

*BYLAWS of the
UNIVERSITY COLORADO AT BOULDER,
COLLEGE OF ENGINEERING AND APPLIED SCIENCE,
ENGINEERING ADVISORY COUNCIL*

(Adopted August 1970; Revised August 1988; Revised May 1991; Revised May 1992; Revised October 1993; Revised May 1994; Revised April 1995; Revised April 1996; Revised October 1997; Revised October 1998; Revised April 1999, Revised October 2002, Revised October 2005, Revised April 2007.)

PREAMBLE

There is hereby created, adopted, and approved the following Bylaws for the UNIVERSITY OF COLORADO AT BOULDER, COLLEGE OF ENGINEERING AND APPLIED SCIENCE, ENGINEERING ADVISORY COUNCIL.

ARTICLE I

Name and Purposes

Section 1. Name. The name of this organization shall be UNIVERSITY OF COLORADO AT BOULDER, COLLEGE OF ENGINEERING AND APPLIED SCIENCE, ENGINEERING ADVISORY COUNCIL, hereinafter referred to in these Bylaws as the "EAC".

Section 2. Purposes. The purposes of the EAC are: to act as an advisory body to the Dean of the College of Engineering and Applied Science of the University of Colorado at Boulder, hereinafter referred to as the "College"; to advise the Dean on college programs and policies; to further studies directly related to the educational and research programs that are proper functions of the College; to recognize achievements of alumni of the College and others; to assist in publicity and public relations concerning the College; and to encourage resource development through advocacy for state and federal funding, internal budgeting, and private gifts to benefit the College through the University of Colorado Foundation, Inc.

ARTICLE II

Organization and Administration

Section 1. Number. The EAC shall consist of up to thirty-six (36) regular members as determined by the Executive Committee of the EAC and ex-officio members as deemed

necessary. This number may be increased on a temporary basis to forty (40) when new members are added in advance of the expiration of other members' terms. Not fewer than one half of the regular members shall be alumni of the College. Included among the ex-officio members shall be the Dean and Associate and Assistant Deans of the College, and the Director of Engineering Development.

Section 2. Manner of Selection and Term of Office. (a) Candidates for membership on the EAC shall be recommended by the Dean and approved by the Executive Committee of the EAC to serve four (4) years. (b) The terms of office of those constituting the regular members of the EAC shall expire on June 30 of successive years, with the goal being that the terms of nine (9) members, in general, expire each year. An EAC member may not serve more than two (2) consecutive terms, with exceptions requiring approval of the Executive Committee and concurrence of the Dean. EAC members who serve as Chair, Vice Chair, or Immediate Past Chair may have their terms extended to cover these periods of service if they commence with or extend beyond the two (2) consecutive terms of normal service. Past Chairs will serve as Chairs Emeriti and are invited to attend EAC meetings after their terms of office expire.

Section 3. Vacancies. In the event that a regular member of the EAC ceases to serve for any reason prior to the end of his/her term, a successor to serve the unexpired term of such member may be appointed by the Chair of the EAC with the approval of the Executive Committee, upon the recommendation of the Dean.

Section 4. Meetings. The EAC shall hold two (2) regular meetings each academic year, the date, time, and place of which shall be designated by the Chair. One of the regular meetings is to be in the fall and the other in the spring. Unless otherwise designated by the Chair, meetings shall be held at the College in Boulder, Colorado. Written notice of each regular meeting shall be given to each member of the EAC at least thirty (30) days prior to the meeting. The Chair may call a special meeting of the EAC at any time after receiving a written request by a member of the EAC only if a majority of the EAC is polled and concurs. Written notice of each special meeting shall be given to each member of the EAC at least fifteen (15) days prior to the meeting and shall specify the date, time and place of the meeting and the business to be transacted. The Chair shall be responsible for issuing notices of all regular and special meetings.

Section 5. Quorum. A quorum shall consist of one-half of the number of regular members of the EAC. Whenever a quorum is present, a majority vote of those members of the Board constituting the quorum shall determine all actions, except as provided in Article VI.

Section 6. Mail Vote. ("Mail" means any form of mail delivery, including electronic mail.) Should a meeting fail to have a quorum, the members present may record their votes and request a mail vote to be taken of those not in attendance, limiting the time for reply to not more than thirty (30) days. Upon receipt of votes by mail, the votes of those present at the meeting and the mail votes shall be tallied, and the majority of all votes cast, whether or not the total number of votes cast would constitute the vote of a quorum, shall determine all actions, excepting amendment of the Bylaws, which shall require approval of two-thirds (2/3) of the vote so cast.

Section 7. Minutes. Minutes of meetings of the EAC and of the Executive Committee shall be recorded at all meetings by a representative of the College as designated by the Dean. As soon as practical after the close of the meeting, copies of the minutes shall be distributed to all EAC members and ex-officio members of the EAC.

ARTICLE III

Presiding Officer

The presiding officer shall be the Chair of the EAC, hereinafter referred to as "Chair." The Chair, as nominated by the EAC Executive Committee, shall be approved by the members of the EAC and shall serve for a period of two (2) years. A Vice-Chair shall also be nominated by the EAC Executive Committee and shall be approved by the members of the EAC and serve a like term of two (2) years. The Vice Chair shall be considered "Chair Elect" and shall be the Executive Committee's nominee for succession as Chair. The Vice-Chair shall preside at the meetings of the EAC in the absence of the Chair and represent him/her at such other time and in such manner as may be designated by the Chair. In the event neither the Chair nor Vice-Chair is able to preside, a member of the EAC designated by the Dean of the College shall preside.

ARTICLE IV

Committees

Section 1. There shall be three (3) standing committees, to wit: the Executive Committee, the Resource Development Committee, and the Distinguished Engineering Alumni Awards Committee. There may be such additional committees as are constituted from time to time by the Executive Committee, with such functions and duties as are designated by the Chair.

Section 2. Executive Committee. The Executive Committee shall be composed of the Chair of the EAC, who shall be Chair of the Committee, the Vice Chair of the EAC, and four (4) or more other EAC members appointed by the Chair. Both the most recent EAC Chair Emeritus and the Dean of the College shall serve as ex-officio members of the Executive Committee without vote. The Executive Committee may also ask Chairs of other EAC Committees to participate in Executive Committee meetings as needed. Committee service is for one year, renewable by appointment of the Chair.

Section 3. Meetings of the Executive Committee. The Executive Committee shall meet upon call of the Chair at such times and by methods as he/she may designate, including telephone conferences. In addition, the Committee shall hold meetings in conjunction with the spring and fall EAC meetings.

Section 4. Duties of the Executive Committee. The Executive Committee shall approve candidates for membership on the EAC upon the recommendation of the Dean, shall nominate a candidate for EAC Chair, shall nominate a candidate for the EAC Vice-Chair, shall perform such other duties and functions as the EAC may from time to time designate, and shall function in lieu of the EAC between the times of their meetings. The Executive Committee shall assist the Chair and the Dean's office in the general operation of the Council and the strategic planning for the College.

Section 5. Resource Development Committee. The Resource Development Committee shall be composed of a Chair, the Dean of the College, the Director of Engineering Development, and no fewer than eight (8) additional EAC members (effective 6/30/07). The Chair will be selected by the Chair and Vice Chair of the EAC, and the Dean. Members shall serve terms of up to four years, and may serve no more than two consecutive terms, with exceptions requiring

approval of the Executive Committee and concurrence of the Dean. No fewer than five (5) members shall be alumni of the College. The Chair shall serve a two-year term and shall appoint, subject to approval by the Chair and Vice Chair of the EAC and the Dean, a Vice Chair who shall become Chair at the end of that term.

Section 6. Meetings and Duties of the Resource Development Committee. The Resource Development Committee shall meet at least twice annually, usually in conjunction with the spring and fall EAC meetings. The Resource Development Committee shall be responsible for providing guidance and direction to the College's resource and development efforts and for approving the priorities and strategies for the College's fundraising activities.

Section 7. Resource Development Committee Activities. Committee members will assist in identifying, cultivating, and soliciting donors who can make endowment and capital gifts, deferred gifts, and gifts for special and current fund projects. All solicitations shall be coordinated with the fundraising activities of the University of Colorado Foundation, Inc. through the Director of Development.

Section 8. Distinguished Engineering Alumni Awards (DEAA) Committee. This committee shall be composed of nine (9) present or past EAC members or prior DEAA recipients. Each member will serve a 3-year term and the terms will be staggered so that typically three new members join and three current members leave the committee each year. All member terms will commence on July 1 and end on June 30 three years thereafter. New DEAA Committee members will be appointed by the DEAA Committee Chair, subject to approval by the EAC Chair and the Dean of the College. The DEAA Committee Chair and Chair-elect will be selected by the members of the DEAA Committee from among themselves and each serve in that capacity for one (1) year. The Chair-elect will succeed the Chair and also preside over meetings in the Chair's absence.

Section 9. Meetings and Duties of the Distinguished Engineering Alumni Awards Committee. The Distinguished Engineering Alumni Awards Committee shall meet upon call of the Chair of the Committee each fall to review nominations received for the Distinguished Engineering Alumnus/na Awards of the College, and recommend nominees for such awards to be presented with the Dean's approval at the annual spring banquet. The Committee may also review the award procedures and make recommendations to the Dean and EAC relative to changes or

improvements therein, including nominations, procedures, general criteria, and presentation arrangements.

Section 10. Other Committees. As determined by the Executive Committee, other committees may be formed. Membership on any such committees shall be determined by the Chair and the Dean of the College, but members of the EAC can request specific membership.

Time shall be scheduled at each EAC meeting for any such committees to meet and then report to the entire Council. The committees may work on committee assignments between Council meetings and participate in telephone conferences. The committees shall define specific agendas, and shall select the next committee chair at the conclusion of the spring EAC meeting.

ARTICLE V

Other Activities and Reports

Section 1. Other Activities. All activities of the EAC shall either be approved by the Executive Committee or the full EAC.

ARTICLE VI

Amendments

These Bylaws may be amended at any regular or special meeting of the EAC provided written notice of the contemplated amendment or amendments, giving the substance thereof, shall have been mailed to the members of the EAC at least thirty (30) days prior to when the amendment or amendments are presented for vote, whether at a meeting or by mail. Whenever a quorum is present, a two-thirds (2/3) vote of those members of the EAC constituting the quorum shall be necessary to approve the proposed amendment or amendments, which shall become effective thereupon. If a quorum is not present at the meeting, the provisions of Article II, Section 6, may be followed. These Bylaws may also be amended by unanimous consent given in writing or by mail by the members of the EAC.