

ARTICLE C4.1 GOVERNMENT

C4.1.1 The affairs of the Society shall be managed by a Board of Governors which shall have full control of the activities of the Society, subject to the limitations of the Constitution and By-Laws, Society Policies and the laws of the State of New York. The voting members of the Board of Governors shall consist of at least fifteen and not more than seventeen members-at-large, such members-at-large selected as follows:

- Twelve members-at-large elected from among the corporate members of the Society in the manner specified in C4.1.5 and three members-at-large elected from among the Financial Affiliate Members of the Society in the manner specified in C4.1.5 (collectively, the "Elected Governors"). There shall be one Financial Affiliate Member in each class.
- In the discretion of the Board of Governors, up to two members-at-large, who need not be members of the Society, each appointed by the vote of a majority of the Entire Board of Governors (each, an "Appointed Governor") upon their determination that the size of the Board of Governors may be fixed at sixteen or seventeen, as the case may be, to include a seat for the proposed appointee and that the proposed appointee has demonstrated substantial philanthropic support of the Society's mission and sustained engagement with the field of engineering.

The "Entire Board of Governors," as such term is used in this Constitution, shall mean the total number of members-at-large entitled to vote, within the range of fifteen to seventeen as fixed by the Board, assuming there are no vacancies.

All members-at-large, whether elected or appointed, shall have the rights, privileges, and fiduciary duties granted or imposed by the laws of the State of New York.

The term of each member-at-large shall be three years, with the terms of five Elected Governors and an Appointed Governor, if any, beginning each year at the second Business Meeting of the fiscal year of the Society, at a time designated annually by the Board of Governors, thereby staggering the terms of the members-at-large in office as nearly equally as possible among the three classes.

All members-at-large shall be limited to one full term of service. Additional service as a member-at-large may occur after an interruption of one or more years or as a consecutive partial term.

The Executive Director/CEO shall be an ex officio member of the Board of Governors without vote.

- C4.1.2 The Officers of the Society shall consist of the President, the senior vice presidents, the Executive Director/CEO, the Secretary, Treasurer, and such others as the Board of Governors may appoint.
- C4.1.3 The President shall be appointed by the Board of Governors from among the seated Elected Governors. He or she shall be appointed for a term of one year.
- C4.1.4 A senior vice president shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term.
- C4.1.5 Successor members of the Board of Governors, except the Appointed Governors, shall be elected annually by the members present in person or represented by proxy at the first Business Meeting of each fiscal year.
- C4.1.6 Each Board of Governors at its first meeting shall appoint for one year a President, an Executive Director/CEO, a Secretary and a Treasurer, all of whom shall be corporate members of the Society who have reached at least the grade of Member. The Board of Governors may appoint an Appointed Governor to the extent authorized by C4.1.1. The Board of Governors may also appoint for one year an Assistant Secretary, a Chief Financial Officer and an Assistant Treasurer who shall be Officers of the Society.
- C4.1.7 The corporate membership of the Society shall elect annually a Nominating Committee whose duty shall be to select nominees for the position of Elected Governor. Such nominees shall be corporate members of the Society who have reached at least the grade of Member.
- C4.1.8 Other nominating committees having the same powers may be constituted by the membership of the Society.
- C4.1.9 The Board of Governors shall meet at such times as the Board of Governors may select, and at the call of the President. Except insofar as a greater proportion is required by law, a majority of the Entire Board of Governors shall constitute a quorum.
- C4.1.10 The deposit, investment, and disbursement of all funds shall be subject to the direction of the Board of Governors.

C4.1.11 The Society shall indemnify each person (or heirs, executors and administrators) made, and the Society may in the discretion of the Board of Governors indemnify each person (or heirs, executors and administrators) threatened to be made, a party to an action, suit or proceeding (other than one by or in the right of the Society to procure a judgment in its favor), whether criminal or civil, by reason of serving or having served as a member of the Board of Governors or member of a sector, board or committee, or an Officer, or employee of the Society, or of another corporation or organization with which such person may serve or have served as such or as a trustee, at the request of the Society, or by reason of otherwise serving or having served as a nominee of the Society, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise (herein all referred to more generally as the "Indemnified Parties") against judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein) provided that such person acted in good faith for a purpose which is reasonably believed to be in the best interests of the Society or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Society and, in criminal actions, had no reasonable cause to believe that the conduct was unlawful.

The Corporation shall pay expenses as incurred by any Indemnified Parties in connection with any action, suit, proceeding or inquiry described in this Article; provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

If any provision of this Article will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article will neither be exclusive of, nor be deemed in limitation of, any rights to which any Indemnified Parties may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of the Board of Governors, or otherwise, or as a matter of law, both as to actions in the person's official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of any Indemnified Parties will be made to the fullest extent permitted by law.

For purposes of this Article, reference to "other enterprises" will include employee benefit plans; reference to "fines" will include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the Corporation" will include any service as a Director or officer of the Corporation which imposes duties on, or involves services by, that Director or officer with respect to an employee benefit plan, its participants, or beneficiaries.