

# **KANSAS SOCIETY OF PROFESSIONAL ENGINEERS CONSTITUTION**

## **PREAMBLE**

Recognizing that service to the public, to the state and to the profession is a fundamental obligation of the professional engineer, this society of professional engineers does hereby dedicate itself to the promotion and protection of the profession of engineering as a social and economic influence vital to the health, safety and welfare of the community, the state of Kansas, the United States of America, and all mankind.

## **ARTICLE I - GENERAL**

Section 1. The name of this organization shall be the Kansas Society of Professional Engineers, hereinafter called the State Society.

Section 2. The State Society shall be incorporated as a nonprofit organization under the laws of the state of Kansas.

Section 3. The State Society shall be a member state society of the National Society of Professional Engineers, a national organization of like aims and purposes, hereinafter called the National Society.

Section 4. The State Society subscribes to and supports the Code of Ethics of the National Society.

## **ARTICLE II - OBJECTIVES**

Section 1. The objectives of this State Society shall be to:

- a) Advance and promote the public health, safety and welfare.
- b) Advance the professional, social and economic interests of the profession.
- c) Strive throughout the profession to make registration more meaningful in terms of acknowledgment of individual achievement in engineering as reflected by education and practice, and encourage all qualified engineers to seek legal status through registration.
- d) Unite all qualified engineers of the state in one organization.
- e) Stimulate and develop professional concepts among all engineers.
- f) Advance self-education and self-improvement, motivating practicing engineers to upgrade and expand their competence by continuing study.
- g) Develop the civic consciousness of members of the engineering profession, and serve the public good by support of, and cooperation with public officials.
- h) Represent the engineering profession in legislative matters in the interests of the state and the profession.
- i) Promote high standards of engineering education.
- j) Cultivate public appreciation for the work of the engineer through improved public relations, and provide a forum for effective exchange and advancement of knowledge of matters of

concern to the profession.

- k) Assist young people in obtaining reliable information concerning the profession of engineering.
- l) Establish and preserve high standards of ethical conduct and practice by members of the profession.

### **ARTICLE III - MEMBERSHIP**

Section 1. Except for Associate Members, the membership shall consist of those categories of members as defined by the Bylaws of the National Society. The criteria for Associate Member shall be as defined in the Bylaws of the State Society.

Section 2. A member may be disciplined by the State Society for cause as provided in the Bylaws. In disciplinary matters, the Board of Directors of the State Society may:

- a) authorize joint action with other state societies;
- b) waive jurisdiction to another state society; or
- c) request the assistance of the National Society where, in the Board's judgment, the circumstances warrant.

Section 3. All members other than Student Members shall have voting privileges.

Section 4. Only members who are a licensed professional engineer in Kansas may hold elected office.

Section 5. Except for Associate Members, all members of the State Society shall be members of the National Society.

Section 6. Should the registration of a member be revoked for any reason, the person shall automatically cease to be a member of the State Society.

### **ARTICLE IV - DUES**

Section 1. The dues of the State Society shall be determined by the Board of Directors.

Section 2. The procedure for billing and collecting of dues shall be determined by the Board of Directors.

Section 3. The schedule and conditions for dues payment, delinquency, dropping from membership and reinstatement shall be determined by the Board of Directors.

### **ARTICLE V - ADMINISTRATION**

Section 1. The State Society shall be administered by a Board of Directors, hereinafter referred to as the Board. The Board shall determine all questions of policy and shall administer the affairs of the State Society under this Constitution and the general provisions of the law under which it is incorporated.

Section 2. The Board shall consist of the officers, one state director elected or appointed by each chapter, and the chair of each practice division.

Section 3. A majority of the Board members shall constitute a quorum. An affirmative vote of a majority of the Board members present at any regular or duly called meeting shall be required to pass any motion not inconsistent with the Constitution and Bylaws of the State Society. The president shall vote only when necessary to break a tie.

Section 4. The Board shall have authority to decide upon any question by means of a ballot directed to all members of the Board. Procedures for determining a vote by ballot shall be set forth in the Bylaws, and a majority of the votes cast within the stipulated time shall decide the question submitted to ballot.

Section 5. The Board shall direct the investment and care of funds for the State Society and shall adopt an annual budget and make appropriations for other specific purposes.

Section 6. No member of the Board shall receive a salary or compensation from the State Society, except for expenses incurred on behalf of the State Society as approved by the Board.

Section 7. The Board may appoint an Executive Director, when the financial and other conditions warrant, and fix the compensation and define the duties of the office.

Section 8. There shall be an Executive Committee of the Board consisting of the officers. Within the provisions of the Constitution and Bylaws, the Executive Committee shall act for the Board between Board meetings provided that such action is not inconsistent with Board policy. All acts of the Executive Committee shall be reported to the Board. A majority of the Executive Committee shall constitute a quorum.

## **ARTICLE VI - CHAPTERS**

Section 1. The membership of the State Society shall be organized into chapters. The Board shall authorize and charter such chapters, defining boundaries as may best serve the members of the State Society. All members of each chapter shall be members of the State Society.

Section 2. The Board shall have authority to make rules and regulations for and decisions affecting the chartering, combining or dissolving of chapters.

Section 3. Each chapter chartered by the State Society shall adopt such bylaws for its operation as it may deem proper; provided that nothing contained therein shall conflict with or contravene the Constitution and Bylaws of the State Society. Such bylaws and any changes thereto are subject to approval of the Board.

Section 4. Chapters shall engage only in such activities as are consistent with professional ideals and ethics. Such activities shall be restricted to the geographical area for which the chapter is chartered, except as the Board may authorize.

Section 5. In all matters of local concern not covered by this Constitution and Bylaws, chapters shall retain full autonomy, but may call upon the State Society and National Society for advice,

counsel and assistance.

Section 6. Chapters shall not contract any debt or obligation on behalf of the State Society.

Section 7. The fiscal and administrative years of the chapters shall be concurrent with those of the State Society.

Section 8. Student Members in engineering colleges and universities may be organized into student chapters, as provided in the Bylaws.

Section 9. The annual dues of the chapters shall be determined by the chapters and subject to the approval of the Board.

## **ARTICLE VII - OFFICERS**

Section 1. The officers of the State Society shall consist of the Past President, President, President-elect, two (2) Vice Presidents, Secretary, and Treasurer. The President and President-elect shall be members of the National Society.

Section 2. The President-elect, Secretary and Treasurer shall be elected for a term of one year. The President-elect shall automatically assume the presidency for the year following election.

Section 3. There shall be two (2) Vice Presidents of the State Society, as delineated in the Bylaws and elected by the entire membership. Vice Presidents shall serve for a term of two years and shall have staggered terms.

Section 4. The duties of the officers shall be as set forth in the Bylaws.

Section 5. The Treasurer and the Executive Director shall provide security, at the expense of the State Society, for such amount as may be determined by the Board.

Section 6. The officers and directors shall take office, and the President-elect elected the previous year shall become President, on the first day of the Administrative Year, as set forth in the Bylaws, following their election, and shall hold office until their successors have been duly elected and installed.

Section 7. In the event the President becomes unable to serve, the President shall be succeeded by the President-elect. A vacancy occurring in any position shall be filled by election of the Board, with the exception of the chair of each practice division who shall be selected by that practice division. Any vacancy shall be filled for the unexpired term of the officer being replaced.

## **ARTICLE VIII - NOMINATION AND ELECTION OF OFFICERS**

Section 1. Nominations for elective offices shall be made by the Nominating Committee or by petition signed by 10 percent of the members eligible to vote or 50 such members, whichever is smaller.

Section 2. The Nominating Committee shall be organized as defined in the Bylaws.

Section 3. After canvassing each chapter for suggested nominees, the Nominating Committee shall offer one or more nominations for each office, not one of whom shall be a member of the Nominating Committee.

Section 4. The Nominating Committee shall report the names of nominees to the Executive Committee for review and approval, not less than 45 days prior to the annual meeting together with a brief biographical sketch of each nominee. Following approval by the Executive Committee, the Secretary shall transmit the same to the members not less than 30 days prior to the annual meeting.

Section 5. Nominations by petition must be delivered to the secretary not less than ninety (90) days prior to the annual meeting. Petitions shall include the signatures of members, at least one-third of whom are from chapters other than that of the nominee. Nominees, by petition, may include members of the Nominating Committee.

Section 6. Election of officers shall be made annually by a plurality vote on individual ballots sent to all voting members of the State Society in good standing.

#### **ARTICLE IX - MEETINGS**

Section 1. The State Society shall hold an Annual Meeting at such time and place as may be selected by the Board, which meeting shall be open to all members and their guests.

Section 2. Special meetings of the State Society shall be called by the President on a two-thirds vote of the Board or upon petition by 50 members of the State Society, or 10 percent of the membership, whichever is the smaller number.

#### **ARTICLE X - HEADQUARTERS**

Section 1. The Board shall determine the location of the Headquarters of this State Society.

#### **ARTICLE XI - COMMITTEES**

Section 1. Such committees as may be appropriate shall be established as provided in the Bylaws.

Section 2. The President may appoint ad hoc committees and define the duties of such ad hoc committees.

#### **ARTICLE XII - PRACTICE DIVISIONS**

Section 1. To further the objectives of the State Society, establishment of practice divisions is authorized.

Section 2. The Board may sanction the creation or order the dissolution of practice divisions as provided in the Bylaws.

### **ARTICLE XIII - DISSOLUTION**

Section 1. On dissolution of the State Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board.

### **ARTICLE XIV - AMENDMENTS**

Section 1. Amendments to this Constitution may be proposed by:

- a) A majority vote of the entire Board, provided that the text of the proposed amendment shall have been provided to all members of the Board not less than 7 days prior to the day when the amendment shall be considered.
- b) A petition signed by not less than 15 percent of the members of this State Society who are eligible to vote on constitutional changes or 50 such members whichever is smaller. The Board shall review amendments submitted by petition before being submitted to the Secretary for ballot.

Section 2. The Secretary shall distribute proposed amendments to the Constitution, together with a ballot, to each member eligible to vote. Ballots shall be returned to the Secretary not later than 7 days after their distribution by the Secretary.

Section 3. An amendment shall become effective only upon the affirmative vote of two-thirds of the votes cast by the members, provided that at least 20 percent of the members have voted.

### **ARTICLE XV - BYLAWS**

Section 1. The Board shall prepare and adopt Bylaws, which shall govern all procedures under this Constitution, including those of the Board and of the committees.

Section 2. The Bylaws may be amended by an affirmative vote of two-thirds of the entire Board provided that the text of the proposed amendment shall be provided to all Board members at least 7 days before the meeting at which the vote on the amendment will be taken.

### **ARTICLE XVI - EFFECTIVE DATE**

Section 1. This Constitution shall become effective the first day of the Administrative Year following its adoption in the manner prescribed for voting on amendments and thereupon the previous Constitution and prior amendments thereto are repealed.

Last Amended: June 11, 2003