Appendix A

Articles of Incorporation

Articles of Incorporation 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 Articles 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 that partners with 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 (Rev. July 2019).

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 these Articles 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 Articles or the Bylaws, chapters shall retain full autonomy, but may call upon the 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 these Articles 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

Member grades of the Society shall be defined in the Bylaws. All members shall abide by these Articles, the Bylaws of the Society, and the NSPE Code of Ethics (Rev. July 2019) and, shall be subject to election, discipline, suspension, or termination as provided in the Bylaws.

Section 2

Only members that are properly licensed as Professional Engineers or Engineer Interns, shall have voting privileges.

Section 3

All members joining the Society are not required to join the National Society.

Section 4

All rights of the Society shall be common to all grades of members, except those of voting, which shall be confined to members that are properly licensed as Professional Engineers or Engineer Interns and Life Members.

Section 5

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

Section 6

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 appropriate grade as a Professional Engineer. New members may have their names, their residence location and chapter affiliation published in the official journal of the Louisiana Engineering Society.

Section 7

Any member whose dues have been fully paid for the current year may request resignation from the Society by notifying the state office in writing. Any person resigning his membership may be reinstated by submitting a new application. No

refund of dues will be given.

Section 8

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 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 are due and payable in advance. Renewal date shall be defined in the Bylaws of the Society. A statement of the amount shall be mailed or emailed by the state office to each member at least thirty days prior to the due date.

Section 3

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.

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 these Articles 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 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 these Articles 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 ballot directed to all Board members. Procedures for determining a vote by 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, and the immediate Past President. Within the provisions of these Articles 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, and a Secretary-Treasurer. These officers, together with four State Directors elected from the membership of the Society, the immediate Past Society President, and 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 Licensed Professional Engineers or Engineer Interns meeting the qualifications noted below:

A. The President, First Vice-President (President-Elect), Second Vice-President, Secretary-Treasurer, and State Directors, shall be Licensed Professional Engineers in the State of Louisiana.

B. The President and First Vice-Presidents of the individual chapters and the Chair and Vice Chair of the individual Practice Divisions shall be Licensed Professional Engineer Members or Life Members of the Society.

C. Chapter Vice-Presidents (other than First Vice-Presidents), Secretary-Treasurer, and Secretary-Treasurers of Practice Divisions shall be Licensed Professional Engineer or Engineer Intern, and members of the Society.

D. The Chair of the Young Engineers Committee shall be a Licensed Professional Engineer or Engineer Intern and member of the Society.

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 (President-Elect), 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 the Office of State Director, occasioned by resignation or otherwise, the Board shall appoint a member to serve as State 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.

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 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.

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 First Vice-President (President-Elect). A re-vote of the membership is required if the vote for the First Vice-President (President-Elect) is a tie. The Officers shall serve a term of one Administrative Year and State Directors two Administrative Years. The President shall be ineligible to succeed himself for that office.

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 may adopt such Bylaws for its operation as it may deem proper; providing that nothing contained therein shall conflict with or contravene these Articles 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 these Articles 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. 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.

Article XIV – Bylaws

Section 1

The Board shall prepare and adopt a series of Bylaws which shall govern all procedures under these Articles, 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 these Articles 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 version of the Articles shall become effective upon adoption in the manner prescribed for voting on amendments and will supersede the previous Articles and prior amendments thereto.

Article XVI – Duration

Section 1

Duration shall be perpetual.

Article XVII – Domicile Address

Section 1

The domicile address shall be as follows:

1800 City Farm Drive
Building 5, Suite B
Baton Rouge, LA 70809

Article XVIII – Registered Agent

Section 1

The registered agent shall be as follows:

Mary Claire Ruckert
1800 City Farm Drive
Building 5, Suite B
Baton Rouge, LA 70809

Document History
Adopted January 28, 1994
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