

Minnesota Federation of Engineering, Science, and Technology Societies



CONSTITUTION*

16 December 2024

ARTICLE I

NAME and HEADQUARTERS

Section 1: This organization shall be known as the Minnesota Federation of Engineering, Science, and Technology Societies. Throughout this document, this organization shall be referred to as the FEDERATION. The official acronym of the FEDERATION shall be MFESTS.

Section 2: The headquarters shall be within the Minneapolis and Saint Paul, Minnesota metropolitan area.

ARTICLE II

OBJECTIVES

Section 1: The objective of the FEDERATION is to assist in unifying the efforts of the Member Societies in the interests of:

- Promoting all facets of engineering, science, and technology;
- Promoting a high standard of professional ethics;
- Encouraging and mentoring those considering or entering engineering, science, or technology professions; and
- Instilling and fostering a spirit of fraternity and a high sense of public responsibility.

ARTICLE III

MEMBERSHIP

Section 1: The FEDERATION shall be comprised of two classes of membership:

- 1) **Member Society**, which shall be a Minnesota-based organization whose membership and focus is oriented to the engineering, science, and technical professions; and
- 2) **Affiliate Society**, which need not be a Minnesota-based organization, nor does it need to be focused on the engineering, science, and technical professions; rather it only needs to subscribe to the overall objectives of the FEDERATION.

*This Constitution and By-Laws supersede the MFESTS Constitution, By-Laws, and Amendments dated 1/1/2014 and any other related documents prior to 1 January 2025.

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ARTICLE IV

GOVERNMENT

Section 1: The government of the FEDERATION shall be vested in its Board of Directors, hereinafter referred to as the BOARD.

Section 2: The BOARD shall consist of the duly-authorized representative, hereinafter referred to as a Director, from each of the Member Societies and an Executive Committee as defined below. The Directors shall be the voting members of the BOARD, with the applicable limitations specified in Article VI, Section 6. Members of the Executive Committee shall not ordinarily be voting members of the Board except: 1) in the circumstance where the Executive Committee member is also the filling the role of a Member Society's Director, as stated above; and 2) in the case of needing to break a tied vote. In the case of needing to break a tied vote, the highest ranking member of the Executive Committee who is not also functioning as a Director shall cast the tie-breaking vote. Affiliate Societies may send a representative to meetings of the BOARD; however the representative shall be a non-voting member of the BOARD.

Section 3: The Executive Committee shall consist of the following positions, listed in order of rank:

- 1) President,
- 2) First, Second, and Third Vice-Presidents,
- 3) Secretary,
- 4) Treasurer,
- 5) Immediate Past President, and
- 6) Chairpersons of the Standing Committees who are not otherwise holding one of the above listed positions.

Section 4: The President; First, Second, and Third Vice-Presidents; Secretary, and Treasurer shall be elected for a term of two years or until their successors have been duly elected. The term for the Elected Officers of the Executive Committee shall begin and end on January 1 of even numbered years. The tenure of the President shall be one two-year term.

In the event that there is no elected President, the Board shall carry its Quarterly meetings on a rotating basis with a member organization President or designate as President Pro Tempore for that Quarter who can coordinate with MFESTS officers, establish Board meeting agendas, and carry out regular MFESTS responsibilities. A President Pro Tempore shall have all the powers and responsibilities of an elected President. Any reference to the President within the constitution and bylaws shall apply to the President Pro Tempore.

Section 5: Chairpersons of Standing Committees shall be nominated by the President and approved by the BOARD. The First, Second, and Third Vice-Presidents may serve as

Chairpersons of Standing Committees. The Standing Committees shall function on an on-going basis and shall regularly report on committee activities to the Executive Committee and the BOARD. The Standing Committees and their respective responsibilities are defined in the ByLaws.

ARTICLE V

MEETINGS and QUORUMS

Section 1: The BOARD shall meet on a regularly scheduled basis. If special need arises, additional meeting may be called with due notice. A quorum for a regularly scheduled meeting of the BOARD shall consist of a simple majority of the voting members specified in ARTICLE IV - Section 2. A quorum for a specially called meeting of the BOARD shall consist of a majority of the members specified in ARTICLE IV - Section 2. The President shall be the presiding officer at all BOARD meetings; in the absence of the President, the First Vice-President or other Executive Committee member so designated by the President will chair the meeting.

Section 2: The Executive Committee shall meet on a regularly scheduled basis. A quorum of the Executive Committee shall consist of three (3) members. In the absence of the President, the First Vice-President or other designated Executive Committee member will chair the meeting.

ARTICLE VI

FINANCES

Section 1: The FEDERATION shall be a non-profit entity within the State of Minnesota.

Section 2: The FEDERATION shall establish an annual operating budget and strive to operate within a balanced budget.

Section 3: Member Societies and Affiliate Societies shall pay annual dues to cover the annual costs of operation. Member Societies who are delinquent in paying the annual dues will not be eligible to cast votes in any type of FEDERATION action as well as they will not be eligible to submit candidates for or to receive FEDERATION awards until such time as their outstanding dues are paid. Affiliate Societies who are delinquent in paying their annual dues will not be eligible to participate in any type of FEDERATION activity.

Section 4: The FEDERATION may conduct periodic revenue generating activities in order to maintain a nominal balance of rainy day funds or to fund special initiatives that further the goals of the FEDERATION.

Section 5: The FEDERATION's financial resources shall only be utilized for furtherance of the objectives stated in ARTICLE II.

Section 6: Member Societies who are delinquent in paying the annual dues for three (3) consecutive years and do not establish and follow a plan for getting current within 30 days of the third year delinquency mark, will be automatically removed from membership in the FEDERATION.

ARTICLE VII **BY-LAWS**

Section 1: By-Laws shall be adopted by the FEDERATION for the government of its members and the regulations of its affairs.

ARTICLE VIII **AMENDMENTS to CONSTITUTION and BY-LAWS**

Section 1: Proposed Amendments to the Constitution or By-Laws may be suggested either by recommendation of the Constitution and By-Laws Committee or by a majority vote of the BOARD at a regularly scheduled meeting at which there is a quorum of voting members. All proposed amendments shall be put in writing to be considered by the BOARD.

Section 2: Constitutional amendments shall be adopted upon a $2/3$ vote of the BOARD by regularly issued letter ballot. Accompanying the ballot shall be instructions for its marking and return to a designated person and also the date by which ballots must be received to be counted. A minimum of fourteen (14) calendar days, and preferably thirty (30) calendar days, from the date that the ballots are mailed out will be allowed for submitting a vote. Ballots not returned by the specified date will be assumed to be abstentions and only the number of ballots properly cast will be used to decide the outcome of a vote.

Section 3: By-Law amendments shall become effective upon a majority vote of the BOARD by regularly issued letter ballot. Accompanying the ballot shall be instructions for its marking and return to a designated person and also the date by which ballots must be received to be counted. A minimum of fourteen (14) calendar days, and preferably thirty (30) calendar days, from the date that the ballots are mailed out will be allowed for submitting a vote. Ballots not returned by the specified date will be assumed to be abstentions and only the number of ballots properly cast will be used to decide the outcome of a vote.

End of Constitution

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

Draft Revisions to MFESTS: 5/19/2024

Final Revision to MESTS: 12/12/2024