

THE  
CONSTITUTION  
AND  
BYLAWS  
FOR THE  
PROFESSIONAL ENGINEERS  
OF  
COLORADO  
1999

CONSTITUTION  
OF THE  
PROFESSIONAL ENGINEERS OF COLORADO  
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**CONSTITUTION**  
**OF THE**  
**PROFESSIONAL ENGINEERS OF COLORADO**

**PREAMBLE**

Recognizing that service to the public, to the Government and to the profession is a fundamental obligation of the licensed professional engineer, the Professional Engineers of Colorado does hereby dedicate itself to the promotion and enhancement of the profession of engineering as a technical, social and economic influence vital to the community, the State of Colorado, the United States of America and all mankind.

**ARTICLE I - NAME**

- Section 1. The name of this nonprofit membership corporation is the Professional Engineers of Colorado, hereinafter called the State Society.
- Section 2. The State Society is incorporated as a nonprofit corporation under the laws of the State of Colorado.
- Section 3. The State 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 State Society subscribes to and supports the NSPE Code of Ethics for Engineers.

**ARTICLE II – OBJECTIVES**

- Section 1. The objectives of this State Society shall be to:
- a. advance and promote the public welfare;
  - b. advance the professional, social and economic interests of the engineering profession;
  - c. stimulate and develop professional concepts among all engineers;
  - d. 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 to encourage all engineers to seek professional registration;
  - e. unite all qualified engineers of the state in one organization;
  - f. advance self-education and self-improvement and thereby motivate the practicing engineer to upgrade and expand his or her competence by continuing education;

- g. develop the civic consciousness of members of the engineering profession and serve the public good by involvement with public officials;
- h. Represent the engineering profession in legislative matters in the interests\ of the General Public and the profession;
- i. promote high standards of engineering education;
- j. cultivate public appreciation for the work of the engineer;
- k. provide a forum for effective exchange and advancement of knowledge of matters of concern to the profession;
- 1. assist qualified and motivated young people in obtaining proper information concerning the engineering profession and to encourage them to become engineers;
- m. help establish, preserve and support high standards of ethical conduct and practice by members of the profession; and
- n. encourage engineers to become active as advisors and members of various governmental entities.

### **Article III - Chapters**

- Section 1. The membership of the State Society may be organized into chapters. The State Society Board of Directors may authorize and charter such chapters, defining geographical boundaries as may best serve the members of the State Society. The State Society Board of Directors shall have authority to make rules and regulations for and decisions affecting the chartering, combining or dissolving of chapters.
- Section 2. Each chapter thus formed shall have a minimum of 10 voting members as defined in Article IV-Membership, Section 3. All voting members of each chapter shall be members of both the State Society and the National Society.
- Section 3. Each chapter chartered by the State Society shall adopt such constitution and 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 constitution and bylaws and any changes there to are subject to approval of the State Society Board of Directors and shall be on file in the office of the State Society.
- Section 4. Each chapter shall engage only in such activities as are consistent with professional ideals and ethics. Such activities shall be restricted to the geographic area in which the chapter is chartered except as the State Society Board of Directors may otherwise authorize.
- Section 5. In all matters of local concern not covered by the State Society Constitution and Bylaws, each chapter shall retain full autonomy and may call upon the State Society and the National Society for advice, counsel and assistance.

- Section 6. Each chapter shall be represented on the State Society Board of Directors and on the committees of the Society as provided in the State Society Constitution and Bylaws.
- Section 7. No chapter shall contract any debt or obligation on behalf of the State Society unless expressly authorized by the State Society's Board of Directors.
- Section 8. The fiscal and administrative years of each chapter shall be concurrent with those of the State Society.
- Section 9. Student members in engineering colleges and universities may be organized into student chapters as provided in the State Society Bylaws

#### **Article IV - Membership**

- Section 1. Membership in Professional Engineers of Colorado shall be designated as Member or Student Member. Two other classes of membership, Honorary Member (NSPE) and Sustaining Member, shall be recognized by the Professional Engineers of Colorado.
- Section 2. All members other than Student Members, Honorary (NSPE) Members, Associate Members and Sustaining Members shall have voting privileges in the Professional Engineers of Colorado. Only a licensed Professional Engineer may hold an elected office.
- Section 3. (a) Member -- A member shall be defined as a person holding a valid license or certificate of registration as a professional engineer, or an engineer intern (formerly Engineer-in-Training) issued under the laws of any state, territory, possession, or district of the United States, or a comparable license or certificate issued in another country, or an engineer who has obtained and retained the Member grade while active in the profession and who has achieved Life or Retired Member status as set forth in the Bylaws.

Note 1: Life Member and Retire Member are subsets of Member. One must be a member first, then obtain the latter status.

Note 2: An Intern Member is a person who has graduated from an ABET accredited undergraduate engineering program with a bachelors degree in engineering, passed the engineering fundamentals examination and is employed in the field of engineering. This person shall remain in this status until this person has passed the Professional Engineers examination and is licensed to practice as an engineer.

(b) Student Member -- A Student Member shall be defined as an undergraduate or graduate engineering student.

Note: graduate engineer is an one who has graduated from an engineering curriculum accredited by the Accreditation Board for Engineering and Technology.

(c) Associate Member -- Membership situations not addressed in the new C&BL which would include Surveyor Member, ABET Engineering Technology graduates, International Member, Affiliate Member or Sustaining Member.

(d) Retired Member -- A member shall become eligible for Retired Membership status the person has retired from full time employment and the active practice of engineering is no more than 20 hours per week and if the member is at least 55 years of age. A waiver of fifty percent of the NSPE Member dues is granted.

(e) Life Member -- A member shall become eligible for Life Member status with waiver of dues if the person has been a member above the Student grade for a period of 40 years or if the member has retired from full time employment, is not working more than twenty hours a week, and is at least 60 years of age and has been a member for a continuous period of 30 years. Application for life member status may be made personally, by the member's chapter, or by the member's state society. Each member who has attained life member status shall be given an option to discontinue receiving National Publications.

(f) Honorary Member -- Honorary Member is a membership class granted by the National Society of Professional Engineers granted to an individual whose knowledge and accomplishments deserve special recognition for contributions to the engineers profession. An Honorary Member shall not have voting privileges, may not hold office, and shall be exempt for paying dues.

(g) Sustaining Member -- Sustaining Member may be an individual or an organization not eligible for membership in the National Society of Professional Engineers. A Sustaining Membership is granted to a person or to an organization in recognition of contribution, monetary or service, to the state society.

Section 4. All members other than Student Members, Honorary (NSPE) Members, Associate Members and Sustaining Members shall have voting privileges in the Professional Engineers of Colorado. Only a licensed Professional Engineer may hold an elected office.

#### **Article V - Dues**

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

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

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

## Article VI - Administration

- Section 1. The State Society shall be administered by a State Society Board of Directors, hereinafter called the PEC Board. The PEC Board shall determine all questions of policy and shall administer the affairs of the State Society under this State Society Constitution and the general provisions of the law under which the State Society is incorporated.
- Section 2. The PEC Board shall consist of the officers of the State Society, the Presidents of the several authorized chapters and the Directors elected or appointed by these same chapters. Only members of the State Society whose dues are current may be members of the PEC Board.
- Section 3. One-third of the PEC Board members, present or represented by proxy, shall constitute a quorum. Unless otherwise required by the current version of Roberts Rules of Order, an affirmative vote of a majority of the PEC Board members present or represented by proxy at any regular or duly called meeting shall be required to pass any motion not inconsistent with the State Society Constitution and Bylaws. The President shall vote only when necessary to break a tie.
- Section 4. The PEC Board shall have authority to decide upon any question by means of a letter ballot directed to all members of the PEC Board. Procedures for determining a vote by letter ballot shall be specified in the State Society Bylaws, and a majority of the votes cast within the stipulated time shall decide the question submitted to ballot.
- Section 5. The PEC Board shall direct the investment and care of funds for the State Society and shall adopt an annual non-deficit budget.
- Section 6. No members of the PEC Board shall receive a salary or compensation from the State Society except for expenses incurred in behalf of the State Society and approved by the PEC Board.
- Section 7. The PEC Board may acquire the services of an executive director when the financial and other conditions warrant and may fix compensation and define the duties of the position.
- Section 8. There shall be an Executive Committee of the PEC Board consisting of the State Society President, President-Elect, Vice President, most recent resident Past President, Secretary, Treasurer, National Director and Alternate National Director. Within the provisions of the State Society Constitution and Bylaws, the Executive Committee shall act on behalf of the PEC Board between PEC Board meetings provided that such action is not inconsistent with PEC Board policy. All acts of the Executive Committee shall be reported to the PEC Board. A majority of the Executive Committee shall constitute a quorum.
- Section 9. No member of the State Board may carry a proxy(s) for a local chapter unless that person carrying the proxy is a member of that chapter.
- Section 10. No member of Professional Engineers of Colorado may be a member of more than one Local Chapter.

## Article VII - Officers

- Section 1. The officers of the State Society shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, National Director, Alternate National Director, most recent resident Past President and Chairman of each authorized practice division.
- Section 2. a Regional Director or Directors shall represent the State Society on the Board of Directors of the Regional Society. When the State Society is entitled to only one Regional Director, it shall elect an Alternate Regional Director who shall represent the State Society when the Regional Director is unable to do so. The terms of office of the Alternate Regional Director and the Regional Director shall be staggered. When the number of Regional Directors is increased from one to two, the seated Alternate Regional Director shall automatically be elevated to Regional Director and shall serve to the end of the term for which he or she was elected.
- Section 3. The President-Elect, Vice President, 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 as President-Elect. Terms shall be staggered insofar as possible in the event of more than one Regional Director. The Regional Director and Alternate Regional Director shall be elected to a term of two (2) years. All other officers shall be elected to a term of one (1) year. Neither the President nor the Vice President may succeed themselves, and no Regional Director or Alternate Regional Director shall serve more than two (2) consecutive terms of two (2) years.
- Section 4. Eligibility for nomination, election or retention of a position as an elective officer of the State Society shall be contingent upon residency or employment in the state and current membership in the State Society.
- Section 5. The duties of the officers shall be as defined in the State Society Bylaws.
- Section 6. The Treasurer and the Executive Director may be bonded, at the expense of the Society, for such amount as may be determined by the PEC Board.
- Section 7. The officers and directors shall take office on the first day of the administrative year for which they have been elected or automatically succeed to a specified position. They shall hold office until their respective successors have been duly elected and installed.
- Section 8. In the event the President becomes unable to serve, he or she shall be succeeded by the Vice President. The office of Vice President then shall remain vacant until the next Annual Meeting. A presidential vacancy which cannot be filled by the Vice President or a vacancy occurring in any other position except that of a practice division chairman shall be fitted by election of the PEC Board. A vacancy in the position of practice division chairman shall be filled by selection by the membership of that 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 officers shall be made by the Nominating Committee or may be made by petition signed by 10 percent of the members eligible to vote.
- Section 2. The Nominating Committee shall consist of the most recent available Past President, the President-Elect and one member selected by each of the chapters. The most recent available Past President shall serve as chairman.
- Section 3. The Nominating Committee shall prepare an official slate of candidates offering one or more nominees for each office, none of whom shall be a member of the Nominating Committee.
- Section 4. The Nominating Committee shall report the names of nominees together with a brief biographical sketch of each nominee on or before November 15 to the Secretary who then shall transmit the same to the general membership on or before December 15.
- Section 5. Additional nominations by petition which may include members of the Nominating Committee must be in the hands of the Secretary on or before January 15.
- Section 6. Election of officers shall be made annually by a plurality vote on individual letter ballots sent to all voting members of the State Society as defined in Article IV-Membership, Section 3.
- Section 7. The candidate for the office of President Elect shall have held at least one State Office; Vice President, Secretary or Treasurer, to be eligible for the candidacy. Service on at least one State Committee is desirable.

## **Article IX - Meetings**

- Section 1. All meetings shall be open to all members. Guests may attend by invitation.
- Section 2. The State Society shall hold an Annual Meeting near the close of the administrative year at such time and place as may be selected by the PEC Board.
- Section 3. Special meetings of the State Society shall be called by the President upon a two-thirds vote of the PEC Board or upon petition by 50 members of the State Society, or 10 percent of the membership, whichever is the smaller number.
- Section 4. In the absence of the President, the order of succession as presiding officer at meetings of the State Society or of the PEC Board shall be Vice President, President-Elect, Secretary, Treasurer, and Past President.

## **ARTICLE X - HEADQUARTERS**

- Section 1. The location of the headquarters of the State Society shall be determined by the PEC Board.

## **ARTICLE XI - COMMITTEES**

- Section 1. Such committees (s)/Task Forces as established by the Bylaws shall be established as required or appropriate.
- Section 2. The duties of standing Committees (s)/Task Forces shall as set forth in the Bylaws of this State Society.

## **ARTICLE XII - PRACTICE DIVISIONS**

- Section 1. Establishment of practice divisions is authorized to further the objectives of the State Society.
- Section 2. The PEC Board may authorize or dissolve practice divisions as provided in the State Society Bylaws.
- Section 3. Each practice division shall adopt operating rules or governing documents as it may deem proper and as approved by the PEC Board provided that nothing therein shall conflict with or contravene the State Society Constitution and Bylaws.

## **ARTICLE XIII - AMENDMENTS**

- Section 1. Amendments to this Constitution may be proposed by:
- a. a majority letter ballot vote of the PEC Board; or
  - b. a petition signed by not less than 15 percent of the members of the State Society who are eligible to vote on constitutional changes; however, amendments submitted by petition shall be reviewed by the PEC Board before being submitted to the Secretary for ballot with the findings of this review being transmitted to the members at the discretion of the PEC Board; or
  - c. a majority vote of the PEC Board members present at a PEC Board meeting, provided that the text of the proposed amendment shall have been mailed to the members of the PEC Board not less than 30 days prior to the day when the amendment shall be considered.
- Section 2. A proposed amendment to the State Society Constitution, together with a letter ballot, shall be mailed by the Secretary to each member eligible to vote. Ballots shall be returned to the Secretary not later than 30 days after mailing-by the Secretary.

- Section 3. An amendment shall become effective only upon the affirmative vote of two-thirds of the votes cast by the eligible members provided that at least 20 percent of the eligible members have voted, in the event that the total votes cast number less than 20 percent of the eligible members, and if two-thirds or more of the members voting shall declare themselves in favor of the proposed amendment, the same shall be voted on by the PEC Board of Directors at its next scheduled meeting following execution of the ballot. If two-thirds or more of the PEC Board declare themselves in favor of the proposed amendment, the same shall become part of this State Society Constitution.

#### **ARTICLE XIV – BYLAWS**

- Section 1. The PEC Board shall prepare and adopt State Society Bylaws which shall govern all procedures under, this Constitution including those of the PEC Board and of the standing committees, task forces and practice divisions.
- Section 2. The State Society Bylaws may be amended by an affirmative vote of a majority of the PEC Board present at a meeting provided that the text of the proposed amendment shall be mailed to the PEC Board at least 20 days before the meeting at which the vote on the amendment will be taken.

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

- Section 1. This Constitution shall become effective upon its adoption in the manner prescribed for voting on amendments under the previous State Society Constitution. "This Constitution, in total, shall become effective upon the date of June 11, 1999.