

# THE ENGINEERING CENTER EDUCATION TRUST BYLAWS

(Revised, Effective Date: October 16, 2019)

## ARTICLE I INTRODUCTION

### Section 1. Name

The name of this organization shall be *The Engineering Center Education Trust*, referred to in these Bylaws as “The Trust” or “TECET”.

### Section 2. Trust Document

The Trust is defined by the Declaration of Trust dated October 12, 1989, recorded at the Suffolk County Registry of Deeds, Book 16317, Page 251. In the case of conflict between these Bylaws and the provisions of The Trust document, the provisions of The Trust document shall prevail.

### Section 3. Mission

Enhancing the impact of the Massachusetts engineering and land surveying community

### Section 4. Objectives

The Trust is created and shall be operated exclusively for charitable and educational purposes, with the following objectives:

1. Provide facilities and staff to support the mission
  - a. Maintain One Walnut Street as a home for the engineering and land surveying community
  - b. Provide staff that has non-profit expertise
  - c. Serve as a repository for information and resources
2. Support the sponsoring organizations
  - a. Help sponsors achieve their objectives
  - b. Provide support for continuing professional education programs
  - c. Offer opportunities for sponsors to collaborate for maximum effectiveness
3. Advocate for the engineering and land surveying community
  - a. Promote support for sustaining and improving our infrastructure
  - b. Foster public awareness and appreciation for the professions
  - c. Promote the pursuit of careers in engineering and land surveying
  - d. Provide education, outreach and research on important issues

## **ARTICLE II: Membership**

### **Section 1. Sponsoring Organizations**

The Sponsoring Organizations of The Trust are the American Council of Engineering Companies of Massachusetts (ACEC/MA), the Boston Society of Civil Engineers Section of the American Society of Civil Engineers (BSCES), and the Massachusetts Association of Land Surveyors and Civil Engineers (MALSCE).

### **Section 2. Affiliates**

Professional organizations may become Affiliates of The Trust by application and upon unanimous approval by the Board of Trustees at a meeting for which a quorum is present. An organization must meet the following minimum requirements in order to qualify as an Affiliate candidate:

- a) Once approved as an Affiliate, a services contract covering all services to be provided by The Trust shall be executed;
- b) Must contribute to a sense of community, which at a minimum requires:
  - 1) The organization's goals and objectives must not be in conflict with The Trust;
  - 2) Must be an organization representing professionals in the fields of engineering or land surveying
  - 3) Must have status with the Internal Revenue Service as "nonprofit" or "not for profit."

An Affiliate may procure any level of services from The Trust that is mutually agreeable to the Affiliate and the Board of Trustees.

The Board of Trustees may terminate an Affiliate services contract without cause, by unanimous vote; such termination to take effect in accordance with the terms of the Affiliate Contract.

### **Section 3. Resignation of Membership of Sponsoring Organization**

Resignation of membership of a Sponsoring Organization must be preceded by written notice to the Board of Trustees at least one year prior to the date of resignation.

## **ARTICLE III BOARD OF TRUSTEES**

### **Section 1. Membership**

The Board of Trustees, also referred to in these Bylaws as "the Board", shall consist of twelve (12) trustees appointed by the three Sponsoring Organizations – four (4) Trustees

appointed by ACEC/MA four (4) appointed by BSCES, and four (4) appointed by the MALSCE.

Section 2. **Term of Office of Trustees**

The term of office of the Trustees from each Sponsoring Organization shall be three years each, unless otherwise authorized by the Board. The terms of the Trustees for each Sponsoring Organization shall be established so that only one sponsor shall have two terms expire each year, meaning only a maximum of four Trustee terms will expire in any year.

Section 3. **Resignation, Removal, and Replacement of Trustees**

Any Trustee may, in writing, resign his or her office.

Each of the three Sponsoring Organizations shall have the right to remove any Trustee previously appointed by it (without specifying the cause for removal), and shall have the right to fill a vacancy caused by the removal, resignation, or death of, or any contingency affecting any Trustee designated by such organization.

Section 4. **Powers**

The Board of Trustees shall have full power to conduct all business of TECET except as limited by law, the Declaration of Trust, or these Bylaws.

Section 5. **Parliamentary Procedure**

All proceedings and meetings of the Board of Trustees shall be conducted under and pursuant to Robert's Rules of Order, except as may be otherwise provided by these Bylaws.

## **ARTICLE IV OFFICERS**

Section 1. **Officers**

The officers of the Board shall be Chair, Vice Chair, Secretary, and Treasurer.

Section 2. **Term of Office**

Each officer shall serve a term of one year for the designated fiscal year. The term of office shall be effective July 1 of the fiscal year, following the election of officers, and shall remain in effect until the next election of officers.

Section 3. **Nomination of Officers**

The Nominating Committee shall present a slate of nominees for officers of the Board at the June meeting of the Board. The slate shall be selected from the group of Trustees that will serve for the fiscal year effective July 1. Nominations from the floor may be made at the June meeting.

No more than two officers of the Board shall be Trustees appointed by the same Sponsoring Organization. The Chair and Vice Chair shall not both be Trustees appointed by the same Sponsoring Organization, and all Sponsoring Organizations shall have at least one of its Trustees serve as an officer.

Section 4. **Election of Officers**

The Chair *pro tem*, elected in accordance with Article V Section 2, shall preside over the election of new officers at the beginning of the Annual Meeting.

Officers shall be elected at the Annual Meeting by a simple majority of the Board of Trustees. A Trustee who is unable to attend the Annual Meeting in person or by teleconference of the Board may vote by written proxy delivered to the Chair *pro tem* before the start of the voting.

Section 5. **Chair**

The Chair shall be responsible for:

- i. making arrangements for each meeting of the Board;
- ii. shall preside at meetings of the Board;
- iii. shall prepare and distribute to the Trustees, at least two (2) days in advance of each meeting, an agenda for the meeting, previous meeting minutes, and any additional documents required for discussion;
- iv. shall supervise all Board activities and affairs;
- v. shall appoint the Chair and all members of each committee, except as otherwise provided in these Bylaws;
- vi. shall prepare and present an annual report to the Board of Trustees for record; and
- vii. shall serve as *ex officio* member of all committees except the Nominating Committee.

Section 6. **Vice Chair**

The Vice Chair shall assist the Chair with duties as requested, and assume the duties of the Chair in the latter's absence or in the event that the Chair shall become incapacitated. If both the Chair and the Vice Chair are unable to perform the functions of the Chair, the Secretary shall serve as Acting Chair until the next regularly scheduled meeting.

Section 7. **Secretary**

The Secretary shall be responsible for preparing and filing an accurate record of all official meetings of the Board. The Secretary may also serve as Acting Chair as referenced above in Article IV, Section 6.

Section 8. **Treasurer**

The Treasurer shall be responsible for performing or supervising the following functions:

- i. receiving and disbursing funds;
- ii. keeping funds on deposit in institutions approved by the Board;
- iii. keeping an accurate account of all funds, expenditures, and receipts;

- iv. submitting to the Chair for distribution to the Board a monthly Treasurer's report; and
- v. preparing an annual financial statement as soon as feasible after the end of each fiscal year.

The Treasurer shall obtain approval of the Board before paying any bills for items not included in the approved annual budget. All checks shall be signed by the Treasurer, or, in the Treasurer's absence, the Chair or the Executive Director of The Engineering Center Education Trust. The Treasurer shall serve as Chair of the Budget Committee.

Section 9. **Vacancies**

If any office falls vacant due to the death, resignation, incapacity, or removal of the incumbent, or accession of the Vice Chair to the Chair's office during the course of a fiscal year, the Board, at its next regularly scheduled meeting, shall elect one of its members by a majority vote of all of the Trustees present and by teleconference to fill the vacant office until the end of the unexpired term.

**ARTICLE V MEETINGS**

Section 1. **Schedule**

The Board shall meet monthly, unless otherwise voted by a majority of the Trustees. Special meetings may be called by the Chair, or at the written request of at least three Trustees.

Section 2. **Annual Meeting**

The Annual Meeting shall be held in July, unless otherwise authorized by the Board. The Chair of each Standing Committee and each *Ad Hoc* Committee shall provide an annual report in person at the Annual Meeting if requested by the Chair.

The budget for the coming fiscal year shall be voted on at the Annual Meeting.

A Chair who is in office at the time of the Annual Meeting and who will continue as a Trustee during the next fiscal year shall remain in office as Chair until a Chair is elected at the Annual Meeting. If the Chair who is in office at the time of the Annual Meeting will not continue as a Trustee during the succeeding fiscal year, a Chair *pro tem*, to serve until a new Chair is elected at the regularly scheduled meeting, shall be elected by the Board at the Annual Meeting. The Chair *pro tem* shall be a member of the Board whose term as Trustee does not expire at the end of the current fiscal year.

The Agenda for the Annual Meeting shall be prepared and distributed by the continuing Chair or the Chair *pro tem*. The continuing Chair or the Chair *pro tem* shall preside over the election of officers at the start of the meeting, and the newly elected Chair shall preside over the remainder of the meeting.

Section 3.       **Quorum**

A quorum shall be comprised of a simple majority of the Board of Trustees, including a minimum of one Trustee from each of the three Sponsoring Organizations. All matters relating to the acquisition, disposition, exchange, assignment, conveyance, or otherwise disposing of real estate holdings owned by The Engineering Center Education Trust, including but not limited to One Walnut Street in Boston, Massachusetts, shall require a quorum comprised of at least nine Trustees, including at least two Trustees from each sponsoring organization.

Section 4:       **Alternative Voting**

If it is deemed necessary by the Chair of the Board of Trustees, a mail/facsimile/email ballot to the Board of Trustees may be used for voting. If one of these forms is used as the chosen method of vote, the resultant vote shall be presented at the next regular meeting of the Board for ratification and read into the minutes of that meeting as an action taken by the Board. The action shall be in effect upon the date of the conclusion of the vote.

**ARTICLE VI COMMITTEES**

Section 1.       **Executive Committee**

The Executive Committee shall consist of the officers of the Board. The Executive Committee shall exercise general supervision of the affairs of The Trust during the intervals between the regularly scheduled meetings of the Board, make recommendations to the Board, and perform such other duties as directed by the Board.

Section 2       **Standing Committees**

The Standing Committees of the Board shall include the Audit Committee, Budget Committee, Building Committee, Fundraising Committee, Grants Committee, Library Committee, and Nominating Committee. The Chair of the Board shall appoint the Chair and all members of each Standing Committee, and shall serve *ex officio* as a member of each Standing Committee. The Chair of each Standing Committee shall be a Trustee. Other members of a Standing Committee may be, but are not required to be, Trustees. The membership of each Standing Committee shall include at least one member from each of the three Sponsoring Organizations.

Section 3.       **Ad Hoc Committees**

The Chair may appoint the chair and members of Ad Hoc Committees established by the Board to carry out specific short-term functions. The term of each *ad hoc* committee should be specified in its original charge, and may be extended by vote of the Board. The Chair of each Ad Hoc Committee shall be a member of the Board. Other members of an Ad Hoc Committee may be, but are not required to be Trustees. The membership of each Ad Hoc Committee shall include at least one member from each of the three Sponsoring Organizations.

## **ARTICLE VII AMENDMENTS**

### **Section 1. Procedure**

Amendments to these Bylaws may be proposed by an Ad Hoc Committee appointed by the Chair for the purpose of reviewing the Bylaws, or by petition from five or more Trustees.

Proposed amendments to these Bylaws shall be presented in writing by the Ad Hoc Committee to the Board for consideration at a regularly scheduled monthly meeting, but shall not be voted on by the Board until the following monthly meeting. Amendments to these Bylaws shall require approval by at least eight Trustees, including at least two Trustees from each sponsoring organization.

Amendments to these Bylaws shall become effective immediately after they are voted by the Board.

## **ARTICLE VIII FISCAL YEAR**

### **Section 1. Definition**

The fiscal year shall be July 1 to the following June 30.