

**CONSTITUTION  
OF THE  
GEORGIA SOCIETY OF PROFESSIONAL ENGINEERS**

**PREAMBLE**

Recognizing that service to the public, to the state and to the profession is a fundamental obligation of the professional engineer, the Georgia Society of Professional Engineers does hereby dedicate itself to the promotion and protection of engineering as a social and economic influence vital to the welfare of the community, the State of Georgia, the United States of America and all mankind.

**ARTICLE I - NAME**

Section 1. The name of this organization shall be "The Georgia 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 Georgia.

Section 3. The Society is a member 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 Code of Ethics of NSPE.

**ARTICLE II - CORE OBJECTIVES**

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

- a. **Promote protection of the public**, clients and employers through registration and adherence to NSPE Code of Ethics.
- b. **Support education and training** of registered engineers and students consistent with the high standards of the profession.
- c. **Monitor and impact legislation** which affects the professional practice of engineering and the public welfare.
- d. **Recognize engineering achievement** through public acknowledgments and awards.
- e. **Advance the public image of Professional Engineers** as an integral and beneficial part of daily life.
- f. **Maintain member awareness** of issues affecting engineers.

### **ARTICLE III - CHAPTERS**

Section 1. The membership of the Society may be organized into Chapters. The Board of Directors may authorize and charter such chapters, defining geographical boundaries as may best serve the members of the Society.

Each chapter thus formed shall have a minimum of ten (10) voting members. All qualified members of each chapter shall be members of the Society and the National Society.

Section 2. The Board of Directors shall have the authority to make rules and regulations for and decisions affecting the chartering, placing on inactive status, 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 Constitution and 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 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 this Constitution and Bylaws, chapters shall retain full autonomy, but may call upon the state and national societies for advice, counsel and assistance.

Section 6. Each active chapter shall be represented on the Board and on the committees of the Society as provided in the Constitution and Bylaws of the Society.

Section 7. No chapter shall in anyway 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.

### **ARTICLE IV - MEMBERSHIP**

Section 1. The membership shall consist of Licensed, Retired, Life, Member and Student Members who shall abide by the Constitution and Bylaws and the Code of Ethics and who shall be subject to election, discipline, suspension or termination as provided in the Bylaws.

Section 2. A member may be disciplined by the Society for cause as provided in the Bylaws. In disciplinary matters, the Board of Directors 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 except at Executive Committee or Board of Directors Meetings. Only Members may hold the offices on the Board of Directors; only Members may vote on Constitutional changes.

Section 4. All members of this Society shall be members of the National Society.

Section 5. Licensed Member - A Licensed 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, or a province, or territory of Canada.

Section 6. Member - A Member shall be defined as a person of high moral character who is:

- a. A certified engineer-in-training; or
- b. A graduate engineer from a curriculum approved by the State Board of Registration..

A Member shall advance to the Licensed Member grade as soon as eligible by registration.

Section 7. Student Member - A Student Member shall be defined as an undergraduate or graduate engineering student.

Section 8. Life Membership and Retired Membership, consistent with the qualifications for such grades of the National Society of Professional Engineers, are authorized.

Section 9. Should the registration of a member be revoked for any reason, the person shall automatically cease to be a member of the Society. If the registration should lapse, except in the case of Life Member, or Retired Member, the Member, if eligible, will be reclassified to Member grade.

#### **ARTICLE V - DUES**

Section 1. The dues of the Society shall be determined by the Board of Directors and stated in the Bylaws, and shall include a subscription to the state publication.

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

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

#### **ARTICLE VI - SUSTAINING FIRMS**

Section 1. To further the objectives of the Society, an organization may be designated by the Society as a Sustaining Firm upon meeting the requirements as set out in the Bylaws.

#### **ARTICLE VII - ADMINISTRATION**

Section 1. The Society shall be administrated 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 Society under this Constitution and the general provisions of the law under which it is incorporated.

Section 2. The Board shall consist of the latest living past-president, the elected officers, a director or directors elected by each active chapter of the Society, the chairman of each active practice division and the national directors. Each active chapter shall be entitled to one director for the first one hundred (100) chapter members or less, and one additional director for each additional one hundred (100) chapter members or fraction thereof, based upon the then current membership records.

Section 3. A majority of the members of the Board of Directors shall constitute a quorum. An affirmative vote of a majority of the members of the Board of Directors present at any regular or duly called meeting shall be required to pass any motion not conflicting with the Constitution and Bylaws of the Society.

Section 4. The Board of Directors shall have authority to decide upon any question by means of a letter or electronic

ballot directed to all members of the Board of Directors. Procedures for determining a vote by letter or electronic ballot shall be 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 of Directors 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 members of the Board of Directors 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 of Directors may enter into an agreement for the services of an executive director, and fix compensation and define the duties of the office. The duties of the executive director shall be consistent with the By-laws.

Section 8. There shall be an Executive Committee of the Board consisting of the president, president-elect, latest living residing past president, regional vice presidents, secretary, treasurer and national directors. 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 of Directors policy. All acts of the Executive Committee shall be reported to the Board of Directors. A majority of the Executive Committee shall constitute a quorum.

### **ARTICLE VIII - OFFICERS**

Section 1. The officers of the Society shall consist of the president, president-elect, vice presidents, secretary, treasurer, the national director(s), and latest living resident past president.

Section 2. The Society shall be represented on the Board of Directors of the National Society by a national director(s).

Section 3. The president-elect, vice presidents, secretary and treasurer shall be elected for a term of one (1) year. The president-elect shall automatically assume the presidency for the year following election. The national director(s) shall be elected for a term of two (2) years, and in the event of more than one national director, terms shall be staggered insofar as possible.

Section 4. There shall be regional vice presidents of the Society, one from each area of the state as delineated in the Bylaws, and elected by the entire membership.

Section 5. Eligibility to be nominated, elected or retained to a position as an elective officer of the Society shall be contingent upon residence or employment in the state or approval on an individual basis by the Board of Directors

Section 6. The duties of the officers shall be as defined in the Bylaws.

Section 7. 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 for which they have been elected, and shall hold office until their successors have been duly elected and installed.

Section 8. In the event the president becomes unable to serve, he shall be succeeded by the president-elect. The office of president-elect shall remain vacant until the next Annual Meeting . A vacancy occurring in any other position shall be filled by election of the Board, with the exception of the chairman of each active practice division who shall be selected by that division. Any vacancy shall be filled for the unexpired term of the officer being replaced.

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

Section 1. Nominations for elective officers shall be made by the Nominating Committee.

Section 2. The Nominating Committee shall have the most recent available past-president as the chairman and should have one or more members selected by each chapter in the same quantity as that chapter has chapter directors on the Board.

Section 3. No member of the Executive Committee, except the most recent available past-president, shall be eligible for appointment or election to the Nominating Committee.

Section 4. A Quorum of the Nominating Committee shall exist if a majority is present.

Section 5. Nominations may also be made by petition signed by at least ten percent (10%) of the voting membership of the Society. Nominations by petition must be in the hands of the secretary no later than twenty (20) days prior to mailing of the ballots.

Section 6. The Nominating Committee shall report the names of the nominees to the secretary or his designate no later than 45 days prior to the Annual Meeting. Ballots shall be mailed by letter or electronically no later than thirty (30) days prior to the Annual Meeting. Only ballots returned to the secretary or his designate within ten (10) days of the date of mailing shall be considered and such date shall be specified on the ballot.

Section 7. Ballots shall provide space for writing in names of the candidates for the respective offices.

Section 8. Three tellers shall be appointed by the Nominating Committee from its membership.

Section 9. Ballots shall be delivered to the Tellers.

Section 10. The elected officers shall be determined by a majority of the votes cast.

Section 11. The names of the elected officers, persons and other balloting results shall be transmitted by Tellers in writing to the secretary for release at the Annual Meeting.

## **ARTICLE X - MEETINGS**

Section 1. The Society shall hold an Annual Meeting at such time and place as may be selected by the Board of Directors. The Annual Meeting shall be used to report activities, to give the member, chapter, practice division, committee, and/or elected officer a forum opportunity to discuss activities and/or action programs, to conduct other business as may be deemed appropriate by the current Board of Directors, and to install officers. The meeting shall be open to all members, and all members are invited to participate in the discussion, submit agenda items but shall not be eligible to vote.

Section 2. Special meetings of the Society shall be called by the president , or upon petition by fifty (50) members of the Society, or ten percent (10%) of the membership, whichever is the smaller number.

## **ARTICLE XI - HEADQUARTERS**

Section 1. The location of the Headquarters of this Society shall be determined by the Board.

## **ARTICLE XII - 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 by the Bylaws.

## **ARTICLE XIII - PRACTICE DIVISIONS**

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

Section 2. The Board of Directors may sanction the creation or the dissolution of practice divisions or their operating status as provided in the Bylaws.

## **ARTICLE XIV - AMENDMENTS**

Section 1. Amendments to this Constitution may be proposed by: (a) a majority vote of the entire Board; (b) by a petition signed by not less than 10 (ten) percent of the members of this Society who are eligible to vote on constitutional changes; or (c) by a majority vote of the Board members present, provided that the text of the proposed amendment shall have been presented to the members of the Board not less than 30 (thirty) days prior to the day when the amendment shall be considered. Amendments submitted by petition shall be reviewed by the Board before being submitted to the secretary for ballot. The findings of this review may be transmitted to the members at the discretion of the Board.

Section 2. Proposed amendments to the Constitution, together with a letter or electronic ballot, shall be mailed by the secretary or his designate to each member eligible to vote. Ballots shall be returned to the secretary not later than twenty (20) days after their mailing by the secretary.

Section 3. An amendment shall become effective only upon a majority of the ballots returned .

## **ARTICLE XV - BYLAWS**

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

Section 2. The Bylaws may be amended by an affirmative vote of two-thirds of all members of the Board provided that the text of the proposed amendment shall be presented to the Board at least 20 days before the meeting at which the vote on the amendment will be taken. Any member of the Board, finding it impossible to attend such a meeting of the Board, may submit a vote on the amendment in writing by means of letter or electronically to the secretary, prior to the meeting, and it shall be counted.

## **ARTICLE XVI - EFFECTIVE DATE**

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

Adopted Last: November 24, 2005