

Minnesota Federation of Engineering, Science, and Technology Societies



BY-LAWS*

16 December 2014

ARTICLE I **MEMBERSHIP**

Section 1: Application and Admission

An organization desiring to become either a Member Society or an Affiliate Society of the Minnesota Federation of Engineering, Science, and Technology Societies (FEDERATION) shall make application to the Board of Directors (BOARD), accompanying such application with a copy of its Constitution and By-Laws. In addition, an organization desiring to become a Member Society shall submit a statement of the extent of its membership resident in or employed in the State of Minnesota. The Executive Committee shall make such investigation of the Constitution, By-Laws, and standing of the applicant organization as may be necessary to determine its eligibility. A majority vote of the BOARD, at a regularly scheduled meeting at which there is a quorum of voting members, is necessary for favorable action. If the vote is favorable, the applicant organization shall be admitted to membership in the FEDERATION upon its written acceptance of the Constitution and By-Laws of the FEDERATION. Any applicant organization rejected by the BOARD shall be advised in writing of the reason or cause for such rejection. An unfavorable vote by the BOARD shall not prevent the applicant organization from again making application when the cause of its rejection has been removed.

Section 2: Expulsion

A Member Society or Affiliate Society, for reasons deemed sufficient, may be expelled from the FEDERATION by action of the BOARD. A resolution to expel shall be voted on by letter ballot and shall require a $\frac{2}{3}$ affirmative vote of all the Directors eligible to vote.

Section 3: Membership Logo

A member organization shall carry the MFESTS logo with the words 'Federated member of MFESTS' in a visible place on its website or social media page. This should have a link to the MFESTS main website.

ARTICLE II **BOARD OF DIRECTORS and BOARD MEETINGS**

Section 1: Directors

Each Member Society shall be represented on the BOARD by one Director who shall be a voting member of the BOARD. A Member Society shall select their Director in accordance with the following criteria:

- The Director must be a current officer on the governing body of the society represented or be a designated representative, and
- The Director must be a resident of the State of Minnesota or employed in Minnesota.

*This Constitution and By-Laws supercede the MFESTS Constitution, By-Laws, and Amendments dated 1/1/2014 and any other related documents prior to 19 May 2024.

MFESTS_By-Laws_12-16-2024.doc

Section 2: Executive Committee

1. The Executive Committee shall be the administrative branch of the FEDERATION. It shall carry out the policies of the BOARD and coordinate the efforts of all committees formed within the FEDERATION.
2. Members of the Executive Committee shall be considered non-voting members of the BOARD except in the circumstances specified in ARTICLE IV – Section 2 of the Constitution.

Section 3: Representatives

1. Each Affiliate Society may be represented on the BOARD by one Representative who shall be a non-voting member of the BOARD.
2. All Past Presidents of the FEDERATION who are not otherwise serving as a Director shall be considered non-voting members of the BOARD.

Section 4: Powers and Duties

1. The BOARD shall be the main governing and policymaking body of the FEDERATION and liaison to the Member and Affiliate Societies.
2. It is the responsibility of the BOARD to give the Executive Committee direction for carrying out BOARD policies. The BOARD may require specific committees to be formed and specific studies to be made. All reports and results must be presented to the BOARD for their approval.
3. The BOARD may prepare and adopt policies which shall supplement the By-Laws, in governing its own procedure, but no such policies shall be in conflict with these ByLaws.
4. The BOARD shall have authority to make appropriations and authorize disbursements in the name of the FEDERATION.

Section 5: BOARD Meetings

1. The BOARD shall regularly meet on a quarterly basis at a time and place designated by the Executive Committee.
2. Notice of each regular shall be provided to each Member Society and Affiliate Society at least thirty (30) days in advance of the meeting. For specially called meetings, due diligence will be made to provide notice to each Member Society and Affiliate Society at least fifteen (15) days in advance of the meeting.
3. A quorum for BOARD meeting is defined in ARTICLE V – Section 1 of the Constitution.

4. Unless otherwise stated, the act of a majority of the members in attendance at any meeting where a quorum is present shall constitute the act of FEDERATION.
5. Any Member Society may authorize and have delivered to the meeting a ballot for or against any specific subject before the meeting and such ballot will constitute a valid vote, as if the Society were represented in person.
6. Board Members may participate in a meeting through use of conference telephone or electronic video screen communication so long as all Board Members participating in such meeting can hear one another. Board Members may also participate in a meeting through use of electronic transmission from and to the corporation such that each Board Member participating in the meeting can communicate with all other members concurrently; and each Board Member is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Federation. Participation in a meeting pursuant to this paragraph constitutes presence in-person at such meeting.

ARTICLE III

EXECUTIVE COMMITTEE and BOARD MEETINGS

Section 1: Officers

The Executive Committee is comprised of Elected Officers as well as Non-elected Officers as established in ARTICLE IV of the Constitution.

Section 2: Election of Officers See

ARTICLE V of the By-Laws. **Section**

3: Vacancies

1. In the event of the vacancy of the Office of President, the First Vice-President shall complete the term.
2. Vacancy of all other Elected Officer and Non-elected Officer positions, except for the position of Immediate Past President, shall be filled for the remainder of term by nomination of the President and the approval of the BOARD. **Section 4: Duties of Elected Officers**

1. The President shall be the chief administrative officer of the FEDERATION and shall preside over all meetings of the Executive Committee and the BOARD. In the absence of the Treasurer, the President is authorized to sign checks drawn against the FEDERATION. The President shall be an ex-officio member of all committees and shall appoint, with the consent the Executive Committee, members of the BOARD or members of the Executive Committee to serve in one or more administrative committees such as:

- Nominating Committee
- Tellers Committee

- Long-Range Planning Committee
 - Auditing Committee
 - Parliamentarian (Constitution and By-Laws) Committee
2. The First Vice-President shall, in the absence of the President, perform all duties of and be vested with the power of the President. In the absence of both of the above, one of the other elected officers, as designated by the President, shall preside.
 3. The First, Second, and Third Vice-Presidents shall typically be chairpersons of one of the Standing Committees. They may also serve as members of administrative committees.
 4. The Secretary shall:
 - Distribute advance copies of agendas for Executive Committee meetings and BOARD meetings;
 - Prepare minutes of Executive Committee meetings and BOARD meetings;
 - Maintain a record file of all agendas and meeting minutes for Executive Committee meetings, BOARD meetings, and all other committee meetings; and
 - Mail packages and letters pertaining to the business of the FEDERATION.
 5. The Treasurer shall:
 - Have custody of all money and securities accruing to the FEDERATION;
 - Keep a record of receipt disbursements;
 - Provide a financial balance sheet and update of the current operating budget to the Executive Committee on a monthly basis, to the BOARD on a quarterly basis, and to Member Societies on an annual basis;
 - Sign checks drawn against the FEDERATION; and
 - Mail packages and letters pertaining to the business of the FEDERATION. **Section**

5: Executive Committee Meetings

1. The Executive Committee shall meet on a regularly recurring basis at a time and place designated by the Executive Committee.
2. Notice of each regular meeting shall be provided to each member of the Executive Committee at least fifteen (15) days in advance of the meeting. For specially called meetings, due diligence will be made to provide notice to each member of the Executive Committee at least seven (7) days in advance of the meeting.
3. A quorum for an Executive Committee meeting is defined in ARTICLE V – Section 2 of the Constitution.
4. Unless otherwise stated, the act of a majority of the members in attendance at any meeting where a quorum is present shall constitute the act of the Executive Committee.

5. Any member of the Executive Committee may authorize and have delivered to the meeting a ballot for or against any specific subject before the meeting and such ballot will constitute a valid vote, as if the member were represented in person.

ARTICLE IV

STANDING COMMITTEES

Section 1: Names of Committees

The Standing Committees to be active within the FEDERATION are as follows:

- Awards
- Education
- Membership
- Professionalism
- Publications
- Public Relations

Section 2: Committee Functions

1. Awards – Function as the FEDERATION’S point of contact for the annual awards program. Maintains the currency of the criteria for the various awards, issues awards nomination forms, evaluates submitted nominations, and makes recommendations/selects recipients of awards. The chairperson of the Awards Committee shall serve in that capacity through the date of the annual awards presentation, regardless of being elected to any other officer position.
2. Education – Function as the FEDERATION’S point of contact with the various educational and professional activities within the engineering and scientific community. Areas of focus include: 1) continuing education for practicing professionals; and 2) community outreach for the promotion of technology-based initiatives to middle and high school students.
3. Membership – Recruit, maintain, and solicit new Member Societies and address the needs of current members.
4. Professionalism – Function as the FEDERATION’S point of contact with the Minnesota Board of Architecture, Engineering, Land Surveying, Landscape Architecture, Geoscience and Interior Design (AELSLAGID), as well as other professional boards for science and technology-based professions. Coordinate and communicate activities related to responsibility, ethics, and registration.
5. Publications – Function as the FEDERATION’S point of contact for printed and web-based documents. Maintain web-based communication mechanisms for conveying general items of interest to Member and Affiliate Societies, Federation officials, and the general public.

6. Public Relations – Function as the FEDERATION’S point of contact with the professional media, governmental/political entities, and the general public. Provide to the media items which describe the contributions, benefits, and concerns of engineers and scientists. Provide other publicity information and technical information deemed appropriate from the engineering, scientific, and technological professions to the general public.

Section 3: Committee Chairpersons

1. Each of the Vice-Presidents is expected to chair one of the Standing Committees.
2. Standing Committees not chaired by a Vice-President shall be chaired by an appointed person as specified in ARTICLE IV – Section 5 of the Constitution.
3. It is the responsibility of committee chairpersons to:
 - Provide, either in person or via submitted notes, up-to-date reports at all BOARD meetings and Executive Committee meeting, and
 - Furnish record files to the Secretary.

ARTICLE V
ELECTION OF OFFICERS

Section 1: Qualifications

1. The nominee(s) for the office of President shall either be a current member of the Executive Committee or a current member of the BOARD, and shall have actively served in that forum for a minimum of one full year prior to their nomination.
2. The nominee(s) for the offices of First VP, Second VP, Third VP, Secretary, and Treasurer shall either: 1) be a current member of the Executive Committee, 2) a current member of the BOARD, or 3) be an active member from one of the FEDERATION’S Member or Affiliate Societies.

Section 2: Nominating Committee

1. The President shall appoint a nominating committee not later than August 1st of each odd numbered year. The Nominating Committee shall not be comprised of currently serving elected officers.
2. The Nominating Committee shall nominate at least one eligible candidate for each of the elective offices. In the course of identifying eligible candidates, the Committee shall determine the willingness of individuals to serve if elected.
3. The slate shall be presented to the Executive Committee prior to the September/October Executive Committee meeting.

Section 3: Nomination by Petition

1. Independent nomination for any office may be made by petition to the Executive Committee by five (5) or more Directors no later than October 1st of an odd numbered year.
2. Nominees must meet the qualifications as defined in Section 1, above, and must have expressed a willingness to serve. **Section 4: Ballots**

1. The Executive Committee shall authorize a ballot packet to be sent to all Member Societies. The ballot packet shall contain the following items:
 - a. The ballot, which shall bear the names of all valid nominees for each office. The nominees of the Nominating Committee shall be so designated on this ballot and all independent nominees shall be designated "Nominated by Petition".
 - b. Instructions for submittal of ballots, such as: 1) instructions for its marking, 2) instructions for its return to the designated party, and 3) the date by which ballots must be received in order to be counted.
2. The Secretary shall mail the ballot packets to each Member Society by the third Monday of October of each odd numbered year.
3. Member Societies should return the ballots directly to the person specified in the instructions. Typically the ballots will need to be received by the designated person no later than December 1st of each odd numbered year. **Section 5: Counting of Ballots**

1. The President shall appoint a Tellers Committee to receive and count the ballots. The Tellers Committee shall consist of two (2) members who are not candidates for election; one member shall be designated as the chair of the committee.
2. Only those ballots received by the date indicated in the instructions shall be counted.
3. Election of a nominee to any office shall require that they receive the largest number of valid ballots cast for any nominee for that office in that election.
4. In the event that two candidates for the same office receive the same number of votes, and no other candidates receive more votes for that office, selection of the office will be by lottery in the presence of both candidates unless one candidate chooses to withdraw from consideration.
5. All ballots must be preserved until authorization for destruction is adopted by the FEDERATION.

Section 6: Reporting of Election Results

1. The Tellers Committee shall prepare, sign, and transmit to the President a summary including total number of ballots received, number of ballots invalidated for any cause, and the number of votes cast for each nominee.
2. The out-going President shall contact all in-coming and out-going members of the Executive Committee via phone, email, or letter as soon as practical after the Tellers Committee reports its results. This announcement must be made in a timely manner

preceding the first Executive Committee meeting or BOARD meeting in January of even numbered years.

ARTICLE VI

FINANCIAL AFFAIRS

Section 1: Fiscal Year

The fiscal year shall begin January 1st and end on December 31st.

Section 2: Dues

1. The annual membership dues rate/amount for Member Societies and for Affiliate Societies shall be established on an annual basis. The dues rate/amount for an upcoming fiscal year shall be recommended by the Executive Committee to the BOARD. The BOARD shall establish, by a majority vote of a quorum of voters, the dues rate/amount for the next fiscal year. If no action is taken by the BOARD to affect the following year's dues, the current fiscal year's dues rate/amount shall remain in effect.
2. For **Member Societies**, the total amount of annual membership dues will be determined on the basis of the number of Minnesota-based persons who are members of a Member Society. A Minnesota-based person is one who is either a resident of or employed in Minnesota. The date for determining the number of Minnesota-based persons for which a Member Society shall base their dues payment upon will be December 1st of the year proceeding that for which dues are owed. In the case of a Member Society joining the FEDERATION in mid-year, the dues will be prorated by the remaining months in the year and will be based on the number of Minnesota-based persons at the time the Society is admitted to the FEDERATION.
 - a. For a Member Society whose number of Minnesota-base persons is less than 1000, the total amount of annual membership dues shall be the product of the dues rate times the number of Minnesota-based persons.
 - b. For a Member Society whose number of Minnesota-base persons is greater than 1000, the total amount of annual membership dues shall be capped as for 1000 members.
3. For **Affiliate Societies**, the amount of annual membership dues shall be a fixed, lumpsum amount as established by the BOARD.
4. Societies shall make payment of annual dues to the Treasurer by January 31st of the year for which they are due. A Society which is outstanding in dues payment will be not be considered a voting member of the BOARD and its members will not be eligible for FEDERATION awards.

Section 3: Expenditures

All checks for the disbursement of FEDERATION funds shall be drawn in the name of the FEDERATION and signed by either the Treasurer or the President.

Section 4: Audit Committee

A committee, consisting of two members of the BOARD or the Executive Committee, shall be appointed annually by the President to conduct an audit of the financial records as part of the close of the fiscal year.

Section 5: Budget

The budget will be submitted by the Executive Committee for the BOARD'S approval at the first meeting of the fiscal year.

ARTICLE VII
PARLIAMENTARY PROCEDURE

Section 1: Roberts Rules of Order, Revised, shall be the authority governing all matters of procedures, not otherwise provided in the Constitution, By-Laws, or special procedures adopted by the BOARD.

End of By-Laws

History of Revisions:

Original MFES drafted: 12/30/1982

Revised MFES: 11/8/1989

Ratified by member societies and approved by BOARD: 6/28/1995

Draft Revisions MFES: 6/13/2000

Draft Revisions to MFESTS: 11/13/2003

Ratified by member societies and approved by BOARD: 12/11/2003

Draft Revisions to MFESTS (Split Secretary-Treasurer into separate positions): 5/4/2013

Ratified by member societies and approved by BOARD: 12/12/2013

Ratified by member societies and approved by BOARD: 12/16/2024