

**BYLAWS
OF THE
ENGINEERS' FOUNDATION OF KANSAS**

BYLAW 1 – BOARD OF TRUSTEES

- Section 1. A Board of Trustees, hereinafter referred to as the Board, shall manage the business and property of the corporation.
- Section 2. The Board shall be composed of not less than seven (7) persons appointed by the Board of Directors of the Kansas Society of Professional Engineers.
- Section 3. The annual meeting of the Board shall be held in conjunction with the annual meeting of the Kansas Society of Professional Engineers.
- Section 4. A special meeting of the Board may be called at any time or place by the President or Vice-President, or by a majority of the Board. By unanimous consent of the Board, a regular or special meeting of the Board may be held without notice of any time or place.
- Section 5. Notice of all regular and special meetings shall be delivered to each Board member by the President or Secretary, at least two (2) business days previous to the time fixed for such meeting. All notices of a meeting shall state the purpose thereof and the time and place where the meeting is to be held.
- Section 6. A quorum for the transaction of business at any meeting of the Board shall consist of a majority.
- Section 7. The term of each Board member shall be two (2) years and shall be staggered such that not more than one more than one-half of the Board shall have their term expire at the same time. The commencement of the term of each Board member shall be at the beginning of the first administrative year of the foundation of the term of service. The termination of the term of each Board member shall be at the end of the second administrative year of the foundation of the term of service.
- Section 8. The Board shall not meet less frequently than three (3) times during the Administrative Year.

BYLAW 2 – OFFICERS AND EXECUTIVE COMMITTEE

- Section 1. The officers of the corporation shall be President, Vice-President, Secretary, and Treasurer.
- Section 2. The officers shall also serve as the Executive Committee.
- Section 3. The Board of Trustees shall elect a President, Vice-President, Treasurer, and a Secretary who will serve for a period of one year.
- Section 4. The President shall preside at all Board meetings and all meetings of the Executive Committee, and shall perform such other duties as are incident to the office. The President may appoint such committees and task forces as deemed necessary to carry out the mission of the Foundation. The purpose and duration of all such appointments shall be specified.

- Section 5. The Vice-President shall have the right and power to perform all duties and exercise all authority of the President in the absence of the President.
- Section 6. The Secretary shall keep minutes of all meetings of the Board and of the Executive Committee. The Secretary shall be the custodian of all official papers of the corporation and shall make such filings required to maintain the corporation's legal status.
- Section 7. The Treasurer shall, with the concurrence of the Board, direct and manage all monies and assets of the corporation. The Treasurer shall provide financial reports to the Board at all regular Board meetings. The Treasurer shall be responsible for preparing an annual budget for the corporation which shall be approved by the Board prior to the start of the Fiscal Year.
- Section 8. The Executive Committee shall have and may exercise all authority to manage the affairs of the corporation when the Board is not in session. The Executive Committee shall not have the authority of the Board in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending the sale, lease or other disposition of all of substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, recommending a voluntary dissolution of the corporation or a revocation thereof or amending the Bylaws of the corporation.
- Section 9. Notice of all regular and special meetings of the Executive Committee shall be delivered to each Executive Committee member by the President or Secretary, at least two (2) business days previous to the time fixed for such meeting. All notices of a meeting shall state the purpose thereof and the time and place where the meeting is to be held.
- Section 10. A quorum for the transaction at any meeting of the Executive Committee shall consist of a majority.
- Section 11. The Executive Committee shall meet as needed.

BYLAW 3 – ADMINISTRATIVE AND FISCAL YEARS

- Section 1. The Administrative Year of the corporation shall be from July 1 through June 30.
- Section 2. The Fiscal Year of the corporation shall be from January 1 through December 31.

BYLAW 4 - FINANCE

- Section 1. There shall be no distribution of monies made to any member of the Board, except as provided in Section 2 of this Bylaw.
- Section 2. The Board may authorize reimbursement to members of the Board for expenses incurred by them in the performance of the business of the corporation.
- Section 3. The funds of the corporation shall be deposited in such financial institutions as the Executive Committee shall designate and may be invested in proper investments as shall be selected and determined by the Executive Committee. All funds of the corporation shall be withdrawn

only upon checks, drafts or orders signed in the name of the corporation by such officer or officers as the Board may authorize from time to time.

BYLAW 5 - ADMINISTRATION

- Section 1. Robert's Rules of Order shall govern the conduct of all meetings of Board and of the Executive Committee.
- Section 2. The Board and Executive Committee may fix their own rules of procedure that shall not be inconsistent with these Bylaws. They shall keep regular minutes of all proceedings and report the same to the Board for its information at the meeting thereof held next after the proceedings shall have been taken.
- Section 3. The Board of Trustees shall provide an annual report to the Kansas Society of Professional Engineers Board of Directors. The annual report shall include data on the financial status of the foundation and the activities of the past year and the anticipated activities of the future. The date the report shall be submitted (normally the annual meeting) will be set by the Kansas Society of Professional Engineers Board of Directors.
- Section 4. The Board may appoint an Executive Director, when the financial and other conditions warrant, fix the compensation, and define the duties of the office.
- Section 5. The Executive Committee and the Board are authorized to meet by telephone or through other electronic communications media so long as all of the members may simultaneously communicate with each other and participate during the meeting. This Section explicitly excludes email ballots.

BYLAW 6 - AMENDMENTS

- Section 1. These Bylaws for the government of the conduction of the business and affairs of the Engineers' Foundation of Kansas may be adopted, amended, or repealed by the Board, provided no amendment shall be adopted which alters the purpose of the corporation or which would affect its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- Section 2. Any amendment to these Bylaws shall require a two-thirds (2/3) vote of the Board and a two-thirds (2/3) vote of the Kansas Society of Professional Engineers Board of Directors for the adoption of such amendments.

Adopted August 1, 1969.

Amended June 6, 1980.

Amended October 22, 1992.

Amended June 17, 1993.

Amended December 22, 2004.

Amended June 14, 2017