

BYLAWS OF
PROFESSIONAL ENGINEERS OF
NORTH CAROLINA EDUCATIONAL FOUNDATION

ARTICLE I
NAME AND OFFICE

The name of this Corporation shall be “Professional Engineers of North Carolina Educational Foundation.” The principal office in the State of North Carolina shall be located at 111 N. Boylan Avenue, Raleigh, N. C. 27603.

ARTICLE II
PURPOSES

The purposes of the Corporation are set forth in its Articles of Incorporation.

ARTICLE III
MEMBERSHIP

Voting membership of the Corporation shall consist of members in good standing of The Professional Engineers of North Carolina.

ARTICLE IV
MANAGEMENT AND OFFICERS

Section 1. Management

The management of the Corporation, the control of its property and affairs, and the selection of the recipients who will benefit from the purposes and objectives of the Corporation shall be vested in its Board of Directors and in the Executive Committee of the Board of Directors.

Section 2. Officers

The Board of Directors shall elect from among its members, a President, a Vice President, a Treasurer, a Secretary, and an Assistant Secretary. The Board of Directors and the Executive Committee are vested with authority to appoint an Executive Secretary and such other officers as may be necessary or expedient to the carrying out of Corporation purposes.

Section 3. Term of Office

Each elected officer shall serve for one (1) year and until his successor is elected and qualifies to serve. The appointed officers shall hold office at the pleasure of the Board of Directors or the Executive Committee.

Section 4. Honorary Officers

The Board of Directors may, from time to time, appoint as honorary officers, with such titles and designations as it shall select, such persons, who need not be members of the Corporation, as the Board of Directors shall select. Their duties shall be such as may be assigned by the Board of Directors but shall not be in conflict with the duties of regular officers of the Corporation. Persons appointed as honorary officers shall continue as such at the will of the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number

Board members shall be elected.

The Board of Directors shall consist of at least five (5) but not more than twenty (20) members, all of whom shall be Members of the Corporation by virtue of being elected as a member of the Board.

Section 2. Term

The members of the Board of Directors elected by the incorporators shall be divided into three (3) groups, each equal in number, to establish their terms of membership; the first group to be elected for a term of three (3) years, the second group to be elected for a term of two (2) years, and the third group to be elected for a term of one (1) year. All members of the Board of Directors elected thereafter who are additional to the number elected by the incorporators shall also be divided into three (3) groups, each equal in number, to establish their terms of membership; the first group to be elected for a term of three (3) years, the second group to be elected for a term of two (2) years, and the third group to be elected for a term of one (1) year. Any newly elected member of the Board of Directors who is elected merely to replace a member whose term of election has expired shall be elected for a term of three (3) years. Any member of the Board of Directors may be re-elected upon the expiration of his term of election but only for a term of three (3) years.

Section 3. Duties and Powers

The Board of Directors shall have the control and management of the affairs of the Corporation and, in addition to the powers and authorities expressly conferred upon them through these Bylaws, may exercise all such powers and do all such acts and things as are by law provided and as are usually done by the Board of Directors of a membership Corporation, including the right to appoint committees, to allot to such committees such duties and powers as the Board may deem proper, and to select the recipients who will benefit from purposes and objectives of the Corporation.

ARTICLE VI
MEETINGS OF THE BOARD

Section 1. Annual Meetings

There shall be one regular annual meeting.

Section 2. Special Meetings

Special meetings may be called at any time by the President. Special meetings may also be called by the Board upon filing with the Secretary of the Board a written request of at least three (3) members. Such written request shall specify the purposes for which the meeting is requested, and no business other than that specified in such purposes may be transacted at such special meeting.

Section 3. Notice of Meeting

Notice of any meeting shall be mailed, sent by facsimile, sent by electronic mail or in similar written form to all members of the Board at least seven (7) days before the date of such meeting. Such notice shall set forth the place, date, time, and purposes of such meeting.

Section 4. Quorum

At all regular and special meetings of the Board, the presence in person or by proxy of not less than one-third (1/3) but in no case less than four of the members shall constitute a quorum.

Section 5. Voting

At all meetings, votes shall be viva voce unless the presiding officer or one-half (1/2) of the members present request voting by written ballot. Whenever voting entails or permits voting by a member present at a meeting, any absent member may designate a proxy to vote for such absent member. The proxy shall be in writing, signed by such absent member.

Section 6. Vacancies

Vacancies on the Board shall be filled by vote of the majority of the Directors at any regular or special meeting. Voting to fill vacancies may also be by signed ballot mailed by Directors to the Secretary of the Corporation.

ARTICLE VII
COMMITTEES

The Committees shall be:

- A. The Executive Committee
- B. The Nominating Committee
- C. Standing Committees
- D. Special Committees

The establishment and powers of the Executive and Nominating Committees are set forth in Articles VIII and IX, respectively.

Standing Committees may be established by the Executive Committee that will define their functions, powers, and tenure. Members thereof shall be appointed by the President.

Special Committees may be appointed by the President of the Corporation to handle special matters that come up from time to time.

ARTICLE VIII
EXECUTIVE COMMITTEE

Section 1. Number

The Executive Committee shall consist of the Officers of the Corporation.

Section 2. Officers and Minutes

The Executive Committee shall have a President and a Secretary. The President shall be the Chief Executive Officer of the Corporation. The Secretary shall be the Secretary of the Corporation. The Committee shall keep regular minutes of its proceedings, which shall be open to inspection by any member of the Board.

Section 3. Quorum

A majority of the Executive Committee at any meeting shall constitute a quorum and may act by majority vote of those present.

Section 4. Attendance

Directors of the Corporation who are not serving on the Executive Committee shall be privileged to attend meetings of Executive Committee and to speak thereat, but shall have no vote.

Section 5. Meetings

Meetings of the Executive Committee shall be held at such times and places as may be fixed by a majority of the Executive Committee. Special meetings may be called by the President of Executive Committee. In all cases, notice of such meeting shall be sent by the Secretary of the Executive Committee to all its members at least seven (7) days in advance of the meeting and shall be accompanied by an agenda setting forth the matters to be taken up at the meeting. A waiver of notice of meeting, signed by at least three (3) of the members of the Executive Committee shall permit such meeting to be held without formal notice

Section 6. Functions and Powers

During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess, and may exercise, the powers of the Board of Directors in the management of the operations of the Corporation and of all its business and affairs, shall fill vacancies in the post of officers, and shall carry on the activities of the Corporation in the various fields established by the Board of Directors.

The resolutions adopted by the Executive Committee shall have the same force and effect as resolutions adopted by the Board of Directors.

The Executive Committee shall also be responsible for preparing for the consideration of the Board of Directors recommendations regarding new policies or changes in policy and suggestions for future projects and activities.

Without limiting the foregoing powers of the Executive Committee, it nevertheless shall be guided in good faith by policies previously authorized by the Board of Directors.

ARTICLE IX
NOMINATING COMMITTEE

Section 1. Personnel

Nominating Committee shall consist of three (3) members of the Corporation appointed by the President. No officer of the Corporation may serve on the Nominating Committee while holding office.

Section 2. Term

Members of the Nominating Committee shall serve for a term of one (1) year.

Section 3. Officers and Minutes

President shall appoint the Chairman and Secretary of the Nominating Committee. Regular minutes shall be kept of the Nominating Committee's proceedings, and a copy of such minutes shall be filed with the Secretary of the Corporation.

Section 4. Quorum

The Nominating Committee shall fix its own rules of procedure and shall meet at such times and places as provided for in such rules.

Section 5. Vacancies

Any vacancies occurring through death or resignation or removal shall be filled by appointment by the President.

Section 6. Functions

The function of the Nominating Committee shall be:

(a) to nominate a slate of persons recommended for election as officers of the Corporation. This slate shall be considered by the Directors, but they are in no way required to vote for the names appearing on the slate;

(b) to nominate a slate of Directors to be voted on by the members. The fixing of such slate, however, shall in no way limit the freedom of voting by any member.

ARTICLE X
DUTIES OF OFFICERS AND APPOINTEES

Section 1. President of the Corporation

President of the Corporation shall preside at all meetings of the Board of Directors.

Section 2. President

The President shall be chief executive officer of the Corporation and shall perform the duties usual to a president of a membership Corporation. He shall preside at all meetings of the Executive Committee and at meetings of the Board of Directors. He shall be ex-officio a member of all Committees except the Nominating Committee. He shall appoint the members of Committees except the Executive Committee. He shall have power to sign all documents, contracts, and negotiable instruments as the designated agent of the Corporation.

Section 3. Vice President

The Vice President shall perform such duties and have such powers as may be delegated to him from time to time by the President or the Board of Directors or the Executive Committee. In the absence of the President, the Vice President shall have the power to and shall perform the duties of the President

Section 4. Treasurer

The Treasurer shall keep the accounts of the Corporation and shall have the care and custody of all moneys belonging to the Corporation. He shall collect and receive all moneys payable to the Corporation. He shall keep proper books and records showing all receipts and expenditures. He shall render an annual report in writing as to the financial condition of the Corporation and as from time to time may be requested by the Board of Directors or by the Executive Committee. He shall furnish such surety bond, at the expense of the Corporation, as the Board of Directors or the Executive Committee may from time to time require. He shall exercise all duties incident to the office of the Treasurer.

Section 5. Secretary

The Secretary shall keep a record of all proceedings of all meetings of the Corporation and of the Board of Directors and of the Executive Committee. He shall have the custody of all records and papers relating to the business of the Corporation. He shall prepare and issue all notices required to be given to the members. He shall be permitted to attend the meetings of all Committees and may act as Secretary thereof. He shall conduct the correspondence of the Corporation. He shall exercise all duties incident to the office of the Secretary.

Section 6. Executive Director

The Executive Director, if one is appointed by the Board of Directors, may be given the duties and powers enumerated above as being the duties and powers of the Secretary and/or the Treasurer, but his records shall, at all times, be available to the Secretary and the Treasurer. The Board of Directors is empowered to make a contract with the Executive Director for a period not exceeding three (3) years at such salary as to the Board of Directors may seem fit and proper.

Section 7. Assistant Secretary

The Assistant Secretary shall assume all the duties of the Secretary, in the absence of the Secretary, at meetings and proceedings of the Corporation. In addition, the Assistant Secretary shall be the keeper of the Corporate Seal and shall attest all documents of the Corporation that require attestation.

ARTICLE XI
HOLDING MORE THAN ONE POST

A Director may serve on any number of Committees.

ARTICLE XII
RE-ELECTIONS

An officer may be re-elected for any number of terms. A member of any Committee may be reappointed for any number of terms.

ARTICLE XIII
REMOVALS

Any officer, Director, or member of any Committee may be removed by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors at a special meeting of the Board called for the purpose of considering such removal.

ARTICLE XIV
MINUTES

Reasonably detailed minutes of the meetings of the Board of Directors, of the Executive Committee, and of all other Committees shall be prepared by the Secretaries of the respective Committees and shall be filed with the Secretary of the Corporation. Copies of the minutes of the meetings of the Board of Directors and the Executive Committee shall be sent to all Directors of the Corporation within thirty (30) days after the meeting is adjourned. In regard to minutes of other Committees, the President may, from time to time, direct the Secretary of the Corporation to send to all Directors copies of such minutes that the President thinks should be brought to the attention of all the Directors.

ARTICLE XV
SEAL

The Seal of the Corporation shall consist of the words ‘Professional Engineers of North Carolina Educational Foundation’ inscribed in a circle, with the words “Corporate Seal, State of North Carolina” inscribed in the center of said circle. The design of the Seal may be changed at any time by formal action of the Board of Directors.

ARTICLE XVI
AMENDMENTS

Section 1. Manner of Presentation

These Bylaws may be amended at any regular or special meeting of the Board of Directors of the Corporation in the following manner: Any proposal for the amendment of these Bylaws shall be in writing, subscribed by not less than three (3) Directors and filed with the Secretary of the Corporation.

A copy of such proposed amendment shall then be mailed to each Director by the Secretary of the Corporation to be considered at a meeting called for that purpose on not less than twenty (20) days' and not more than forty (40) days' notice.

Section 2. Manner of Adoption

An amendment shall be adopted in one of the following ways:

(a) by affirmative vote of at least two-thirds (2/3) of the Directors present at the meeting called to consider the adoption of the proposed amendment;

(b) by filing with the Secretary of the Corporation consents signed by two-thirds (2/3) of the Directors approving the adoption of the proposed amendment.

Section 3. Notice

A copy of such amendment shall be mailed to each member of the Corporation.

ARTICLE XVII
LIMITATIONS OF OPERATIONS;
COMPENSATION OF DIRECTORS AND OFFICERS

Section 1. Corporation Limited to Stated Purposes

No Director, officer, or member of the Corporation shall have authority or power to do any act or thing beyond or inconsistent with those purposes set forth in the Articles of Incorporation (Paragraphs 3(a) through 3(m)) except as may be reasonably necessary or incidental to carry out such purposes.

Section 2. Compensation of Directors, Officers, and Employees

Compensation to Directors and officers of the corporation shall be limited to reimbursement of expenses such as travel, lodging, and meals. Such reimbursement shall be no greater or less than the reimbursement provided to employees of the State of North Carolina pursuant to North Carolina General Statute §138-5; provided, however, the Corporation may compensate any person, other than Directors or officers for personal services rendered to the Corporation on the basis of the prevailing rate in the City of Raleigh, North Carolina, for like or similar services.

ARTICLE XVIII
TERMINATION OR DISSOLUTION

In the event the Corporation is terminated by the voluntary act of its membership or in the event of dissolution, whether voluntary or involuntary, none of the assets of the Corporation may be distributed to or inure to the benefit of any Director, officer, or member.

Any net assets remaining after the consideration of or payment of Corporate liabilities shall be distributed in the following order to those organizations hereinafter listed:

- (a) N. C. State Engineering Foundation, Inc.
- (b) National Society of Professional Engineers Educational Foundation;
- (c) The Accreditation Board of Engineering and Technology;
- (d) Any other non-profit educational organization dedicated to the furtherance of education in the field of professional engineering.

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