

**CONSTITUTION OF THE  
LOUISIANA ENGINEERING SOCIETY**

**PREAMBLE**

The Louisiana Engineering Society; recognizing service to the public, to the state, and to the profession is a fundamental obligation of the professional engineer; does hereby dedicate itself to the promotion and protection of the profession of engineering as a social and economic influence vital to the welfare of all mankind.

The members of the Louisiana Engineering Society, in accordance with their Charter, and for the effectual execution of the design of their institution, do hereby establish and ordain the following Constitution for the government of the Louisiana Engineering Society.

Masculine pronouns or titles imply equally the female gender.

**ARTICLE I - NAME**

- Section 1. The name of this organization shall be the Louisiana Engineering Society, hereinafter called the Society.
- Section 2. The Society is incorporated as a nonprofit organization under the laws of the State of Louisiana.
- Section 3. The Society is a state society of the National Society of Professional Engineers, a national organization of like aims and purposes, hereinafter called the National Society, or NSPE.
- Section 4. The Society subscribes to and supports the NSPE Code of Ethics.

**ARTICLE II - OBJECTIVES**

- Section 1. The objectives of this Society shall be to:
- A. Advance and promote the public 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 continued study.
  - G. Develop the civic consciousness of members of the engineering profession, and serve the public good.
  - H. Represent the engineering profession in legislative matters.
  - I. Promote high standards of engineering education.
  - J. Cultivate public appreciation of 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 well-qualified and properly motivated young people in obtaining reliable information concerning the engineering profession and the benefits of pursuing an engineering career.
  - L. Establish and preserve high standards of ethical conduct and practice by members of the profession.

### **ARTICLE III - CHAPTERS**

- Section 1. The members of the Society shall be organized into chapters. The Board (as defined in Article VII) may authorize and charter such chapters, defining geographical boundaries as may best serve the members of the Society. Each chapter shall have a minimum of fifteen voting members. A chapter shall become operative when the proposed Bylaws of that chapter are approved by the Board.
- Section 2. The Board shall have authority to make rules and regulations for any decisions affecting the chartering, combining, or dissolving of chapters.
- Section 3. Each chapter of the Society shall adopt such Bylaws for its operation as it may deem proper; providing that nothing contained therein shall conflict with or contravene this Constitution or the Bylaws of the Society. Any amendment to the Bylaws of a chapter must be approved by the Board before becoming effective.
- Section 4. Chapters shall engage only in such activities as are consistent with professional ideals and ethics. Such activities shall be restricted to the area for which the chapter is chartered, except as the Board may authorize.
- Section 5. In all matters of local concern not covered by the Society's Constitution or the Bylaws, chapters shall retain full autonomy, but may call upon the Society and the National Society for advice, counsel, and assistance.
- Section 6. Each chapter shall be represented on the Board and on the committees of the Society as provided in this Constitution and the Bylaws of the Society.
- Section 7. No chapter shall in any way contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.
- Section 8. The fiscal and administrative years of the chapters shall be concurrent with those of the Society.
- Section 9. Student members in engineering colleges and universities may be organized into student chapters, as provided in the Bylaws.
- Section 10. The Board may, after due consideration, revoke the charter of any chapter if, in its judgment, the chapter has not complied with the provisions of these articles.

### **ARTICLE IV - MEMBERSHIP**

- Section 1. The members of the Society shall consist of P.E. Members, E.I. Associate Members, Student Members, Life Members, and Sustaining Members who shall abide by this Constitution, the Bylaws of the Society, and the NSPE Code of Ethics and who shall be subject to election, discipline, suspension, or termination as provided in the Bylaws.
- Section 2. All members may be disciplined by the Society for cause as provided in the Bylaws. In disciplinary matters, the Board may:
- A. Initiate action within the Society;
  - B. Authorize joint action with other state societies;
  - C. Waive jurisdiction to another state society; or
  - D. Request the assistance of the National Society where, in the Board's judgment, circumstances warrant.
- Section 3. All members other than Student Members, Sustaining Members, and Honorary Members shall have voting privileges.

- Section 4. All members joining the Society must also join (if eligible) the affiliated National Society.
- Section 5. A P.E. Member shall be defined as a person holding a valid license or certificate of registration as a professional engineer, issued under the laws of any state, territory, possession, or district of the United States.
- Section 6. An E.I. Associate Member shall be defined as a person who is:
- A. A certified Engineer Intern; or
  - B. A graduate of an engineering curriculum or engaged in postgraduate engineering study. An Associate Member may remain in this classification until eligible for advancement by professional registration to Member but not more than 12 years.
- Section 7. A Student Member shall be defined as an undergraduate or graduate matriculate of a school or college of engineering or engineering related sciences. Upon graduation, the Student Member shall, if otherwise qualified, be transferred to the grade of E.I. Associate Member without application.
- Section 8. A Sustaining Member shall be defined as an individual, corporation, society, or other entity who would like to contribute to the well being of the Society. A Sustaining Member shall not have voting privileges or hold office. The Board of Direction shall set Levels, Dues, and Benefits for the Sustaining Membership.
- Section 9. An Honorary Member shall be defined as an individual who has made special contributions to the objectives of the Society. An Honorary Member shall not have voting privileges, may not hold office, and shall be exempt from paying dues. An Honorary membership may be awarded by any Board member subject to the approval of the majority of the Board.
- Section 10. A Life Member shall be a Member who has paid dues for a period of at least thirty-five years, other than as a Student Member, and who has reached the age of sixty-five and shall by virtue of these facts be exempt from payment of further dues.
- Section 11. All rights of the Society shall be common to all grades of members, except those of voting, which shall be confined to P.E. Members, E.I. Associate Members, and Life Members.
- Section 12. Should the registration of a member be revoked for any reason, the person shall automatically cease to be a member of the Society.
- Section 13. An applicant for admission to the Society or for transfer to another grade of membership in the Society shall make an application in writing of his educational training and professional experience, unless specifically waived elsewhere in this Article, which shall be in the form prescribed by the Board. If approved, the member shall be notified of his acceptance and election by a letter from the Society. Any grade member who is, or becomes, a Professional Engineer needs only to present proof of current registration with the application, and without references, to be transferred to the P.E. Member grade. New members may have their names, their residence location and chapter affiliation published in the Louisiana Engineer and Surveyor Journal.
- Section 14. Any member whose dues have been fully paid for the current year may request resignation from the Society by notifying the Secretary-Treasurer in writing. Any person resigning his membership may be reinstated by submitting a new application. No refund of dues will be given.
- Section 15. The Board may, at its discretion, reinstate any former member dropped from the rolls for non-payment of dues upon payment of one year's dues for reinstatement plus the dues for the remainder of the current year, or if the former member wishes to forfeit in writing all prior year's membership in being counted towards qualifying for Life Member then he shall be exempted from the payment of one year's dues for reinstatement, but will pay dues for the remainder of the current year.

## **ARTICLE V – DUES**

Section 1. The amount of annual dues shall be determined by the Board subject to the following guidelines. Dues shall be established by the Board for each member classification. The maximum amount for any Society mandatory dues, for any member classification, shall not exceed two-tenths of one percent (0.2 percent) of the median salary for the appropriate geographical region reported in the latest NSPE Salary Survey. The dues increase in any one year shall not exceed \$10.00 or ten percent of the current dues, whichever is greater.

Section 2. The annual dues for the current fiscal year shall become due and payable at the members anniversary date of each year and shall be paid in advance. A statement of the amount shall be mailed by the Secretary-Treasurer to each member at least thirty days prior to the due date.

A new member, reinstated member, or a member transferred to another grade having higher dues shall be charged with dues as set forth in the Bylaws. Student Members shall pay the full year dues regardless of date of membership.

## **ARTICLE VI - MANAGEMENT**

Section 1. The Society shall be managed by a Board of Direction, referred to as the Board. The Board shall determine all matters of policy and shall administer the affairs and property of the Society under this Constitution and the general provisions of the law under which it is incorporated. The Board shall outline and direct the duties and activities of the committees of the Society. It shall have the accounts of the Secretary-Treasurer reviewed or audited at the end of the Administrative Year. It shall present a written report at the General Membership meeting held during the Annual Meeting outlining the activities of the Society during the past year. Appended thereto shall be the annual report of the Secretary-Treasurer and other pertinent reports of officers and committees.

Section 2. Membership of the Board shall be as described in Article VII.

Section 3. A majority of the members of the Board shall constitute a quorum for the transaction of business. 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 or the Bylaws of the Society. The President shall vote only when necessary to break a tie. Motions or resolutions which provide for the expression of the Society's views may be adopted by a two-thirds vote of the Board members present at any meeting of the Board; provided due notification thereof, including the motion or resolution, has been sent to each member of the Board at least thirty days prior to the meeting date with the notice announcing the date of the meeting; provided further that the rule requiring such notification may be suspended by unanimous consent of Board members present at any meeting.

Section 4. The Board shall have authority to decide upon any matter by means of a letter ballot directed to all Board members. Procedures for determining a vote by letter ballot shall be as specified 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 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 Society, except for expenses incurred on behalf of the Society as approved by the Board.

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

Section 8. There shall be an Executive Committee of the Board consisting of the President, First Vice-President, Second Vice-President, Secretary-Treasurer, the immediate Past President, and the NSPE Representative. Within the provisions of the Constitution and the 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 at the next Board meeting. A majority of the Executive Committee shall constitute a quorum.

#### **ARTICLE VII - OFFICERS AND DIRECTORS**

Section 1. The Officers of the Society shall be a President, a First Vice-President (President- Elect), a Second Vice-President, a Secretary-Treasurer, and one or more Regional Directors. These officers, together with four State Directors elected from the membership of the Society, the immediate Past Society President, the presiding officer of each chapter, the chair of the various practice divisions, and the chair of the Young Engineers Committee shall be trustees and shall constitute the Board in which the government of the Society shall be vested. As a replacement, the Chapter Presidents may appoint their First Vice-President, and Chair of Practice Divisions may appoint their Vice-Chair as voting representatives to any meeting. The right of holding office shall be confined to Registered Professional Engineers or Engineer Intern meeting the qualifications noted below:

- A. The Board and First Vice-Presidents of the individual chapters and the Vice Chair of the individual Practice Divisions, shall be either PE Members or Life Members of the Society and shall hold an appropriate grade of membership in NSPE.
- B. Chapter Vice-Presidents (other than First Vice-Presidents) and Secretary-Treasurers, and Secretary-Treasurers of Practice Divisions shall be P.E. Members, Life Members or E.I. Associate Members of the Society and shall hold an appropriate grade of membership in the NSPE.
- C. The Chair of the Young Engineers Committee shall be a P.E. Member or E.I. Associate Member and shall hold the appropriate grade of membership in NSPE.

Section 2. In the case of a vacancy in the Office of President, occasioned by resignation or otherwise, the First Vice-President shall discharge the duties of the President for the remainder of the elective term and shall continue as President for the following year.

In the case of a vacancy in the Office of the First Vice-President, occasioned by resignation or otherwise, the Second Vice-President shall discharge the duties of the First Vice-President for the remainder of the elective term, but shall not be considered President-Elect and shall not automatically become First Vice-President in the ensuing year.

In the case of a vacancy in either the Office of Second Vice-President or Secretary-Treasurer occasioned by resignation or otherwise, this position shall be filled by the Board within sixty days of the vacancy with the appointee completing the remainder of the Administrative Year.

In the case of a vacancy in either the Office of State Director or Regional Director, occasioned by resignation or otherwise, the Board shall appoint a member to serve as State Director or Regional Director until the next general election. The Nominating Committee shall nominate a member to complete the remainder of the two year elective term only if the vacancy occurs during the first year of the elective term.

Section 3. Eligibility to retain a position as an elective officer of the Society shall be contingent upon residence or employment in Louisiana.

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

Section 5. The Secretary-Treasurer and/or the Executive Director may be bonded, at the expense of the Society, for such amount as may be determined by the Board.

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

Section 1. The Nominating Committee shall consist of three representatives of the Board and the current Chapter Presidents.

The President shall appoint no later than one hundred eighty (180) calendar days before the end of the Administrative Year, three Past Presidents of the Society as the Board's representatives to the Nominating Committee, one of which will act as chair. Each representative of the Board shall have one vote; each Chapter President shall have one vote for every two hundred chapter members, or part thereof, with chapter membership to be determined as of the close of the previous Administrative Year. The nominees of the committee shall be approved by a majority of those votes cast. No proxies or absentee ballots will be permitted. A quorum of the committee shall be seventy-five percent of the total possible votes.

Eligibility for nomination or election to a position as an elective officer of the Society shall be contingent upon appropriate Society membership.

The Nominating Committee shall nominate the Officers (except President) and Regional and State Directors of the Society for the ensuing year. The First Vice-President shall be considered President-Elect and shall automatically become President in the year following his term as First Vice-President. Should the First Vice-President (President-Elect) be unable to assume the presidency, the Nominating Committee shall nominate a candidate for President.

The Chair of the Nominating Committee shall report the names of the nominees to the Board not less than one hundred twenty (120) calendar days before the end of the Administrative Year. At any time prior to one hundred (100) calendar days before the end of the Administrative Year, additional nominations may be sent to the Secretary-Treasurer for any elective office for the ensuing year, consistent with requirements contained elsewhere in the Constitution and Bylaws. Each additional nomination must be accompanied by a petition signed by not less than five (5) percent of the voting members of the Society.

The name of any person nominated shall be withdrawn from nomination if found by the Board to be ineligible for the office for which nominated, or should a nominee decline such nomination, his name shall be withdrawn. The Board may fill any vacancies that may occur in the list of nominees up to the time the ballots are mailed.

The list of nominees shall be submitted to the membership by ballot at least seventy-five (75) calendar days before the end of the Administrative Year. Nominees added to the ballot by petition shall be denoted with "BY PETITION" on the ballot for the same office; if there are such additions, other nominees shall be denoted with "BY NOMINATING COMMITTEE" on the ballot.

Section 2. The Officers and Directors shall be elected from the membership of the Society by a plurality of the votes cast. In the case of a tie, the Board of Directors shall vote to break the tie, except for the position of President Elect. A re-vote of the membership is required if the vote for the President-Elect is a tie. The Officers shall serve a term of one Administrative Year and the Regional and State Directors two Administrative Years. The President shall be ineligible to succeed himself for that office.

If only one Regional Director is permitted, he shall be elected from among the Past Officers and Board members, and shall be a member of NSPE. He shall be elected for a two year term and may succeed himself without limit. If two or more Regional Directors are permitted, the current President of the Society shall serve as the second Regional Director. Each of the other Regional Directors shall be elected and shall serve in the same manner as specified above for the first Regional Director.

An Officer or a Director will continue to serve in the office beyond the end of the elected term if necessary and until a successor is selected.

**ARTICLE IX - MEETINGS**

- Section 1. Meetings of the Society shall be held as prescribed by the Bylaws, but the Society shall hold at least one general business meeting annually, termed the Annual Meeting, for the installation of Officers and for the hearing of annual reports.
- Section 2. Special meetings of the Society shall be called by the President; a two-thirds vote of the Board; or upon petition by fifty members of the Society or ten percent of the membership, whichever is the smaller number.

**ARTICLE X - HEADQUARTERS**

- Section 1. The location of the Headquarters of this Society shall be domiciled and its office shall be maintained in the City of Baton Rouge. The records of the Society shall be maintained at said office. The Board shall hold its regular meetings there, unless at the discretion of the President, it is necessary or convenient to meet elsewhere. The Board shall meet not less than four times during an Administrative Year.

**ARTICLE XI - COMMITTEES**

- Section 1. Such committees as may be appropriate shall be established as provided in the Bylaws.
- Section 2. The duties of committees shall be defined in the Bylaws.
- Section 3. Independent groups with objectives similar to the Society may be established by the Board. The President may appoint members (if requested by the independent groups) to the independent groups.

**ARTICLE XII - PRACTICE DIVISIONS**

- Section 1. To further the objectives of the 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.
- Section 3. Each practice division of the Society shall adopt such Bylaws for its operation as it may deem proper; providing that nothing contained therein shall conflict with or contravene the Constitution or the Bylaws of the Society. Any amendment to the Bylaws of a practice division must be approved by the Board before becoming effective.

**ARTICLE XIII - AMENDMENTS**

- Section 1. Amendments to this Constitution may be proposed by:
  - A. A majority vote of the entire Board; or
  - B. A petition signed by not less than ten percent of the voting members of the Society or fifty such members whichever is smaller. Amendments submitted by petition shall be reviewed by the Board before being submitted to the Secretary-Treasurer for ballot. The findings of this review may be transmitted to the members at the discretion of the Board; or

C. A majority vote of the Board members present at a scheduled Board meeting, provided that the text of proposed amendment shall be made available to all members of the Board not less than thirty days prior to the day the amendment shall be considered.

Section 2. Proposed amendments to this Constitution, together with a ballot, shall be provided by the Secretary-Treasurer to each voting member. Ballots shall be returned to the Secretary-Treasurer not later than thirty calendar days after their submittal by the Secretary-Treasurer.

Section 3. An amendment shall become effective only upon affirmative vote of two-thirds of the votes cast by voting members, provided that at least five percent of the voting membership voted. Amendments shall take effect immediately upon adoption unless specifically provided otherwise.

#### **ARTICLE XIV - BYLAWS**

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

Section 2. At any meeting of the Board, a quorum being present, the Board, by a majority vote, may amend the Bylaws in conformity with this Constitution provided that a written notice of such proposed amendment shall have been given at a previous meeting of the Board, and provided further that the Secretary-Treasurer shall have mailed or electronically transferred a copy of such proposed amendment to each member of the Board at least thirty calendar days in advance of the meeting at which action thereon is to be taken.

#### **ARTICLE XV - EFFECTIVE DATE**

Section 1. This Constitution shall become effective on its adoption in the manner prescribed for voting on amendments and thereon the previous Constitution and prior amendments thereto are repealed.

#### **ARTICLE XVI - DURATION**

Section 1. Duration shall be perpetual.

#### **ARTICLE XVII - DOMICILE ADDRESS**

Section 1. The domicile address shall be as follows:  
9643 Brookline Ave., Ste. 116  
Baton Rouge, Louisiana 70809

#### **ARTICLE XVIII - REGISTERED AGENT**

Section 1. The registered agent shall be as follows:  
Brenda W. Gajan  
9643 Brookline Ave., Ste. 116  
Baton Rouge, Louisiana 70809

**Adopted January 28, 1994**  
**Amended January 1, 1999**  
**Amended December 14, 2001**  
**Amended May 6, 2004**  
**Amended December 8, 2005**