



## **KANSAS SOCIETY OF PROFESSIONAL ENGINEERS BYLAWS**

### **PREAMBLE**

Recognizing that service to the public, to the state and to the profession is a fundamental obligation of the professional engineer, the Kansas Society of Professional Engineers does hereby dedicate itself to the promotion and protection of the professional engineer 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.

### **BYLAW 1 – NAME OF THE ORGANIZATION**

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

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

Section 3. The Society is an Affiliated State Society of the National Society of Professional Engineers, a national organization of like aims and purposes, hereinafter called NSPE. The Society shall participate actively in all NSPE Meetings and other state/NSPE functions and activities.

Section 4. The Society subscribes to and supports the NSPE Code of Ethics for Engineers.

### **BYLAW 2 – OBJECTIVES**

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

- a. Advance and promote the public health, safety and welfare.
- b. Advance the professional, social and economic interests of the professional engineer.
- c. Strive throughout the profession to make licensure 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 licensure.
- 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. Establish and preserve high standards of ethical conduct and practice by members of the profession.
- k. 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.
- l. Assist young people in obtaining reliable information concerning the profession of engineering.
- m. Mentor young engineers and assist them in their career track toward licensure.

### **BYLAW 3 – MEMBERSHIP**

Section 1. The Society has entered into a NSPE-State Society Agreement with NSPE under which the Society has selected to be an Integrated Affiliated State Society. Integrated Affiliated State Society shall be defined as follows:

- a. A unified membership that includes national membership in NSPE and membership in one State Society for professional members, offered at a society-wide, single dues price point;
- b. The discontinuance of new state-only membership effective June 30, 2018;
- c. Grandfathering of existing state-only memberships current to the State Society as of June 30, 2018, billed and administered by the State Society for as long as the State Society chooses to support this membership category and grandfathered state-only members maintain continuous state-only membership.
- d. A division of dues between NSPE and State Society based upon service/capacity tiers;
- e. Service/capacity tiers and placement within tiers, which shall be reviewed and modified in consultation between the NSPE and participating State Societies at the conclusion of the first fiscal year after implementation (June 20, 2019) and every other year thereafter and may be adjusted between regular reviews if and when a material change in State Society circumstances occur.
- f. The establishment and maintenance of a single membership administration and billing system managed by and the responsibility of NSPE.

- g. The Society may create, support and administer categories of membership solely at the state level for those individuals or businesses that do not otherwise qualify for membership in one of the categories as defined by the NSPE Bylaws.

Section 2. All members shall pay annual dues as set forth in the Operating Procedures. A member's dues shall be current, as defined in the Operating Procedures, for the member to receive the privileges and benefits of membership.

Section 3. All members other than Honorary Members and Student Members shall have voting privileges in the Society.

Section 4. Should the licensure of a member be revoked for any reason, other than retirement from active practice, the person shall automatically cease to be a member of the Society.

Section 5. A member may be disciplined by the Society for cause as provided in the Society's operating procedures. In disciplinary matters, the Board of Directors, hereinafter called the Board, may: (a) authorize joint action with other state societies; (b) waive jurisdiction to another state society; or (c) request the assistance of NSPE where, in the Board's judgment, the circumstances warrant.

#### **BYLAW 4 – OFFICERS**

Section 1. The officers of the Society shall consist of the President, President-elect, a maximum of two (2) Vice Presidents, Secretary, Treasurer, the State Society Delegate to the NSPE House of Delegates and immediate Past President. The Officers shall constitute the Executive Committee of the Society.

Section 2. The President-elect, Vice President(s), Treasurer, and Secretary 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 a maximum of two (2) Vice Presidents elected from the Society membership.

Section 4. Eligibility to nomination, election or retention of a position as an elective officer of the Society shall be contingent upon residence or employment in the state and membership in the Society. The President and President-elect shall be members of the National Society.

Section 5. The duties of the officers shall be as follows:

- a. President – The President shall preside at all meetings of the Society, Board and Executive Committee; shall be an ex-officio member of all committees; shall appoint chairs and members of committees; and have general direction of the business of the Society.
- b. President-elect – the President-elect shall act as President in the President's absence; shall undertake assignments at the request of the President, Board or Executive Committee. The principal activity of the President-Elect shall be an assessment of the Society and the development of plans for the following year.

- c. Vice President – The Vice President shall have such duties as the President, Executive Committee or Board may assign. In the absence of, or in the case of inability of the President and President-elect, it shall be the duty of the Vice President(s), in order of precedence, to perform all duties of the President.
- d. Treasurer – The Treasurer shall be responsible for maintaining accurate financial records of the Society; shall serve as Budget Committee chair; shall have fiscal control under the general supervision of the Executive Committee; and shall keep the Board advised of the financial condition of the Society. The Treasurer shall have the authority to execute financial instrument on behalf of the Society.
- e. Secretary – The Secretary shall record proper proceedings of meetings and perform such duties are required by law or assigned by the Board.
- f. Executive Director – If appointed, the Executive Director shall keep an accurate record, and have custody, of all official papers and records; shall call the meeting to order in the absence of the President, President-Elect and Vice Presidents, and call for a motion of the election of a President Pro-tempore; shall issue all calls and notices ordered by the President or the Board; shall submit at the Annual Meeting a written and oral report covering the duties and activities of the position, including a statement of the membership of the Society; shall give security, to be paid out of the treasury of the Society, to secure the faithful discharge of assigned duties; shall receive a salary as determined by the Board; shall have the authority to provide additional staff as necessary to conduct the business of the Society; and shall have such other duties and prerogatives as the Board may assign. At the expiration of service, the Executive Director shall turn over to a designated successor all books, documents and other property of the Society in the custody of the Executive Director, receiving a receipt therefor.

Section 6. The officers shall take office, and the President-elect elected the previous year shall become President, on the first day of the Administrative Year 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-elect shall succeed the President and complete the term of office of the vacating President and then their own term as President. The office of President-elect shall remain vacant until the next Annual Meeting, at which meeting a President-elect shall be installed. A vacancy occurring in any other position shall be filled through election by the Board, with the exception of the chair of each Interest Group who shall be selected by that group. Any vacancy shall be filled for the un-expired term of the officer being replaced.

Section 8. A Delegate to the NSPE House of Delegates shall be elected by the Society to represent the Society at the NSPE House of Delegates Assembly, as set forth in Bylaw 5. This member shall serve as Delegate for a two-year term and shall be eligible to serve no more than two consecutive terms.

## **BYLAW 5 – ELECTIONS**

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 less.

Section 2. The Nominating Committee shall be comprised of the most recent available Past President as its chair, and a minimum of two other Past Presidents. No member may serve more than two (2) consecutive years and not more than two years in a four-year period.

Section 3. The Nominating Committee shall canvass the membership, chapters, Interest Group for candidates for office and shall offer one or more nominations for each office. No one who is a member of the Nominating Committee shall be eligible for nomination to office.

Section 4. The Nominating Committee shall report the names of nominees, together with a brief biographical sketch of each nominee, to the Secretary by April 1st. Nominations by petition must be delivered to the Secretary by April 1st.

Section 5. The Executive Committee shall approve the slate of nominees prior to May 1st.

Section 6. The Secretary shall prepare an official electronic ballot that shall be sent to each voting member in good standing on or before May 1<sup>st</sup>. The official ballot shall contain a listing of all offices to be filled and the nominations therefore. Voting shall be limited to these nominations for office.

Section 7. Election of officers shall be made annually by a plurality vote on electronic ballots sent to all voting members of the Society in good standing. Ballots shall be due within 30 days of the ballot being published. Election results shall be certified by the Executive Committee and subsequently provided to the Board if a minimum of 20-percent of the voting members in good standing voted.

Section 8. Election of the Delegate to the House of Delegates shall be made biannually by a majority vote of the Board.

Section 9. The nominee for each office receiving the greatest number of votes cast for office shall be declared elected for such office. The elected officers shall be known by the title of the office to which elected, with the suffix "elect" until they assume the duties of their respective offices.

## **BYLAW 6 – ADMINISTRATION**

Section 1. The Society shall be administered by a Board of Directors. The Board shall determine all questions of policy and shall administer the affairs of the Society under these Bylaws, Operating Procedures and the general provisions of the law under which it is incorporated. The latest version of Robert's Rules of Order shall be the parliamentary authority for conducting votes and administering the society.

Section 2. The Board shall consist of the officers, one State Director from each chapter and the chair of each Interest Group.

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 Bylaws of the 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 letter or electronic ballot directed to all members of the Board. Procedures for determining a vote by letter or electronic ballot shall be specified in the Operating Procedures. At any point during the voting period when a ballot is voted up or down by a majority of those eligible to vote, that determination is final.

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, or enter into a management contract with, an Executive Director, when the financial and other conditions warrant, and fix compensation and define the duties of the office.

Section 8. The Treasurer and/or the Executive Director shall provide security, at the expense of the Society, for such amount as may be determined by the Board.

Section 9. The administrative and fiscal year of the society shall be the same as the administrative and fiscal year of NSPE (unless specific State laws require a different fiscal year).

Section 10. The Board shall determine the location of the headquarters of the Society.

Section 11. The Board shall develop written Operating Procedures, which shall become effective, be amended or be rescinded upon a majority vote of the Board, unless otherwise indicated by the Board.

Section 12. There shall be an Executive Committee of the Board consisting of the officers. The Executive Committee shall act for the Board between Board meetings provided that such action is not inconsistent with the Bylaws and Operating Procedures. All acts of the Executive Committee shall be reported to the Board. A majority of the Executive Committee shall constitute a quorum.

Section 13. The President may at any time direct the Secretary to submit any question to the Board by means of a ballot.

## **BYLAW 7 – MEETINGS**

Section 1. The 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 Society shall be called by the President, on the petition of 25-percent of the Board, or upon petition by 50 members of the Society, or 10-percent of the membership, whichever is less.

Section 3. In the event of a meeting of the Board or Executive Committee at which less than all members are present and the vote on any question constitutes less than a majority of the members, any member may direct the Secretary to submit the question to all members of the Board by means of a ballot with a deadline for response. A majority of the votes received within the deadline shall decide the question, provided that votes are received from two-thirds of the members.

Section 4. The Board and Executive Committee are authorized to meet by telephone conference or other electronic communications media so long as all of the members may simultaneously communicate with each other and participate during the meeting.

## **BYLAW 8 – CHAPTERS**

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

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 Society shall adopt such Bylaws for its operation as it may deem proper; provided that nothing contained therein shall conflict with or contravene the Bylaws of the 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 the objectives of the Society. Such activities shall be restricted to the geographical area, for which the chapter is chartered, except as authorized by the Board.

Section 5. In all matters of local concern not covered by these Bylaws, chapters shall retain full autonomy, but may call upon the Society and NSPE for advice, counsel and assistance.

Section 6. Chapters shall not contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.

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

Section 8. Student members in engineering colleges and universities may be organized into student chapters, as provided in the Operating Procedures. Student Chapters shall have a faculty adviser who shall whenever possible be a member of the Society, and shall be appointed by the Board, through the local chapter concerned, on the recommendation of the Dean of the college or school. Student chapters shall have a Chapter liaison officer, appointed by the Chapter, who shall not be directly affiliated with the college or school.

Section 9. The annual chapter dues shall be determined by the Society as set in the Operating Procedures.

## **BYLAW 9 – INTEREST GROUPS**

Section 1. To further the objectives of the Society, it may establish Interest Groups. Interest Groups shall provide effective forums for discussion and united action on the part of Society members grouped according to type of professional employment. Improvement of professional recognition, conditions of employment and matters of mutual welfare shall be the goal

Section 2. The Board may sanction the creation or order the dissolution of Interest Groups as provided in the Operating Procedures.

Section 3. The Board may enter into contracts or Memorandum of Understanding with other professional engineering organizations to fulfil the role of any Interest Group. Such Interest Group shall be organized as a 501(c)(6) organization. Such Interest Group may have members other than those meeting the eligibility requirements of the Society, provided that the officers of such Interest Group shall be required to members of the Society. Such Interest Group shall have authority to collect and disburse funds, to formulate policy, and to enact programs independent of Society authority.

#### **BYLAW 10 – COMMITTEES**

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

Section 2. The duties of committees shall be defined by the President and approved by the Board.

Section 3. Appointments to committees shall be made by the President.

#### **BYLAW 11 – AMENDMENTS**

Section 1. Amendments to these Bylaws may be proposed by:

- a. A majority vote of the entire Board; or
- b. A petition signed by not less than 10-percent of the members of this Society or 50 such members whichever is smaller.

Section 2. An amendment to these Bylaws shall become effective upon the affirmative vote of two-thirds of the Board. A minimum of 15 days must pass between the presentation of the amendment proposal to the Board and the vote to approve or disapprove the amendment proposal.

#### **BYLAW 12 – SAVINGS CLAUSE**

Section 1. Any article or section of the Bylaws and Operating Procedures found to be in conflict with the NSPE Bylaws and the NSPE-State Society Agreement shall be null and void. However, this shall in no way invalidate the remaining articles and sections of the Bylaws and Operating Procedures.

#### **BYLAW 13 – DISSOLUTION**



Section 1. The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Society. On dissolution of the 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. Any residual shall be contributed to NSPE.

**BYLAW 14 – EFFECTIVE DATE**

Section 1. These Bylaws shall become effective upon its adoption in the manner prescribed for voting on amendments and thereupon the previous Constitution and/or Bylaws and prior amendments thereto are repealed.

Adopted: February 12, 2019  
Last Amended: \_\_\_\_\_