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## **THE ENGINEERS' CLUB OF KANSAS CITY**

### **CONSTITUTION AND BY-LAWS**

Adopted February 17, 1911

Revised and Approved by Membership May 2, 2011

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#### **ARTICLE I**

##### **Name and Objective**

- Section 1. Name: The name of this organization shall be the Engineers' Club of Kansas City.
- Section 2. Objective: This club exists and operates for the purpose of associating together representatives of the engineering profession in order to advance the engineering profession and the public good, to broaden the civic usefulness of the profession and to encourage engineers in civic endeavors, to promote, financially assist, and mentor students pursuing a career in the engineering profession, to promote social interaction among engineers and with allied technologists, to promote the welfare of the profession and its members, to cooperate with other organizations and individuals in this aim, and to cultivate friendly social relations.

#### **ARTICLE II**

##### **Officers**

- Section 1. Officers: The officers of the Club shall be a President, Vice President, Treasurer, and Secretary, who shall be elected by the membership to serve one year and until their successors are elected and installed.
- Section 2. President: The President shall preside at all meetings of the Club, and shall appoint all committees not otherwise provided for in the Constitution and By-Laws, and shall perform such other executive duties as may be enjoined upon him/her by the Board of Directors.
- Section 3. Vice President: The Vice-President, or in his/her absence, the Treasurer, shall discharge the duties of the President during the absence or disability of the President.
- Section 4. Treasurer: The Treasurer shall be responsible for collecting and receiving all moneys due the Club, keeping an accurate account of such moneys and depositing them in the name of the Club in a bank to be designated by the Board of Directors. The Treasurer shall also be responsible for and be the primary liaison between the Club's accounting firm (if applicable) and the Board of Directors. If directed by the Board of Directors, the Club's accounting firm may also receive moneys due the Club and deposit them in the name of the Club in a bank designated by the Board of Directors.

Two of the four officers (Treasurer, President, Vice-President, and Secretary) shall sign all checks. The Treasurer, with the aid of the Club's accounting firm (if applicable), shall

be responsible for the submittal of monthly financial statements to the Board of Directors and for submittal of tax returns and related correspondence. He/She shall arrange for a financial review or audit of the Club's accounts at least once every two years.

- Section 5. Secretary: The Secretary shall keep the minutes of all meetings of the Club and the Board of Directors. He/She shall perform such duties as ordinarily pertain to the office of Secretary and such other duties as are provided for herein and as may be prescribed by the Club or the Board of Directors.

### **ARTICLE III**

#### **Board of Directors**

- Section 1. Directors: The Board of Directors shall consist of nine members, five of whom shall be the immediate Past President, the President, Vice President, Secretary and Treasurer. Four members of the Board of Directors shall be elected for one-year terms along with the officers of the Club. The Chairman of the Board of Directors shall be the President and shall preside at all meetings of the Board and perform such other duties as are enjoined upon him/her by the Board. During his/her absence, the Vice-President of the Club shall discharge the duties of the Chairman of the Board of Directors. Five or more of the members of the Board shall constitute a quorum at the board meetings. Unless otherwise provided herein, a majority vote of the Board of Directors shall prevail.

- Section 2. Directors Duties: The Board of Directories shall constitute the governing body of the Club and have general control over all offices and committees and may, for cause, declare any office or offices vacant. It may direct the nominating committee to make a recommendation (in conformance with Article V, Section 6) as to possible candidates to fill any vacancy in its body or in the office of Secretary or Treasurer from the membership of the Club.

It shall constitute a board of Appeals from the ruling of all officers and action of all committees. Appeal may be taken to the Club by any member of the Club from any decision of the Board of Directors. It shall require a two-thirds vote of the members present at their regular meeting of the Club to sustain such appeal.

The Board of Directors shall be responsible for the number, character, and expenditures of all activities to the Club.

It shall have the power to call meetings of the Club for any special purpose, and it shall constitute a final committee on admission to membership in the Club as provided in Article IV, Section 2. It shall elect and fix duties and power of any subordinate officers it may deem necessary.

It shall audit the Treasurer's account. It shall budget the Club's operating expenses, and perform all necessary duties except such as it deems necessary to bring before the Club.

Section 3. Annual Meeting of Board of Directors. The annual meeting of the Board of Directors shall take place in August following the election and installation of the newly elected officers and members of the Board of Directors. Official transfer of duties to the new officers will take place at the meeting together with a complete report from the retiring officers covering all the activities for the prior year and the financial status of the Club. Both newly appointed and retiring Committee Chairmen should be present at this meeting.

Section 4. Annual Business Meeting of Club Members: There shall be a regular meeting not later than the 10<sup>th</sup> of April of the Club membership. The Board of Directors shall present at this meeting a report of the affairs of the Club together with its financial status to date.

## **ARTICLE IV Membership**

Section 1. General: Membership shall be divided into the following classes:  
(a) Member  
(b) Member (Non-Resident)  
(c) Honorary Member  
(d) Life Member

In electing candidates to membership, the Board of Directors shall classify, and from time to time as may be necessary, reclassify each, in the appropriate classification, and shall advise the Chair of the Membership Committee of its decision. Applications for membership shall include the dues payment, such information as stipulated,

Section 2. Member. A member shall be an engineer of good character and satisfactory professional standing. For the purpose of definition, the term Engineer shall be construed to mean a person who is a Registered Engineer/ or a member in any nationally recognized professional engineering society. Or, a member shall be a student or graduate of an engineering program of recognized standing or whose occupational training is in the engineering field, the pursuit of which will, in the opinion of the Board of Directors, qualify him/ her to attain the status of Member. Or, a member shall be a person that may not be an Engineer, but is identified with engineering work and who, in the judgment of the Board of Directors, would become a desirable member of the Club.

Section 3. Member (Non-Resident): A member (non-resident) shall be a person that meets the qualifications of member, but whose residence and place of business are outside the area of Jackson, Platte, Ray, Cass and Clay counties, Missouri; and Wyandotte, Johnson, Leavenworth, and Miami counties, Kansas.

Section 4. Honorary Member: An Honorary Member shall be a person of broadly acknowledged eminence in the engineering profession, and who, in the opinion of the Board of Directors, deserves special recognition by the Club.

Section 5. Life Member: A Life Member shall be a Member who has reached the age of 65 years and who has paid dues for not less than 25 years. A Life Member is exempt from further dues.

Section 6. Dues: The annual dues of each member shall be payable on or before June 1 of each year. Dues of members elected after January 1 of any year shall be payment in full for the remainder of the year and the following year.

The annual dues amounts and allocation of said dues will be evaluated on an annual basis and adjusted as necessary by the Board of Directors.

## **ARTICLE V Nominations and Elections of Board Members**

Section 1. Nominating Committee: The Nominating Committee shall consist of three Past-Presidents of the Club. The Chairman shall be the immediate Past-President. The nominating committee shall serve throughout the year.

Section 2. Nominations: The Nominating Committee shall name candidates for the offices to be filled, as shown below in Section 3, and shall ascertain that the persons nominated as candidates are in good standing and are willing and able to serve. The officers to be elected are as follows:

President.....	1 year term
Vice President.....	1 year term
Secretary.....	1 year term
Treasurer.....	1 year term
Four Members of the Board of Directors.....	1 year term
Past-President.....	1 year term

Section 3. Nominating Committee Report: The Chairman of the Nominating Committee shall, not later than two weeks prior to the annual election, report to the Club President the selection of candidates and deliver the report to the Secretary. The report shall consist of the following:

(a) President: The name of a member in good standing, who has served in minimum of two years as an Officer or on the Board of Directors, as candidate for election to the Office of President.

(b) Vice-President: The name of a member in good standing, who has served a minimum of one year as an Officer or on the Board of Directors, as candidate for election to the office of Vice-President.

(c) Secretary: The name of a member in good standing, as candidate for election to the office of Secretary.

(d) Treasurer: The name of a member in good standing, as candidate for election of the Office of Treasurer.

(e) Directors: The name of four (4) a members in good standing, as candidates for election of the Board of Directors.

(f) Past-President: The Past-President is automatically nominated to a Director position on the Board.

Following the report of the Nominating Committee, a copy shall be posted on the Club website along with the notice of the annual election meeting. This posting will be the official notice of the annual election to be held at the first meeting in May.

Section 4. Floor Nominations: At the annual election any member of the Club in good standing may nominate from the floor a candidate or candidates for any of the offices. Such nominations must be seconded and shall be limited to two nominees for any one office; such nominees shall have the qualifications as limited in Section 3 of Article V and found agreeable to serve if elected; they shall then be listed as having been nominated at the meeting.

Section 5. Election Procedure: The annual election shall be held at the first meeting in May. Three tellers, who are Club members in good standing, shall be appointed by the Presiding Officer to collect and count the ballots. Ballots shall be distributed to members in good standing and shall have listed the candidates for the offices of President, Vice President, Secretary, and Treasurer, and four (4) members of the Board of Directors. Ballots shall be collected and counted at this same meeting.

After the ballots have been counted, the candidate receiving the greatest number of votes for the office of President shall be declared elected President; the candidate receiving the greatest number of votes for the office of Vice President shall be declared elected Vice President; the candidate receiving the greatest number of votes for Secretary shall be declared elected Secretary; the candidate receiving the greatest number of votes cast for Treasurer shall be declared elected Treasurer; the four (4) candidates receiving the greatest number of votes cast for members of the Board of Directors shall be declared elected to the Board of Directors. In lieu of the above procedure, the nominated officers and directors can be elected by acclamation if a motion is made, seconded, and passes by a majority of the membership present. Announcement of the election results will be made at the end of the meeting.

Section 6. Board of Directors Replacement Procedures: In the event a Director of the Board of the club resigns or in any way is not able to serve out of his/her term, it will be the responsibility of the nominating committee to recommend to the Board of Directors a replacement and to recommend any changes to the officer positions. The recommendations of the nominating committee shall be approved by the Board by a majority vote and will become effective immediately.

**ARTICLE VI**  
**Meetings**

- Section 1. Regular Meetings of the Club Members: Regular meetings of the Club members shall be held on such dates, excepting legal holidays, and at such hour and place as designated by the Board of Directors.
- Section 2. Annual Business Meeting and Report to Club Membership: As shown under Article III, Section 4, the Board of Directors shall submit at the annual business meeting of the Club a report of the affairs of the Club together with its financial status to date. This Annual Business meeting shall be held not later than the 10<sup>th</sup> of April. Except when otherwise ordered by the Board of Directors, the order of business shall be as follows:
1. Report of the Board of Directors.
  2. Unfinished business
  3. New Business
  4. Adjournment
- Section 3. In May following the election of officers, the new elected officers and members of the Board of Directors shall be installed and shall take office effective June 1.
- Section 4. Special Meetings: Special Meetings may be called by the Board of Directors, the President, the Vice President, the Secretary, or the Treasurer upon the written request of twelve members of the Club, which request shall specify the object of the meetings. No business except that for which the meetings was called shall be transacted at a special meeting.
- Section 5. At any meeting of the Club, a quorum shall consist of the membership of the Club in good standing that are present at said meeting. It shall require a two-thirds majority vote of the members present at any meeting to take action upon any resolution.

**ARTICLE VII**  
**Committees**

- Section 1. Committees: The following standing committees shall be appointed by the President and shall serve concurrently with his/her term of office:
- |                                   |                        |
|-----------------------------------|------------------------|
| (a) Attendance/Reservation        | (h) Past Presidents    |
| (b) Building                      | (i) Program            |
| (c) By-Laws                       | (j) Publicity          |
| (d) Entertainment/Activities      | (k) Membership         |
| (e) Investment                    |                        |
| (f) Joint Engineers Council (JEC) | (l) Student Assistance |
| (g) Life Member                   | (m) Historian          |

A member of the Board of Directors shall be assigned Ex-Officio member of each committee. Assignments are as follows:

<b>Board Contact</b>	<b>Committee(s)</b>
President.....	Past-President
Vice-President.....	JEC, By-Laws
Secretary.....	Historian
Treasurer.....	Investments
Director.....	Entertainment/Activities
Director.....	Student Assistance
Director.....	Membership; Attendance/Reservations
Director.....	Program; Publicity
Director (Past President).....	Building; Life Members

The Treasurer shall be responsible for accountant, tax attorney, and other financial related services.

Each committee shall transact such business as is delegated to it by the Constitution and By-Laws and such additional business as may be referred to it by the Board of Directors. Except when authorized by the Board of Directors, no committee shall take final action on any matter until a report has been made to said Board.

Section 2. Attendance/ Reservation Committee: It shall be the duty of this committee to:

- (a) Strive to attend all club meetings and social functions and to receive and assist members and guests. It will be expected that this committee will work closely with the Entertainment, Program and Membership committees.
- (b) Make reservations for the regular meetings of the Club.

Section 3. Building Committee: It shall be the duty of the Building Committee to:

- (a) Carry on a program of investigation as to the feasibility of providing adequate quarters for the activities of the Engineers Club.
- (b) Recommend action to the Board of Directors leading to an ultimate objective of provision of quarters for the Engineers Club, possibly in conjunction with a Technical Center for the engineering organizations of the Kansas City area.

Section 4. By-Laws Committee: It shall be the duty of the By-Laws Committee to suggest and assist the Board of Directors in any changes of the Constitution and By-Laws of the Club.

- Section 5. Entertainment/Activities Committee: It shall be the duty of the Entertainment/Activities Committee to prepare and arrange all of the social functions of the Club. These functions will have been sanctioned and approved by the Board of Directors and the plans and budget submitted to this body prior to taking place. The Entertainment/Activities committee shall prepare a report on income and expenses following each social function.
- Section 6. Investment Committee: It shall be the duty of the Investment Committee to:
- (a) Investigate and recommend to the Board of Directors a qualified and reputable investment firm or trust who may be retained for the purpose of aiding the committee in the investment and management of the Engineers Club's investments.
  - (b) Working through the investment firm, if retained, or through their own membership, investigate alternative programs for investment of the Engineers Club's investments and exercise overall supervision of such investments.
  - (c) Submit to the Board of Directors a detailed report every month indicating the status of Engineers Club's investments, a general outline of investment action, and any appropriate recommendations for items requiring action by the Board of Directors.
- Section 7. Joint Engineers Council (JEC) Committee: It shall be the duty of the JEC Committee to:
- (a) Attend JEC meetings as a representative to the Engineers Club.
  - (b) Serve three (3) year term by election from the Board of Directors.
  - (c) Submit to the Board of Directors a status report as needed on JEC events.
- Section 8. Life Members Committee: It shall be the duty of the Life Members Committee to:
- (a) Determine and report eligible Life Member candidates to the Board of Directors
- Section 9. Past Presidents Committee: It shall be the duty of the Past Presidents Committee to:
- (a) Consult the Board of Directors on special issues of concern as identified by the Board of Directors.
- Section 10. Program Committee: It shall be the duty of the Program Committee to arrange programs for all of the regular scheduled meetings of the Club. These meetings shall be within the budget established by the Board of Directors.
- Section 11. Publicity Committee: It shall be the duty of the Publicity Committee to:
- (a) Arrange any publicity, advertisement, etc., which may be necessary in promoting the meetings, social events, and special activities of the Club.



(b) Develop promotional materials for existing and potential new membership to improve the recognition of Engineers Club in Kansas City area.

This will be done subject to the approval of the Board of Directors.

Section 12. Membership Committee: It shall be the duty of the Membership Committee to keep a correct list of all members of the Club, and any other information relative to the members as prescribed by the Board of Directors and classify for grade of membership subject to the approval of the Board of Directors.

Section 13. Life Members Committee: It shall be the duty of the life members committee to identify candidates for life members (as described in Article IV, Section 5) and to arrange for recognition of the life member candidates at a spring club meeting.

Section 14. Student Assistance Committee: It shall be the duty of the Student Assistance Committee to:

(a) Cooperate and aid other engineering organization student activity developed to further the interest of students in the field of engineering.

(b) Carry on a program of cooperation and aid to high school counselors to develop their interest in the opportunities for qualified students in the engineering field.

(c) Grant aid and scholarships for Engineers-to-be within the limits of funds made available.

(d) Encourage any individual or company contribution to any sum to the Student Assistance Fund.

## **ARTICLE VIII**

### **Special Funds**

Section 1. Building Fund: A building fund shall be established and maintained as may be determined by the Board of Directors. The Building Fund shall be for the purpose of providing quarters for use of the Club. Contributions to the Building Fund shall be accepted and added to the current Building Fund investments. The Building Fund shall be invested in United States, Municipal or other securities or deposited with a well established bank or building and loan company as directed by the Board of Directors. On a regular basis, the interest earned from the Building Fund, shall be allocated to the operating fund and/or to a Building Fund Scholarship. The allocation split between the two funds shall be determined by the Treasurer.

Section 2. Student Assistance Fund: A Student Assistance Fund shall be established and set aside from dues. All such funds shall be accounted for separate from the other club funds and shall be dispersed by the Treasurer; such dispersal shall be as recommended by the

Student Assistance Committee and subject to approval by the Board of Directors. Any excess of funds of the Club, as determined by the Board of Directors to be not needed in the Operating Amount will be allocated to the Student Assistance Fund.

## **ARTICLE IX**

### **Parliamentary Procedure**

- Section 1. Parliamentary Practice in the Club: Board and Committee meetings shall be in accordance with Roberts' Rules of Order.
- Section 2. The Constitution and By-Laws of the Club may be amended at any regular meeting by a two-thirds vote of all members present; provided, however, that such proposed amendment shall be read and offered at least two weeks preceding the vote and that a written or printed copy of the proposed amendment with notice of the time of voting, shall have been e-mailed to each member at least one week before the meeting at which time the vote will be taken.
- Section 3. This Constitution and By-Laws is hereby adopted as the Constitution and By-Laws of the Engineers Club of Kansas City and all previous acts of this Club which in any way may be in conflict with it are hereby repealed; provided, that nothing in this Constitution and these By-Laws shall be construed to affect in a retroactive manner in the membership of any person now a member in good standing of the Club.