

## **Bylaws of the Louisiana Engineering Foundation**

### **Bylaw 1 – Board of Directors**

#### **Section 1.0 – Composition**

The Board of Directors, hereafter called “The Board”, shall consist of Active Directors and Honorary Directors. Active Directors shall be elected to The Board in accordance with the provisions of Section 2. Honorary Directors shall be named to The Board in accordance with the provisions of Section 3.

#### **Section 2.0 – Active Directors**

There shall be two classes of Active Directors. One class of Director shall be called Area Directors and the other class of Director shall be called At-Large Directors.

#### **Section 2.1 – Number and Tenure of Active Directors**

There shall be a total of eight (8) Active Area Directors and two (2) Active At-Large Directors.

*Area Directors:* Each of the Louisiana Engineering Society Chapter Presidents or their designee shall serve as Area Directors on The Board.

The term of the Area Directors shall be one (1) year. Area Directors shall be eligible to serve consecutive terms should they succeed themselves as LES Chapter President or they are selected as the Chapter’s designee in successive years.

*At-Large Directors:* At- Large Directors shall serve two (2) year terms and shall be selected in accordance with the provisions of Bylaw IV.

#### **Section 2.2 – Vacancies on the Board**

Should one or more vacancies occur on The Board for the offices of President, Vice-President, Past-President, and/or At-Large Director(s) for any reason, the vacancy or vacancies may be filled by appointment by The Board for the remainder of the vacated term(s).

#### **Section 2.3 – Removal from the Board**

An Active Director may be removed at any time by affirmative vote of two-thirds (2/3) of those Active Directors voting in person or by proxy at an Annual or Special Meeting of The Board. Proxies voted for removal from The Board shall not constitute more than one-half (1/2) of the total votes cast unless the proxy is certified to be specifically for the purpose of removal of one or more named Active Directors.

### Section 3.0 – Honorary Directors

An Honorary Director shall be any person who has achieved prominence in the field of engineering or has greatly contributed to the realization of the goals and purposes of the Louisiana Engineering Foundation.

### Section 3.1 – Number and Tenure of an Honorary Director

There shall be no limit to the number of Honorary Directors, who shall serve for life or unless and until removed from office by The Board.

Honorary Directors shall be elected to The Board in accordance with the provisions of Bylaw IV.

## **Bylaw 2 – Meetings**

### Section 1 – Annual Meeting

An Annual Meeting of the Board of Directors shall be held for the purpose of transacting such business as may come before the meeting. The meeting shall be held concurrent with the Annual Meeting of the Louisiana Engineering Society. The Board of Directors shall designate the date, hour, and place of the Annual Meeting.

### Section 2 – Special Meeting

Special Meetings of the Board of Directors may be called by the President or be scheduled by the Board of Directors or may be called by any five (5) Directors at such time and place as may be specified by the person or persons calling the meeting, upon ten (10) days written notice to all Directors giving the purpose of the meeting and the names of those calling the meeting.

### Section 3 – Quorum

A quorum consists of one-half of the number of authorized Active Board Members plus one present in person or represented by written proxy. No business may be validly transacted unless a quorum is present or represented.

### Section 4 – Executive Committee

There shall be an Executive Committee of The Board consisting of the President, Vice-President, Secretary-Treasurer, and the immediate Past President. Within the provisions of the Constitution and the Bylaws, the Executive Committee shall act for The Board between Board meetings provided that such action is not inconsistent with The Board policy. All acts of the Executive Committee shall be reported to The Board at the next Board meeting. A majority of the Executive Committee shall constitute a quorum.

## **Bylaw 3 – Officers**

### Section 1 – Officers

The officers of the Foundation shall be President, Vice-President, Secretary-Treasurer, and Past President. All officers shall be members of The Board. There may also be an Executive Secretary or other non-voting officer(s), (as assistant secretary, for example) who need not be a member of The Board, appointed by a vote of the Board of Directors.

### Section 2 – Election Term of Office

The President and the Vice-President shall be elected by the Board of Directors at least forty-five (45) calendar days prior to the end of the administrative year. The Secretary-Treasurer of the Louisiana Engineering Society shall also serve as Secretary-Treasurer of the Louisiana Engineering Foundation Board. The immediate Past President of The Board shall serve as an officer of The Board.

The President, Vice-President and Past President shall serve for a term of two (2) years. The Secretary-Treasurer shall serve for the term of one (1) year, concurrent with their term as Louisiana Engineering Society Secretary-Treasurer.

Each shall take office at the Annual Meeting.

### Section 3 – Duties

The duties of the officers shall be such as are usually attached to their offices, and in addition thereto, such further duties as may be designated from time to time by the Board of Directors of the Louisiana Engineering Foundation.

### Section 4 – Power of the Board of Directors

In case of the absence of any officer of the Foundation, or for any other reason that the Board of Directors may deem sufficient, The Board may delegate the powers or duties of any officer or member of The Board. The Board of Directors is hereby empowered to hire persons for any services necessary for operation of the Foundation.

### Section 5 – Removal

Any officer may be removed at any time by the affirmative vote of two-thirds (2/3) of those voting in person or by written proxy at an Annual or Special Meeting of the Board of Directors.

## **Bylaw 4 – Election of Directors**

### Section 1 – Time of Election

Directors shall be elected or confirmed by the Board of Directors each year at any Annual Meeting to replace those whose terms are expiring or to fill vacancies on The Board.

### Section 2 – Methodology

At-Large Directors shall be nominated and elected by the Board of Directors. Each of the eight (8) Chapter Presidents of the Louisiana Engineering Society, or their designee, shall serve as the Area Director from their chapter. Area directors will be presented to The Board for confirmation in accordance with Bylaw IV, Section 3 (C).

### Section 3: Nominations and Manner of Elections

The manner of nomination and election of Active Directors shall be as follows:

- A. All Active Members of the Board of Directors shall be eligible to vote for the President, Vice-President, and At Large Directors and to hold office. Any member of The Board may secure a place on the ballot by written application to the Secretary-Treasurer of the Foundation not more than sixty (60) days or less than twenty-one (21) days prior to the date of election.
- B. The Board of Directors shall appoint from among The Board a Nominating Committee, which shall review suggested candidates and make nomination for the elected positions. The committee shall ensure that all nominees are qualified and willing to serve and shall ensure that there are suitable candidates for each position to be filled. The report of the Nominating Committee shall be filed with the Board of Directors not less than twenty-one (21) days prior to the date of election. President, Vice-President, and At-Large Directors shall be elected to The Board at least forty-five (45) calendar days before the end of the administrative year.
- C. The Executive Director shall distribute a list of the candidates for the President, Vice-President, and At-Large Director positions to all Board members of the Foundation not less than three (3) days prior to the date of election.
- D. Area Directors from the respective Chapter Areas of the Louisiana Engineering Society shall presented to the Louisiana Engineering Foundation Board of Directors for confirmation at least forty-five (45) calendar days before the end of the administrative year.

- E. Elected positions shall be voted on one at a time, beginning with confirmation of the Area positions first and, then, election of the President, Vice-President, and At-Large positions.
- F. A majority vote will be necessary to elect. If no candidate receives a majority on the first ballot, there shall be a run off between the two candidates receiving the highest number of votes. In the case of a tie that cannot be broken after several ballots, the successful candidate will be selected by lot as decided by The Board.
- G. Voting in elections for President, Vice-President and At-Large Directors shall be by secret ballot.
- H. Honorary Directors may be nominated by any member of The Board at any meeting at which a quorum is present. A simple majority of the vote present shall be sufficient for election to The Board as an Honorary Director. The President or his representatives shall notify in writing those individuals named to be Honorary Directors.

## **Bylaw 5 – Fees**

### Section 1 – Fees

Fees or other means of monetary support for the Louisiana Engineering Foundation may be fixed by the Board of Directors.

## **Bylaw 6 – Honors and Awards**

### Section 1 – General

The Board of Directors shall establish awards and confer honor upon members of the engineering profession in fulfillment of the purpose of the Foundation.

### Section 2 – Mathcounts

The Foundation supports the program “MATHCOUNTS”, established by the National Society of Professional Engineers, in order to promote excellence in the teaching of mathematics in the Nation’s schools.

### Section 3 – Vincent A. Forte Graduate School Fellowship

The Vincent A. Forte Graduate School Fellowship is given annually to a student(s) enrolled in graduate programs in engineering who expresses a sincere desire to enter the teaching profession at the University level upon completion of his/her graduate education. The Award is named to honor Vincent A. Forte, P.E., a founder and first president of the Louisiana Engineering Foundation.

Section 3.1 – Amount and Form of Award

The award shall be in the form of a stipend deposited with Universities, the amount to be established by the Board of Directors.

Section 4 – Engineering Faculty Professionalism Award

The Engineering Faculty Professionalism Award is given annually to one engineering faculty member in each engineering school in Louisiana with EAC/ABET accredited engineering programs. The objective of this award is to bring to the attention of all faculties at their school, those members who are registered professional engineers; to present registration in a new light which should encourage faculty to work toward registration and professionalism; and to benefit the students and the profession with the promotion of professionalism in the Universities.

Section 4.1 – Amount and Form of Award

The award shall consist of a plaque and such other gratuities as shall be deemed appropriate by the Board of Directors. It is recommended that the award be presented at a public meeting attended by the recipient's peers.

## **Bylaw 7 – Checks**

Section 1 – Checks

All checks, drafts, and notes of the Foundation shall be signed by such officer or officers or such person or persons as the Board of Directors may from time to time designate.

## **Bylaw 8 – Amendment**

Section 1 – Amendment

The bylaws may be amended or replaced and new bylaws may be made by the Board of Directors by majority vote at any meeting at which a quorum is present. Adopted by the Board of Directors and effective the 22nd day of June 1984. Revised by the Board of Directors and effective the 21st day of October 1988. Revised by the Board of Directors and effective the 16th day of June 1994. Revised by the Board of Directors and effective the 31st day of June 2006.