

BY-LAWS

of the

MSPE ST. LOUIS EDUCATIONAL FOUNDATION

Amended FEB. 2011

Revised and Approved by Vote of the Membership, _____. *Need to fill in date*

BYLAW 1 – NAME AND PURPOSE OF THE ORGANIZATION

The name and purposes of this corporation shall be MSPE - St. Louis Educational Foundation (Corporation). The purpose or purposes for which the corporation is organized are:

Section 1. General Purposes: To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for educational and charitable purposes either directly or by contributions to organizations described in Section 501(c)(3), and exempt from taxation under Section 501(a), of the Internal Revenue Code, as now in force or afterwards amended.

Section 2. Specific Purposes. By way of illustration and not of limitation, and without limiting the generality of the purposes hereinabove stated in Section 1, above, and designated "General Purposes":

- A. To promote the study of engineering and research therein, the diffusion of knowledge thereof, and the continuing education of engineers by only charitable, literary and educational means;
- B. To cause to be published and to distribute addresses, reports, treatises, and other works on engineering subjects;
- C. To improve relations between engineers and the public by only charitable or educational needs.
- D. To provide scholarships and loans in one or more engineering schools in the state of Missouri which are accredited by the Accreditation Board for Engineering and Technology, or such national accrediting institution as may succeed it, for worthy and qualified applicants, and otherwise to provide financial assistance to the students, faculties and administration of such schools; and
- E. Subject to such limitations and conditions as are or may be prescribed by law, to exercise such powers which now are or hereafter may be conferred by law upon corporation organized for the purposes hereinabove set forth under the

provisions of Chapter 355, RSMo. 1959, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Section 3. Ancillary Purposes. To do and engage in all lawful activities that are in furtherance of one or more of the general purposes of the corporation

BY_LAW II

Additional Provisions

Section 1. Legislative and Political Activities. No substantial part of the activities of the corporation shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Accumulation of Income. The corporation shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code, as now in force or afterwards amended.

Section 3. Public Purpose. The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or shareholders of the corporation, or persons controlled directly or indirectly by such private interests.

Section 4. Gender References. Any references herein as to gender is only for purposes of shortening the text. Any such references are to be considered as gender neutral.

BY_LAW III

Members and Meetings of Members

Section 1. Membership. The members of the corporation shall be those persons who are the officers of the St. Louis Chapter of the Missouri Society of Professional Engineers, including the President, the immediate Past President, the President Elect, the Secretary, and the Treasurer, and also the Directors of the St. Louis Chapter of the Missouri Society of Professional Engineers, and the chairpersons of committees of the St. Louis Chapter of the Missouri Society of Professional Engineers.

Section 2. Right of Members. Each member shall be entitled to one vote on all matters coming before a meeting of the members for consideration. The right of a member to vote and all his right, title and interest in or to the corporation shall cease on the termination of his membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation .

Section 3. Resignation of Members. Any member may resigns from the corporation by delivering a written resignation to the president or secretary of the corporation.

Section 4. Annual Meeting. The annual meeting of the members of the corporation shall be held at the same place as, and immediately following, the October business meeting of the members of the St. Louis Chapter of the Missouri Society of Professional Engineers (herein after referred to as "Chapter").

Section 5. Notice of Annual Meeting. Notice of the October meeting of the members of the Chapter shall constitute notice of the annual meeting of the members of this corporation; provided, however, in the event it is necessary that the business to be conducted or special purpose of the annual meeting of **this** corporation be expressed in the notice thereof, then, in such event, notice shall be separately given by mail, not less than fifteen days nor more than forty days before such meeting, to each of the members of this corporation.

Section 6. Special Meeting. Special meetings of the members may be called at any time by the president or president elect or by a majority of the Board of Directors, or by the members as provided for by statute.

Section 7. Notice of Special Meeting. Notice of special meetings, stating the time, place, and purpose or purposes thereof, shall be served by mail upon each member not less than five nor more than forty days prior to such meeting. Notice shall be directed to each member at his address as it appears on the books or records of the corporation.

Section 8. Quorum. At any meeting of members of the corporation, the presence of fifty percent of the members in person shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be specifically provided by statute or by these By-Laws. In the absence of a quorum or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present, without notice other than by announcement at the meeting and without further

notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 9. Waiver of Notice. Whenever under the provisions of any law or under the provisions of the certificate of incorporation or By-Laws of this corporation, the corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

Section 10. Removal of Members, Directors, or Officers. Any member, director, or officer may be removed from membership or from office by the affirmative vote of two thirds of the full membership at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer, or director proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Expulsion from membership in the Missouri Society of Professional Engineers, or Chapter, shall serve to terminate automatically membership in this corporation, Removal from an office of the Chapter shall operate as removal from any equivalent office held pursuant to these By-Laws in this corporation.

BY - LAW IV

Board of Directors

Section 1. Composition of the Board. The business and property of the corporation shall be managed and controlled by a Board of Directors, consisting of those persons who are members of the Board of Directors of the Chapter. Each director shall hold office for a term coextensive with his term as a director of the Chapter.

Section 2. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled for the unexpired portion of the term by the directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board of Directors shall hold

office until the next succeeding annual meeting of the members of the Chapter or until the election and qualification of their successor.

Section 3. Annual Meeting. The Board of Directors shall meet immediately following the October business meeting of the Board of Directors of the Chapter.

Section 4. Special Meeting. Special meetings of the Board of Directors may be called by the president or president elect, and must be called by either of them on the written request of a majority of the members of the Board of directors.

Section 5. Notice of Meeting. Notice of all directors' meetings, except as herein otherwise provided, shall be given by mailing the same not less than five nor more than forty days before the date of the meeting to each Director at his address as it appears on the records of the corporation. Notice may be served by any Director. In the event of a special meeting of the Board of Directors, the purpose or purposes for which the meeting is called shall be stated in the notice thereof.

Section 6. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these By-Laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director, and may take such other and further action as is provided in Article IV, Section 3, of these By-Laws.

Section 7. Contracts and Services. The Directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the Directors or officers are personally interested as stockholders, Directors, or otherwise shall be at arm's length and not violative of the proscriptions in the certificate of incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other

entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or other action.

Section 8. Compensation. Directors shall not receive any salary for their services as such, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

BY_LAW V

Officers

Section 1. Number and Title. The officers of the corporation shall be the President, the President elect, the Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors. Any two offices, except those of president and secretary, may be held by the same person.

Section 2. Election, Term of Office, and Qualifications. The President, President elect, Secretary and Treasurer, shall be held by those persons who are elected to the equivalent offices in the Chapter, and election to such offices in the Chapter shall automatically constitute election to the equivalent offices in this corporation.

Section 3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, a majority of the directors, although less than a quorum, may elect an officer to fill such a vacancy, and the officer so elected shall hold office and serve until the election and qualification of his successor.

Section 4. President. The president shall preside at all meetings of members and of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 5. President Elect. At the request of the president, or in the event of his absence or disability, the president elect shall perform the duties and possess and exercise the powers of the president; and to the extent authorized by law the President elect shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors.

Section 6. Secretary At the request of the President, but only in the event of the absence or disability of both the President and President elect, the President/Secretary shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Secretary shall have such other powers as the Board of Directors may determine.

Section 7. The secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The secretary shall attend and keep the minutes of **a11** the meetings of the Board of Directors and members of the corporation. The secretary may sign with the president or president elect, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors. The Secretary shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 7. Treasurer. The treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. The treasurer may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require.

When necessary or proper the Treasurer may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, the treasurer shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation. The treasurer shall make such payments as may be necessary or proper to be made on behalf of the corporation. The treasurer shall make such payments as may be necessary or proper to be made on behalf of the corporation.

The Treasurer shall enter regularly on the books of the corporation, to be kept by the Treasurer for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by the Treasurer for or on account of the corporation, and shall exhibit such books at all reasonable times to any Director or member on application at the offices of the corporation. The Treasurer shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

Section 8. Removal. Any officer may be removed from office by the affirmative vote of two thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of directors at such meeting.

BY –LAW VI

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

BY-LAW VII

Fiscal Year

The fiscal year of the corporation shall commence on January **1** of each year and end on December **31**

BY-LAW VIII

Gifts, Donations and Bequests

Section 1. Gifts for Specified Purposes. Gifts, donations and bequests may be given directly to this corporation with directions that the principal or income therefrom shall be used for certain specified purposes, or the principal of such gift, donation, or bequest may be given to some other person, corporation, trustee, or other entity, with instructions that the income therefrom shall either be paid to this corporation or disbursed in accordance with the instructions of the Board of Directors of this corporation; provided, however, that the uses and purposes of all such gifts, donations, and bequests, either of income or principal, shall be in accord with the purposes specified in the Articles of Incorporation of this corporation.

Section 2. General Gifts. Unless directions for use for some special purpose accompany such gifts, donations or bequests, the Board of Directors of this corporation may disburse the income for any of the purposes specified in the Articles of Incorporation.

BY-LAW IX

Prohibition Against Sharing in Corporate Earnings

No member, director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of **all** of the Liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court Shall determine, which are organized and operated exclusively for such purposes.

BY-LAW X

Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be

permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

BY-LAW XI

Amendments to By-Laws

The Board of Directors shall have the power to make, alter, amend, and repeal the By-Laws of the corporation by affirmative vote of a majority of the Board; provided, however, that the proposed amendment has been submitted to the members of the Board of Directors in writing at least fifteen days prior to the meeting of the Board at which action with respect to the By-Laws is to be taken. All By-Laws made by the Board of Directors may be altered, amended, or repealed by the members.

BY-LAW XII

INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who is now or who shall hereafter serve as an officer, director, employee or agent of the corporation from and against any and **all** claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of having heretofore or hereafter been an officer, director, employee or agent of the corporation, or by reason of any action alleged to have heretofore or hereafter been taken or omitted by such person as an officer, director, employee, or agent of the corporation, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by such person in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability or threat or prospect thereof, based upon or arising out of that person's own negligence or willful misperformance of that person's duties as an officer, director, employee, or agent of the corporation. The determination of all questions as to the existence of negligence or willful misperformance as to the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made and shall be final and conclusive if made, by the Board of Directors

acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so affected). The rights accruing to any person under the provisions of this section shall not exclude any other rights to which such person may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person, in any case, even though not specifically provided for in these bylaws.

FEB. 2, 2011