

**CONSTITUTION**  
**CAPITAL DISTRICT CHAPTER**

THE NEW YORK STATE SOCIETY OF PROFESSIONAL ENGINEERS, INC.

REVISED: October 2005

## **CONSTITUTION**

of the CAPITAL DISTRICT CHAPTER of the  
NEW YORK STATE SOCIETY OF PROFESSIONAL ENGINEERS, INC.

### **PREAMBLE**

**CONCERNED** with the Public Weal, and

**IN ORDER** to safeguard life, health and property, by restricting the practice of Engineering to properly qualified natural persons;

**LIKEWISE** to advance the welfare of the Engineering profession by establishment and observance of high ethical standards of conduct;

**AND** to advocate the creation and enforcement of adequate license laws and practice acts;

**ALSO,** to place the control of engineering projects within the scope of such laws and acts;

**FURTHER,** to focus public attention upon the professional standing, functions, requirements and accomplishments of engineers;

**WITHAL,** to sponsor and promote honorable procedure tending toward emoluments commensurate with the dignity and responsibility of this profession, the CAPITAL DISTRICT CHAPTER of the NEW YORK STATE SOCIETY OF PROFESSIONAL ENGINEERS, INC., has been organized; and to such ends the Constitution, of which this preamble is a part, is hereby set forth.

## CONSTITUTION

### ARTICLE I – NAME

Section 1. The name of this organization shall be the CAPITAL DISTRICT CHAPTER, NEW YORK STATE SOCIETY OF PROFESSIONAL ENGINEERS, INC., hereinafter call the Chapter.

Section 2. The Chapter shall be a member of the New York State Society of Professional Engineers, Inc., which is incorporated under the Membership Corporation laws of the State of New York, hereinafter called the State Society.

Section 3. The state Society and its chapters are members 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 Chapter subscribes to and supports the Code of Ethics of the State Society and NSPE.

### ARTICLE II – OBJECTIVES

Section 1. The objectives of the Chapter shall be in harmony with, and support those of the State Society and NSPE and include, but are not limited to the following:

- 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 acknowledgement 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 in the Chapter area 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, local and other public officials.
- h. Represent the engineering profession in civic matters in the interests of the chapter, state and the profession.
- i. Promote high standards of engineering education.
- j. 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.

- k. Assist well-qualified and properly-motivated young people in obtaining reliable information concerning the profession of engineering.
- l. Establish and preserve high standards of ethical conduct and practice by members of the profession.

### ARTICLE III – CHARTER

Section 1. The State Society Board of Directors has authorized and chartered this Chapter, defining its geographical boundaries as follows: The New York State Counties of ALBANY, COLUMBIA, FULTON, GREENE, MONTGOMERY, RENSSELAER, SCHENECTADY, AND SCOHARIE.

Section 2. The Chapter may engage in such activities as are consistent with professional ideals and ethics. Chapter activities shall be restricted to the counties in which the Chapter is located, or where several Chapters may desire to cooperate, to the several counties wherein they are located as the State Society may authorize.

Section 3. In all matters of local concern the Chapter shall retain full autonomy, but may call upon the State and National Societies for advice, counsel and assistance.

Section 4. The Chapter shall be represented on the Board and on the committees of the State Society as provided in the Constitution and Bylaws of the State Society.

Section 5. The Chapter shall not contract any debt or obligation on behalf of the State Society unless expressly authorized by the State Board and Directors.

Section 6. The fiscal and administrative years of the Chapter shall be concurrent with those of the State Society.

### ARTICLE IV – MEMBERSHIP

Section 1. Criteria for membership shall be prescribed by the Constitution and Bylaws of the State Society.

### ARTICLE V – DUES

Section 1. The dues of the Chapter shall be the amount determined by the Board of Directors.

Section 2. The schedule and conditions for dues payment, delinquency, dropping from membership and reinstatement shall be determined by the State Society, taking due cognizance of both State and National Society fiscal policy.

## ARTICLE VI – OFFICERS

Section 1. The Chapter shall have as officers, a President, President-Elect, 1<sup>st</sup>.Vice-President, 2<sup>nd</sup> Vice President, a Secretary, a Treasurer, all of whom, except the President, shall be elected annually. Chapter Directors shall be elected for a two year term, half being elected each year. The President-Elect shall assume the office of President upon the completion of his/her term of office as President-Elect and shall serve as President for one year. The officers shall assume their duties at the beginning of the administrative year.

Section 2. State Director(s) shall be elected as provide in the Bylaws.

Section 3. A vacancy in the office of President will be filled by the President-Elect, to complete the current administrative year and then his/her scheduled year as President, the office of President-Elect remaining vacant until the next election. If a vacancy occurs in the office of President-Elect, other than by filling the unexpired term of the Presidency, the office shall remain vacant until the next regular election, at which time both a President and President-Elect will be elected. If a vacancy occurs in the offices of both the President and President-Elect, the 1<sup>st</sup> Vice-President will serve as President to complete the current administrative year. Other vacancies occurring on the Board during the year shall be filled by appointment by the Board until the close of the administrative year.

Section 4. Any officer nominated for an additional term shall be placed on the ballot annually.

## ARTICLE VII – ADMINISTRATION

Section 1. The Chapter shall be administered by a Board of Directors, hereinafter called the "Board", which shall consist of the most recent living Past President holding current membership in the Chapter, the officers of the Chapter, Chapter Directors, State Director(s) and any State or National officer or representative who holds membership in the Chapter. 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 consistent with this or any other provisions of the Chapter Constitution or Bylaws. No person shall be nominated, elected or allowed to serve on the Board unless he or she holds membership in the Chapter, State Society, and NSPE.

Section 2. Within the provisions of the Constitution and Bylaws, the Board shall have full authority to carry on the business of the Chapter between general meetings.

## ARTICLE VIII – NOMINATION AND ELECTION OF OFFICERS

Section 1. Nomination for officers shall be made by a Nominating Committee. This committee shall be appointed by the President no later than March 1<sup>st</sup> of the year of his/her term, and shall consist of not less than three and not more than five members of the Chapter, in good standing, one of whom shall be a Past President, who shall serve as the chair of the Committee.

Section 2. The Nominating Committee shall meet and report the names of its nominees at a designated Board meeting of the Chapter. One or more nominations shall be made for each office. No persons serving on the Nominating Committee shall be eligible for nomination. Other nominations may be made from the floor, following the Nominating Committee's report, by any person holding membership in good standing in the Chapter. Acceptance of nomination must be made by a nominee before his/her name may be placed on the ballot. The total list of nominees must be approved by the Board and is to be circulated for letter balloting.

Section 3. Letter ballots, bearing the names of all nominees under the eligible positions and a blank space provided under each position for the use of the voter if he desires to submit another name, shall be marked with proper voting instructions by the Secretary to all members at least 10 days before the Annual Chapter Meeting, well prior to the end of the administrative year. Election returns announced at the Annual Chapter Meeting shall be the result of the ballots received before the close of the polls at the Annual Meeting and shall be delivered to the Nominating Committee, who shall act as tellers. Election results shall be determined by a simple majority of eligible votes cast.

Section 4. The Nominating Committee shall endeavor to attain a Board of Directors balanced among the various branches of engineering and type of employment.

## ARTICLE IX – MEETINGS

Section 1. Regular Meetings – All Chapter meetings shall be held at the time and place determined by the Board.

Section 2. Board Meetings - The Board shall meet in regular or special meetings at such time and place as may be determined by the Board. All meetings of the Board except special closed meetings shall be open to all members of the Society. Members other than the Board shall be accorded floor privileges at the discretion of the Chair.

Section 3. Special Meetings – May be held at the call of the President, Board and/or members as provided for in the Bylaws.

#### ARTICLE X - HEADQUARTERS

Section 1. Headquarters of the Chapter shall be established by the Board.

#### ARTICLE XI - COMMITTEES

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

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

#### ARTICLE XII – PRACTICE DIVISIONS

Section 1. Upon written petition of a reasonable percentage of persons holding membership in the Chapter who have common professional problems and interests, the Board may grant permission to such persons to organize as a Practice Division corresponding to that of the State Society and operate under the Constitution and Bylaws of the Chapter.

Section 2. Practice divisions may elect as officers a chair, Vice Chair, and Secretary. The Chair of any practice division may appoint committees to promote the activities of the division. The Secretary of any practice division shall file with the Secretary of the Chapter the minutes of any meeting of such division or of the officers thereof. The activities of any practice division shall be in accord with the objectives, Constitution and Bylaws of the Chapter.

#### ARTICLE XIII – AMENDMENTS

Section 1. Amendments to this Constitution may be proposed by: (a) a petition in writing signed by not less than 25 members of this Chapter who are in good standing and eligible to vote; (b) a majority vote of the Board; (c) by a petition signed by not less than one half of the Board members, provided that the text of the proposed amendment shall have been mailed to the members of the Board not less than 10 days prior to the Board meeting when the amendment shall be considered. Amendments submitted by the 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 ballot, shall be mailed to each member eligible to vote. Ballots shall be returned postmarked not later than the date prescribed.

Section 3. If the total vote is at least 20% of the total membership and if two-thirds or more of the members voting shall declare themselves in favor of the proposed amendment(s), the same shall become a part of this Constitution. If the total vote is less than 20% of the total members eligible to vote, and if two-thirds or more of the members voting declare themselves in favor of the proposed amendment(s), the same shall be voted on by the Chapter Board of Directors at the next scheduled Board meeting following execution of the ballot. If two-thirds or more of the Board declare themselves in favor of the proposed amendment(s) the same shall become part of this Constitution.

#### ARTICLE XIV – SAVING CLAUSE

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

#### ARTICLE XV – 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 and of the committees.

Section 2. The Bylaws may be amended by an affirmative vote of a majority of the Board present at a meeting provided that the text of the proposed amendment shall be mailed to the Board at least 20 days before the meeting at which the vote on the amendment will be taken and shall become effective as of the date of passage.

#### ARTICLE – 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: 1989 Last Amended: 2005