, continue and promote a program for the development of financial aid for undergraduate and graduate engineering students in concert with the Texas Society of Professional Engineers.
- b. Develop a program of chapter, regional and state scholarships in conjunction with the Texas Society of Professional Engineers.

- c. Provide information regarding other scholarship opportunities for engineering and technical education.

Section 14. Other Committees. Other committees not having or exercising the authority of the Board of Trustees in the management of the Foundation may be designated by resolution adopted by a majority of the trustees present at a meeting at which a quorum is present. Persons may be designated as committee members who are not members of the Foundation or its Board of Trustees.

Section 15. Conflict of Interest. A member of the Board shall not participate in discussion or vote on a matter in which the member has a direct or indirect conflict of interest. Conflicts of interest in matters under consideration by the Board shall be promptly disclosed. A conflict of interest exists whenever a member of the Board has a personal or private commercial or business relationship that could reasonably be expected to diminish the independence of judgment and the performance of the member's responsibilities to the management of assets.

No member of the Board shall participate in a matter that involves a business, contract or investment held by such person if it is reasonably foreseeable that action on the matter would confer benefit to such person or relative of such person by or through the business, contract, or investment. This prohibition on participation in matters involving benefits for a person's own interest does not apply if the benefit is merely incidental to the person's membership in a large class, such as a class of customers of a large corporation or a small shareholder of a large public company similar to those traded on publicly recognized stock exchanges.

ARTICLE VII **OFFICERS**

Section 1. Officers. The elected officers shall be:

- Chairperson,
- Vice Chairperson and
- Secretary-Treasurer.

The officers shall be Members of the Texas Engineering Foundation Board of Trustees. The officers shall be elected at the annual meeting of the Board of Trustees following the annual meeting of the members and hold office until the next annual meeting of the Trustees following their election or until their successors have been elected.

Section 2. Duties of Officers. The duties of the officers shall be such as are usually attached to such offices and, in addition thereto, such further duties as may be designated from time to time by the Board of Trustees.

At a minimum, the officers shall be responsible for the following duties:

- **Chairperson:** Shall bear overall responsibility for the activities of the Foundation; establishing agendas; conducting meetings of the Board of Trustees; and being responsible for making certain the other officers carry out their respective duties.
- **Vice Chairperson:** Shall handle any responsibilities requested by the chairperson; and all responsibilities of the chairperson when the chairperson is not able to preside over the Foundation.
- **Secretary-Treasurer:** With assistance of TEF and/or TSPE staff, the secretary-treasurer shall be responsible for minutes and financial records. Minutes shall be distributed on a timely basis and financial records and administrative information kept up to date and available to the executive committee in advance of each meeting of the Trustees.

Section 3. Bonding of Treasurer and Other Officers. At the discretion of the trustees, the secretary-treasurer and/or any other officer or employee of the Foundation shall be bonded.

ARTICLE VIII **FINANCIAL**

Section 1. Contracts and Grants. Final approval on contracts and grants shall reside with the elected Foundation officers, who may authorize any officer or officers, agent or agents of the Foundation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. Deposits. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

ARTICLE IX **BOOKS AND RECORDS**

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Foundation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X
DUES

Dues for the various grades of membership shall be determined as stated in Article IV.

ARTICLE XI
SEAL and LOGO

The Board of Trustees shall provide a corporate seal, which shall be in such form and design as directed by the Board of Trustees.

Seal

Logo

ARTICLE XII
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or by the bylaws of the Foundation, 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 XIII
AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by two-thirds of the members of the Board of Trustees, provided that written notice setting forth the proposed revisions be given to the members of the Texas Society of Professional Engineers prior to action by the Board of Trustees and provided that at least thirty days' written notice of the intention to alter, amend or repeal or adopt new bylaws is given to the Board of Trustees prior to official consideration.