

## **BYLAWS**

### **ENGINEERING COUNCIL OF BIRMINGHAM, INC.**

(A Nonprofit Corporation)

AMENDED December 18, 2024

#### **ARTICLE I: NAME AND LOCATION**

##### **SECTION 1.**

The name of this organization is the Engineering Council of Birmingham, Inc. (ECOB). It is established as a nonprofit corporation under the laws of the State of Alabama.

##### **SECTION 2.**

The organization serves the Greater Birmingham Metropolitan Area, including Anniston, Gadsden, and Tuscaloosa. Its principal office will be located in the Birmingham metropolitan area, Alabama.

#### **ARTICLE II: DEFINITIONS**

##### **SECTION 1.**

The term "Society (Societies)" refers to any engineering, scientific, or related technical organization or society that is a member of this Corporation.

##### **SECTION 2.**

An "Accredited Representative" is a person authorized to represent a member society in all relevant discussions and decisions of this Corporation.

##### **SECTION 3.**

The term "Corporation" refers to the nonprofit corporation described in Article I, Section 1.

##### **SECTION 4.**

The term "ECOB Scholarship Foundation" (ECOB SF) refers to the non-profit 501(c)(3) corporation organized exclusively for religious, charitable, scientific, literary or educational purposes. Its mission is to receive and maintain funds to administer programs awarding scholarships and making grants to educational

institutions. Special consideration will be given to students interested in the field of engineering.

## **ARTICLE III: PURPOSES & OBJECTIVES**

### **SECTION 1.**

The primary purpose of this Corporation is to coordinate and promote activities among member Societies, particularly those that are best addressed through cooperative efforts. This includes matters related to professional, educational, civic, and social objectives beyond the capacity of any single Society.

### **SECTION 2. for the Board of Directors Meeting.**

No member Society will be bound by any action of this Corporation that conflicts with its own Charter, Certificate of Incorporation, Constitution, Bylaws, or those of its parent organization.

### **SECTION 3.**

The objectives of this Corporation are:

- a) To foster cooperation among member Societies and work toward shared goals.
- b) To support and encourage high school and college students in pursuing engineering education.
- c) To promote job opportunities for engineering graduates in the Greater Birmingham Metropolitan Area.
- d) To organize and promote Engineer's Week activities each February.
- e) To annually select and present the following awards during *Engineer's Week*:
  - Engineer of the Year
  - Young Engineer of the Year
  - Engineering Educator of the Year
  - Distinguished Service Award
- f) To represent the engineering profession on the Citizens Supervisory Commission and the Personnel Board of Jefferson County, if requested.

- g) To represent the engineering profession on the Birmingham Chamber of Commerce Education Committee, if requested.
- h) To serve as an advisory and coordinating resource for technical societies, civic organizations, and local government.
- i) To act on behalf of member Societies where joint action is deemed beneficial by resolution adopted in accordance with these Bylaws.

#### **SECTION 4.**

The Corporation will not engage in activities that are inconsistent with its tax-exempt status under Section 501(c)(6) of the Internal Revenue Code of 1954 (or any corresponding provision of future law).

### **ARTICLE IV: MEMBERSHIP**

#### **SECTION 1. ELIGIBILITY.**

Any engineering, scientific, or related technical organization—regardless of its legal structure—that shares similar purposes and objectives with this Corporation and operates within its territory is eligible for membership.

#### **SECTION 2. CURRENT MEMBERS.**

Upon adoption of these revised Bylaws, a list of current paid-up member Societies will be maintained as an addendum. At the beginning of each fiscal year, the Secretary will verify and certify a list of current member Societies. No amendment to these Bylaws is required for updates to the membership list, including additions or removals.

#### **SECTION 3. ELECTION OF MEMBERS.**

Applications for membership must be submitted in writing, using a form provided by the Board of Directors. The applicant's name, along with the Board's recommendation, will be provided to the member Societies at least five (5) days prior to the meeting at which the application will be considered. A two-thirds (2/3) majority vote of the Accredited Representatives present, either in person or by proxy, is required for approval.

#### **SECTION 4. RESIGNATION.**

A member Society may resign at any time by submitting written notice to the Secretary. The resignation will be presented to the Board of Directors at its next meeting. If accepted, the resignation becomes effective upon fulfillment of all financial obligations owed to the Corporation up to the date of resignation.

## **SECTION 5. SUSPENSION AND EXPULSION.**

A member Society that is suspended or expelled from its parent organization will automatically be suspended or expelled from this Corporation. Additionally, a Society may be suspended or expelled from this Corporation for any reason by a two-thirds (2/3) majority vote of the Accredited Representatives present, either in person or by proxy, at any meeting. The Board of Directors may, by majority vote, waive annual dues for any Society in suspension.

## **ARTICLE V: DUES AND FINANCE**

### **SECTION 1. DUES.**

Annual membership dues will be \$100.00 per Society. If a change in dues is necessary or desirable, the Board of Directors will prepare a proposal and notify the membership in writing. The proposed change will then be presented at a specified membership meeting for approval. A two-thirds (2/3) majority vote of the Societies represented, either in person or by proxy, is required for approval.

Annual dues are payable by August 1 each year.

### **SECTION 2. FISCAL YEAR.**

The fiscal year of the Corporation will begin on July 1st of each year.

## **ARTICLE VI: MEETINGS**

### **SECTION 1. ANNUAL MEETINGS.**

An annual meeting of the Corporation will be held for the election and installation of officers and directors, presentation of annual reports from officers and committees, and other relevant business. This meeting must take place no later than June 30th of each year. The Secretary will mail notice to each Accredited Representative's last recorded address at least ten (10) days before the meeting.

### **SECTION 2. REGULAR MEETINGS**

At least six (6) regular membership meetings will be held each fiscal year at times and locations chosen by the President. Notice, including the time, date, and location, will be mailed or delivered to each Accredited Representative's last recorded address not less than ten (10) days and not more than thirty (30) days prior to the meeting.

### **SECTION 3. BOARD OF DIRECTORS.**

A regular Board of Directors meeting may be held immediately before or after any regular or annual Corporation meeting without specific notice. Special meetings of the Board may be called by submitting a written request to the Secretary, who will provide notice to each Director at least five (5) days prior to the meeting, stating the time, place, and purpose.

### **SECTION 4. SPECIAL MEETINGS.**

Special membership meetings may be called by the President or upon written request by five (5) Accredited Representatives. Notice of the time, place, and purpose of the meeting will be given to each Accredited Representative, following the notice procedure outlined in Section 2.

### **SECTION 5. QUORUM.**

One-third (1/3) of the member Societies, represented either in person, by mail, or by proxy vote, will constitute a quorum for any membership meeting. Representation by proxy vote will count toward the quorum. If less than this number is present, the presiding officer may adjourn the meeting until a quorum is obtained.

### **SECTION 6. ACCREDITED REPRESENTATIVES.**

Each member Society will appoint two Accredited Representatives within 30 days of the start of the fiscal year and provide the Secretary with their names, mailing addresses, and phone numbers no later than August 1st of each year. Changes to Accredited Representatives may be made by notifying the Secretary in writing, specifying the new representative and the effective date of the change. It is suggested, but not required, that the Chairman or President and the immediate past Chairman or President of each member Society serve as Accredited Representatives. Member Societies may appoint any member they believe will best serve their interests.

### **SECTION 7. VOTING.**

Only Accredited Representatives are entitled to vote at meetings, with each representative entitled to one vote. Votes may also be cast by proxy. If both Accredited Representatives of a Society are present, each may vote unless otherwise prohibited by the Bylaws.

### **SECTION 8. VOTING BY MAIL.**

Accredited Representatives may vote by mail if this option has been authorized at a regular or special meeting, such as for electing officers or directors. The results will be determined by the ballots received by the Secretary within ten (10) days, who will then certify the outcome to the membership.

**SECTION 9. VOTING BY PROXY.**

An Accredited Representative may request a proxy form from the Secretary to designate another Accredited Representative to vote on their behalf or for quorum purposes. No proxy will be valid for more than three months from its execution date unless otherwise stated.

**SECTION 10. VOTING BY THE PRESIDING OFFICER.**

The presiding officer at any meeting may only cast a vote in the event of a tie.

**SECTION 11. VOTES FOR ACTION.**

A majority of the votes cast at any meeting is required to approve any action, unless otherwise stated in these Bylaws or under Alabama law.

**SECTION 12: MANNER OF NOTICE/CORRESPONDENCE.**

Where these Bylaws refer to the mailing of notices or materials, electronic mail (email) will be considered an acceptable form of communication.

**ARTICLE VII: ORDER OF BUSINESS**

**SECTION 1. REGULAR MEETING AGENDA.**

The order of business for regular meetings will be as follows:

1. Call to order
2. Quorum check
3. Approval of minutes
4. Treasurer's report
5. Reports from other officers
6. Reports from committees
7. Reading of communications
8. Unfinished business
9. New business (When elections are to be held, the election of officers, directors, or new members will be the first item under new business)
10. Adjournment

## **SECTION 2. SPECIAL MEETING AGENDA.**

The order of business for special meetings will be as follows:

1. Call to order
2. Quorum check
3. Discussion of specified business
4. Adjournment

## **SECTION 3. CHANGES TO THE ORDER OF BUSINESS.**

The order of business may be altered or suspended at any meeting by a majority vote of the Accredited Representatives present at that meeting. All debates will follow the parliamentary rules set forth in *Robert's Rules of Order, Revised*, unless they conflict with these Bylaws.

# **ARTICLE VIII: BOARD OF DIRECTORS AND OFFICERS**

## **SECTION 1. ELIGIBILITY REQUIREMENT.**

To serve as a director or officer, a person must currently be, or have previously been, an Accredited Representative of a member Society.

## **SECTION 2. BOARD OF DIRECTORS.**

The first Board of Directors will include the individuals named in the Articles of Incorporation, who will serve until their successors are elected and qualified. After that, the Board of Directors will be elected at each annual membership meeting. The Board will consist of five (5) members: the immediate Past President (or, if unavailable, another Accredited Representative) and the current officers (President, Vice President, Secretary, and Treasurer).

Nominations for Directors and officers will be made by a Nominating Committee, chaired by the Past President. Accredited Representatives may also make additional nominations from the floor. A nominee must receive at least a two-thirds (2/3) majority vote from the Accredited Representatives present in person or by proxy to be elected. Directors will serve for one (1) year or until their successors are elected and installed.

## **SECTION 3. OFFICERS AND DIRECTORS.**

The Corporation will have four officers: the President, Vice President, Secretary, and Treasurer. Election to any of these positions automatically qualifies the person as a Director. If

the Past President is not elected as a Director, the fifth Director will be elected as outlined in Section 2.

#### **SECTION 4. VACANCIES.**

If a vacancy occurs on the Board of Directors or in any office, it will be filled by a two-thirds (2/3) vote of the Directors present at a meeting. If all the Directors die or resign, any member may call a special meeting of the Corporation, following the same procedure the President would use. Directors for the remaining terms can then be elected at this special meeting in the same way they are elected at the annual meeting.

#### **SECTION 5. MANNER OF ACTING.**

Unless specified otherwise in the Bylaws, all Board of Directors meetings will follow Robert's Rules of Order, Revised. Decisions by the Board require a majority vote of the Directors present and voting at a properly convened meeting, unless the Bylaws require a larger majority for specific actions.

### **ARTICLE IX: RESPONSIBILITIES AND DUTIES OF OFFICERS AND DIRECTORS**

#### **SECTION 1. BOARD OF DIRECTORS.**

The Board of Directors oversees the management, operations, and business of the Corporation. They are authorized to exercise all powers granted by Alabama law, as well as those outlined in the Articles of Incorporation and these Bylaws.

#### **SECTION 2. BOARD MEETINGS.**

Board of Directors meetings will be held as described in Article VI, Section 3.

#### **SECTION 3. QUORUM.**

A majority of Board members is needed to form a quorum for the Board of Directors Meeting. If the President is absent, the Vice President will lead the meeting. If both are absent, the Directors can choose a temporary chair.

#### **SECTION 4. ABSENCES FROM MEETINGS.**

Board members who miss a meeting must inform the President or Secretary, giving a reason for their absence. The Board will decide if the absence is excusable. If a Board member has three unexcused absences in a row, their position may be declared vacant.



## **SECTION 5. PRESIDENT.**

The President leads all Corporation and Board meetings and is an ex-officio member of all committees, with the right to vote in case of a tie. With the Board's approval, the President will appoint committees as needed to carry out the Corporation's programs. The President communicates important matters to the membership or Board to promote the Corporation's goals and handles special correspondence. Additional duties are performed as required.

## **SECTION 6. VICE PRESIDENT.**

The Vice President assumes the President's duties in their absence or inability to act. If the office of President becomes vacant, the Vice President will serve until a replacement is chosen.

## **SECTION 7. TREASURER.**

The Treasurer keeps accurate records of all financial transactions and ensures payments are authorized by the Board. They will deposit funds in approved banks and report to members or the Board when requested by the President. Funds can only be withdrawn with signatures from the Treasurer and/or other designated officers. The Treasurer's records are open to inspection by the Board, except for confidential reports. Upon leaving office, the Treasurer must hand over all books, funds, and other property to their successor. The Corporation may require an annual audit of the Treasurer's records, and a committee appointed by the President will audit these records before the annual meeting. The Board may also require the Treasurer or other authorized officers to post a fidelity bond at the Corporation's expense.

## **SECTION 8. SECRETARY.**

The Secretary records the minutes of all Corporation and Board meetings. They handle routine correspondence, carry out orders, votes, and resolutions, and maintain a list of member Societies and Accredited Representatives. The Secretary also sends out notices and performs other tasks assigned by the President or Board. Corporation records may be inspected by any member, agent, or attorney for a proper purpose. The Secretary is also responsible for organizing meetings.

## **SECTION 9. EXCULPATION OF DIRECTORS AND OFFICERS.**

No Director will be personally liable for actions taken on behalf of the Corporation unless there is willful neglect or misconduct. Directors are not responsible for the actions or negligence of other Directors unless they had specific knowledge of the wrongdoing. The Corporation will indemnify Board members and officers for reasonable expenses related to any claims or legal proceedings against them in their official capacity, except in cases of proven willful

misconduct. The Corporation may settle claims at its expense if it is in its best interest. Indemnification may cover settlements, judgments, legal fees, and related costs.

## **SECTION 10. REMOVAL OF DIRECTORS.**

If a Director consistently neglects their duties or acts in a way that harms the Corporation, the remaining Directors will investigate and try to resolve the issue. If necessary, by unanimous vote (excluding the Director in question), they may request the Director's resignation or declare the position vacant.

## **ARTICLE X: ECOB SCHOLARSHIP FOUNDATION (SF) BOARD OF DIRECTORS**

### **SECTION 1. ELIGIBILITY REQUIREMENTS.**

To serve as a director, an individual must currently be, or must have previously served as, an Accredited Representative of a member Society.

### **SECTION 2. ELECTION OF SF DIRECTORS.**

The Scholarship Foundation (SF) Board of Directors will be elected at the ECOB annual meeting, as outlined in Article VI, Section 1. For the fiscal year from July 1, 2024, to June 30, 2025, three individuals will be appointed to serve as SF Directors. These appointees will include the Past President of ECOB and two other current or former ECOB member representatives.

In subsequent years, ECOB members will elect the number of SF Directors as specified in the SF Bylaws.

### **SECTION 3. TERM OF OFFICE.**

Directors will serve until the conclusion of the next annual meeting of the Board of Directors, or until their successors have been appointed and qualified. Directors may also serve until they die, resign, or are removed in accordance with the ECOB SF Articles of Incorporation. Directors do not need to be residents of Alabama.

## **ARTICLE XI: COMMITTEES**

### **SECTION 1.**

Committees may be created occasionally by the Board of Directors or the President. These committees will have the duties and authority assigned to them as determined by the Board or the President.

## **ARTICLE XII: AMENDMENTS**

### **SECTION 1.**

These Bylaws can be amended, repealed, or changed in whole or in part based on either a recommendation from a majority of the Board of Directors or a petition signed by at least twenty percent (20%) of the Accredited Representatives. To make these changes, a two-thirds (2/3) majority vote of the member Societies present at a scheduled meeting, either in person or by proxy, is required. Additionally, written notice of the proposed changes must be sent to all voting members at least forty-five (45) days before the meeting.

## **ARTICLE XIII: DISSOLUTION**

### **SECTION 1.**

Dissolution of the Corporation may be initiated upon recommendation by the Board of Directors and finalized by a unanimous vote of all member Societies. Voting can take place in person or by proxy at a special meeting called specifically for this purpose. Written notice, stating the time, place, and purpose of the meeting, must be given to each member Society either in person or by certified mail, no less than ten (10) days and no more than thirty (30) days before the meeting. The process of dissolving the Corporation and liquidating its assets will be conducted in accordance with Alabama law and the Corporation's Articles of Incorporation.

## **ARTICLE XIV: WAIVER OF NOTICE**

### **SECTION 1.**

If any notice is required under the Alabama Nonprofit Corporation Act, the Corporation's Certificate of Incorporation, or its Bylaws, a written waiver signed by the person(s) entitled to the notice will be considered as fulfilling the notice requirement. This waiver can be signed either before or after the specified time.

**ARTICLE XV: CORPORATE SEAL**

**SECTION 1.**

The Corporation will have an official seal, which will display the following words:

Engineering Council of Birmingham, Inc.

ALABAMA