Preamble
The Professional Engineers of Oregon, recognizing that service to Society, State, and Profession is the fundamental obligation of the professional engineer, does hereby dedicate itself to the promotion and the protection of the profession of engineering as a social and economic influence vital to the affairs of the public and of the State of Oregon.

ARTICLE I – Name, Location, and Affiliation with National Society

SECTION 1. The name of this organization shall be “Professional Engineers of Oregon,” herein also referred to as PEO.

SECTION 2. PEO is incorporated as a nonprofit organization under the laws of the State of Oregon. The offices of the Professional Engineers of Oregon shall be within the boundaries of the State of Oregon.

SECTION 3. The Professional Engineers of Oregon is a Member State Society of the National Society of Professional Engineers, a national organization with like aims and purposes, hereinafter also referred to as NSPE.

ARTICLE II – Objectives

SECTION 1. The objectives of the Professional Engineers of Oregon shall be:

(a) Advancement of the engineering profession
(b) Promote the public welfare in relation to the engineering profession
(c) Encourage social and technical communication among engineers and with the public
(d) Encourage professional improvement of members and recognize achievement
(e) Represent the engineering profession on legislative matters affecting the interests of the public, the state and the profession
(f) Support laws providing for the registration of engineers and surveyors
(g) Promote high standards of engineering education
(h) Maintain a code of professional conduct, which best serves the interest of its members and society in general and which is represented in the code of ethics of the Professional Engineers of Oregon

ARTICLE III – Membership

SECTION 1. Membership classifications are defined in the Bylaws. Classifications shall be as follows: Licensed Member, Surveyor Member, Member, Life Member, Privileged Member, Student Member, Affiliate Member, and Honorary Member. All individuals in these classifications shall subscribe to the constitution, Bylaws and Codes of Ethics of PEO.

SECTION 2. At least 75 percent of the voting membership shall be members of the NSPE.

SECTION 3. All members other than Student, Affiliate, and Honorary Members shall have voting privileges in state elections. Only Licensed Members, Surveyor Members and Associate
Members may hold elective state offices or act as chapter or division representatives on the State Board of Directors.

**SECTION 4.** Any member, in good standing, may resign from membership in PEO upon written request. When the Board of Directors has information on a member that may result in disciplinary action the resignation of that member shall not be considered for acceptance until the information has been investigated and final action taken.

**ARTICLE IV – Dues**

**SECTION 1.** There shall be no initiation fee for admission to PEO.

**SECTION 2.** The dues of PEO shall be determined by the Board of Directors and stated in the Bylaws.

**SECTION 3.** The Board of Directors shall regulate under Bylaws the payment of dues and the discipline for nonpayment.

**ARTICLE V – Officers and Directors**

**SECTION 1.** The elected officers of PEO shall be President-Elect, a minimum of three and a maximum of five Vice Presidents and Treasurer. The President-Elect shall succeed to the office of President without election. The five Vice Presidents shall be elected from the state membership.

**SECTION 2.** The Board of Directors, in which the government of PEO shall be vested, shall consist of the following: President, President-Elect, Past President, three to five Vice Presidents, Treasurer, National Delegate, the Past President, the Chairman of each State practice division, and one Director for each 300 members, or fraction thereof of each Chapter. The Director or Directors from a Chapter shall include the Chapter President or his/her representative. The number of Chapter members shall be determined from the records of June 1.

**SECTION 3.** The Executive Committee shall consist of the President, President-Elect, three to five Vice-Presidents, Past President, National Delegate, and the Treasurer.

**SECTION 4.** National Delegate representing PEO to NSPE shall be appointed by the Board of Directors

**SECTION 5.** The terms of office shall be as follows:

(a) President, President-Elect, Vice President, Treasurer and Director, one year

(b) The President’s term of office may be extended to two consecutive years with the approval of the President, President-Elect, the Board of Directors, and subsequent re-election by the Members.

(c) National Delegate, two years.

(d) Any officer, Director, or National Delegate may be re-elected

(e) The term of an officer or Director shall begin at the time the officer or Director is installed at the Annual Meeting of PEO

**SECTION 6.** The Secretary shall be appointed by the President and approved by the Board of Directors and shall hold office at the discretion of the Board of Directors.

**SECTION 7.** A vacancy in any office shall be filled by the Board of Directors. Should the immediate Past President be unable to serve, the office shall be filled by the most recently available Past President who has retired from the office of President within the past 10 years. Other vacancies on the Board shall likewise be filled by the election or appointment by the Chapter or practice division from which the vacancy occurred. If a Director or any elected officer accepts appointment or is elected to fill another office on the State Board of Directors, he/she
shall automatically cease to hold the former position upon being duly installed in the new office. If a vacancy is filled by appointment, the appointee shall serve only until the next regular election. If a vacancy is filled by an election the elected official shall serve only the remainder of the regular term for which the former official was elected.

SECTION 8. Eligibility for nomination, election, or retention of a position as an elected officer of PEO shall be contingent upon residence or employment in the State of Oregon.

SECTION 9. All officers of PEO may receive such compensation as shall be fixed by the Board of Directors.

ARTICLE VI – Nomination and Election of officers

Section 1. Officers shall be nominated by the Nominating Committee and their names presented to the board at an open meeting to be held during January. This report shall be published in the February issue of the official publication. The Nominating Committee shall present the name of at least one eligible candidate for each office to be filled, no one of whom shall be a member of the Nominating Committee. Additional nominations for any office may be made by a written petition signed by fifty Licensed Members, Members, or Surveyor Members in good standing, provided the petition is received by the President by March 10. All nominees placed on the ballot shall have expressed in writing a willingness to serve.

SECTION 2. Election of officers shall be made annually by a plurality vote on individual letter ballots sent before March 25 to all voting members of the Society in good standing.

SECTION 3. The polls shall close at 12 o’clock midnight on April 10, unless the date falls on a Sunday, in which case the closing time shall be 12 o’clock midnight on April 11. All ballots enclosed in envelopes postmarked prior to closing time shall be canvassed publicly by the Tellers Committee.

SECTION 4. The Secretary shall furnish the Tellers Committee a list of all Members entitled to vote, and no other ballots shall be counted.

SECTION 5. The Tellers Committee shall meet following the official date of the closing of the polls. Three Tellers shall constitute a quorum. In the absence of a quorum, the President shall make appointments to fill any vacancies. The Tellers shall proceed to canvass the ballots as follows: (a) the envelopes shall be checked and all those received from members not entitled to vote shall be rejected; (b) the return envelopes containing legal ballots shall be opened, the ballots removed and counted; and (c) a statement of the votes prepared and signed by the Tellers. All votes shall be counted for the candidates whom the voter has plainly indicated his/her choice.

SECTION 6. The Tellers shall report in writing the results of the canvass to the Board of Directors which shall, by resolution, declare elected to their respective offices those candidates who have received a plurality of the votes cast. In case of a tie vote between two or more candidates for the same office, the Board of Directors shall decide by ballot between the candidates thus tied.

SECTION 7. The President shall announce (via the office publication) the results of the election following the passing of the official resolution by the Board of Directors declaring the election final.

SECTION 8. Elected officers shall be installed at the annual meeting immediately following their election.
SECTION 9. The Board of Directors shall meet at the time of the annual meeting and shall appoint the National Delegate.

ARTICLE VII – Duties of Officers and Directors

SECTION 1. The duties of Officers shall be as provided herein. Detailed duties shall be specified in the Bylaws.

SECTION 2. The Board of Directors shall manage the affairs of PEO in conformity with the Constitution and Bylaws of PEO.

The Board of Directors shall supervise the investment and care of the funds of PEO; make appropriations for specific purposes; act upon applications for membership as herein provided; and generally direct the business of PEO. It shall cause a record of all its proceedings to be kept and preserved by the Secretary.

SECTION 3. The Executive Committee shall conduct the business of PEO between regular meetings of the Board within the framework of the Constitution, Bylaws, Administrative and Operating policies and the adopted budget.

SECTION 4. The President shall have general supervision of the affairs of PEO. He/she shall preside at meetings of PEO and the Board of Directors. He/she shall, with approval of the Board of Directors, appoint the regular standing committees as set forth in the Operating Manual. He/she shall appoint the Secretary and Committees not otherwise provided for. He/she shall, with the Secretary, sign all contracts or other written obligations of PEO, which have been approved by the Board of Directors and/or the Members at a regular meeting. At the annual meeting, the President shall present a report covering the activities of the PEO and the Board of Directors for the last administrative year.

SECTION 5. In the absence of the President, the President-Elect, the Vice President (alphabetically) or the Past President, in that order, shall preside at meetings and shall discharge the duties in case of a vacancy in the office.

SECTION 6. The Treasurer shall receive all monies of the PEO and deposit the same to the credit of the PEO in such depository as may be designated by the Board of Directors. He/she shall pay all bills when certified as provided herein, and in accordance with the rules prescribed by the Board. He/she shall be bonded in such amount and with such sureties as the Board may require and the cost of this bond shall be paid for by PEO. He/she shall make the financial reports at the request of the Board.

SECTION 7. The Secretary shall act under the direction of the President and the Board of Directors. He/she shall have charge of the property of PEO and shall conduct its business under such rules as the Board may prescribe. He/she or an authorized representative shall attend all the meetings of the Board of Directors.

SECTION 8. The National Delegate shall be the representative of PEO at meetings of the NSPE, and shall be vested with such duties as provided by the NSPE Bylaws.

SECTION 9. No Director or uncompensated Officer of PEO shall be personally liable to PEO or its members for monetary damages for conduct as a Director or uncompensated Officer, provided that this section shall not eliminate liability which may not be eliminated under the Oregon Nonprofit Corporation Act. No amendment to the Oregon Nonprofit Corporation Act for which elimination of liability is permitted shall affect the liability of a Director or uncompensated Officer for any act or omission, which occurs prior to the effective date of such amendment. The
provisions of this section are intended to be in addition to and not in limitation of any other
provisions of this Constitution or the Bylaws or any agreement of PEO or any law that eliminates
or limits the liability of Directors, Officers and others acting on behalf of PEO

ARTICLE VIII – Committees

SECTION 1. The President shall appoint such committees as may be desirable in accordance
with the provisions of the Bylaws.

SECTION 2. The President shall announce the committees and their members at the Annual
Meeting.

SECTION 3. The Nominating Committee shall be appointed by the President. It shall consist of
one member of the preceding year’s Nominating Committee, one member of the Board of
Directors and one additional Licensed Member, or Surveyor Member from each Chapter.

SECTION 4. The Teller Committee shall be appointed by the President. It shall consist of one
member of the preceding year’s Teller Committee, one member of the Board of Directors and
three additional Licensed Members, or Surveyor Members selected from the membership.

ARTICLE IX – Meetings

SECTION 1. The annual meeting of the membership of PEO shall be held at such time and
place as shall be set by the Board of Directors. The annual meeting shall ratify the actions of the
Board of Directors for the past year and conduct such other business as the Board or any
member wishes to put before it in accordance with the Bylaws.

Special meetings of the membership shall be called by the President, a quorum of the Board of
Directors, or on request of 25 Licensed Members, or Surveyor Members. The time and place will
be designated by the President or Board of Directors. Action of the meetings shall be limited to
passing on matters listed in the call for the meeting.

There shall be no quorum requirements. Actions at any general membership meeting of PEO
shall be decided by a majority of the voting members present.

SECTION 2. Regular meetings of the Board of Directors shall be held at the call of the
President at suitable intervals, but not exceeding three months, to transact the business of PEO.

Special meetings of the Board shall be called at the written request of no less than 20% of its
members, or upon call of the President. Only Business named in the call shall be transacted at
special meetings.

A 30% of the Board of Directors shall constitute a quorum at any meeting of the Board of
Directors.

Three consecutive unexcused absences of any Member of the Board of Directors may be
grounds for expulsion from the Board.

SECTION 3. Meetings of the Executive Committee shall be held between Board of Directors
meetings on the call of the President as required to transact the business of PEO.

A majority of the Executive Committee shall constitute a quorum at any meeting of the
Committee.

SECTION 4. Local Chapters, Practice Divisions and Affiliated Organizations shall meet at
intervals established in accordance with their own Bylaws.

ARTICLE X – Local Chapters, Practice Division and Affiliated Organizations
SECTION 1. Local Chapters, Practice Divisions and Affiliated Organizations of PEO may be formed and shall be in accordance with the rules prescribed in the Bylaws.

ARTICLE XI – Amendment of the Constitution

SECTION 1. Amendment of the Constitution may be proposed by the Board of Directors or by petition of twenty-five (25) Licensed Members, or Surveyor Members. The Amendment shall be provided in writing and filed with the Secretary.

All proposed amendments shall be submitted to the Board of Directors for its review and comments before referral to the PEO Membership.

SECTION 2. Amendments, together with the comments of the Board of Directors, shall then be presented to the Membership by publication in the official publication.

The amendments shall then be voted upon by letter ballot, which ballots shall be due and counted by the Teller Committee within thirty (30) days after such publication.

In balloting on an amendment to the Constitution, an affirmative two-thirds vote of all valid ballots cast shall be necessary for the adoption of any proposed amendment. Amendments so adopted shall take effect at the next annual meeting, unless the amendment is accompanied by a resolution providing that it shall take effect at an earlier date.

ARTICLE XII – Bylaws

SECTION 1. The Board of Directors shall adopt Bylaws for the direction of the officers, Board of Directors and members. For adoption of, or amendments to the Bylaws the Board of Directors shall, by at least a three-fourths affirmative vote of all Board Members, have such proposed Bylaws or amendments published in the official publication. The proposed Bylaws or amendments shall become effective thirty (30) days after official publication thereof unless a petition in opposition thereto, signed by 10 percent of the members having voting privileges on record as of June 30, is filed with the Secretary. In this case the proposed Bylaws or amendments thereto may be withdrawn or submitted to a vote of the membership to be accepted or rejected by a majority vote.

ARTICLE XIII – Official Publication

SECTION 1. The Board of Directors shall provide for an Official Publication.